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COMMISSION 549

8-50068 3/31 X

OMB APPROVAL
OMB Number: 3235-0123
Expires: January 31, 2007
Estimated average burden hours per response... 12.00

SEC FILE NUMBER
8-2886

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ANNUAL AUDITED REPORT FORM X-17A-5 PART III

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 01/01/05 AND ENDING 12/31/05
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Instinet, LLC

OFFICIAL USE ONLY

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

FIRM I.D. NO.

3 Times Square

(No. and Street)

New York, NY 10036

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

John Fay

(212) 310 9500

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

PriceWaterhouse Coopers LLP

(Name - if individual, state last, first, middle name)

300 Madison Avenue, New York, NY 10017

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

Certified Public Accountant

Public Accountant

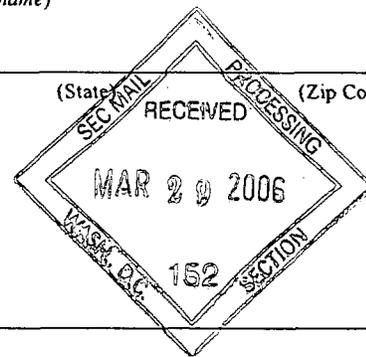
Accountant not resident in United States or any of its possessions.

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PROCESSED

JUN 20 2006

THOMSON FINANCIAL



FOR OFFICIAL USE ONLY

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

SEC 1410 (06-02)

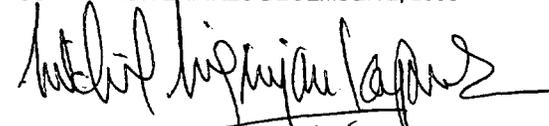
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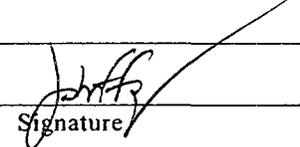
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6/19/06

OATH OR AFFIRMATION

I, John Fay, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Instinet, LLC, as of December 31, 2005, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

NIKHIL NIRANJAN KAPUR
NOTARY PUBLIC - STATE OF NEW YORK
No. 01KA6084269
QUALIFIED IN NEW YORK COUNTY
COMMISSION EXPIRES DECEMBER 2, 2006


Notary Public 03/27/06


Signature
CFO
Title

This report ** contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

Instinet, LLC

(formerly Instinet Corporation)

(A wholly owned subsidiary of Instinet Holdings, Inc.)

Statement of Financial Condition

December 31, 2005

Instinet, LLC

(formerly Instinet Corporation)

(A wholly owned subsidiary of Instinet Holdings, Inc.)

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December 31, 2005

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PricewaterhouseCoopers LLP
PricewaterhouseCoopers Center
300 Madison Avenue
New York NY 10017
Telephone (646) 471 3000
Facsimile (813) 286 6000

Report of Independent Auditors

To Board of Directors and Member of
Instinet, LLC

In our opinion, the accompanying statement of financial condition presents fairly, in all material respects, the financial position of Instinet, LLC ("the Company") at December 31, 2005 in conformity with accounting principles generally accepted in the United States of America. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit. We conducted our audit of this statement in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial condition, assessing the accounting principles used and significant estimates made by management, and evaluating the overall statement of financial condition presentation. We believe that our audit of the statement of financial condition provides a reasonable basis for our opinion.



March 27, 2006

Instinet, LLC
(formerly Instinet Corporation)
(A wholly owned subsidiary of Instinet Holdings, Inc.)
Statement of Financial Condition
Year Ended December 31, 2005

(in thousands)

Assets	
Cash and cash equivalents	\$ 42,749
Investment, at fair value	45,113
Commissions and other receivables	12,391
Receivable from broker-dealers	1,424
Receivable from affiliate	1,614
Other assets	641
Total assets	<u>\$ 103,932</u>
Liabilities and Member's Equity	
Accounts payable	\$ 22,191
Payable to affiliate	15,042
Accrued compensation	17,396
Deferred tax liability, net	10,560
Accrued expenses and other liabilities	6,622
Total liabilities	<u>71,811</u>
Total member's equity	<u>32,121</u>
Total liabilities and member's equity	<u>\$ 103,932</u>

The accompanying notes are an integral part of this financial statement.

Instinet, LLC
(formerly Instinet Corporation)
(A wholly owned subsidiary of Instinet Holdings, Inc.)
Notes to Statement of Financial Condition
December 31, 2005

(in thousands)

1. Nature of Business

Instinet, LLC (“Instinet” or the “Company”), formerly Instinet Corporation, is a wholly-owned subsidiary of Instinet Holdings, Inc. (“IHI”) which is ultimately majority owned by Silver Lake Partners II L.P. (“SLP”).

Prior to December 8, 2005, the Company was a wholly-owned subsidiary of Instinet Group Incorporated (“IGI”) which was majority owned by Reuters Group PLC (“Reuters”). On December 8, 2005, IGI was purchased by The NASDAQ Stock Market, Inc. (“NDAQ”). In a concurrent transaction, Instinet and other IGI subsidiaries were purchased from NDAQ by IHI (the “Purchase Transaction”). These financial statements have been prepared on a historical basis and do not reflect any adjustments for the change in ownership as the parent has elected not to push down the effects of the purchase accounting.

Instinet is a global electronic agency securities broker which offers sales trading support, sophisticated trading tools and advanced technology to institutional customers in order to execute their equity securities orders with other institutional customers or to access other U.S. trading venues. The Company’s customers can also trade outside traditional market hours and obtain select proprietary and third-party research. The Company is a registered broker-dealer with the Securities and Exchange Commission (“SEC”) and a member of the National Association of Securities Dealer, Inc. (“NASD”).

2. Significant Accounting Policies

Accounting Estimates

The preparation of the Company’s financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements. Management believes that the estimates utilized in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. As of December 31, 2005, cash equivalents included \$42,734 of investments in money market mutual funds held at several major U.S. financial institutions.

3. Investment, at fair value

Investments are carried at estimated fair value, generally as evidenced by quoted market prices or by comparable substantial third party transactions. Where fair value is not readily ascertainable, principal investments are recorded at management’s estimate of fair value. Because of the inherent uncertainty of valuations, these estimated values may differ materially from the amounts that may ultimately be realized upon sale or other disposition of the investments.

Instinet, LLC

(formerly Instinet Corporation)

(A wholly owned subsidiary of Instinet Holdings, Inc.)

Notes to Statement of Financial Condition

December 31, 2005

(in thousands)

At December 31, 2005, the investment balance consisted of an investment of \$45,113 in the NASDAQ Stock Market Inc. The Company's investment in the NASDAQ Stock Market Inc. includes common shares of \$39,578 which are carried at the quoted market value as of December 31, 2005 and warrants of \$5,535 which are valued using a Black-Scholes option pricing model.

4. Related Party Transactions

The Company earned broker dealer rebates from INET ATS, Inc. ("INET", an affiliate through December 8, 2005) and paid brokerage fees to INET for the year ended December 31, 2005.

The Company clears all of its securities transactions through an affiliate, Instinet Clearing Services ("ICS"). Pursuant to the clearing agreement, ICS can charge the Company for losses that arise from a counterparty's failure to fulfill its contractual obligations. As the market risk cannot be reasonably estimated, the Company is unable to determine the risk of loss as a result of a counterparty's failure.

Instinet Group, LLC (IGLLC), is a wholly owned subsidiary of IHI that provides various services to the Company. Prior to December 8, 2005, IGLLC was a wholly owned subsidiary of IGI (see note 1).

Pursuant to operating agreement, IGLLC provides the Company with all operational, management and administrative personnel, facilities and other services necessary to conduct its business.

The Company has entered into an agreement with Harborview, LLC, an indirect wholly-owned broker-dealer subsidiary of IHI to provide floor brokerage services.

The Company received services related to its core communications network from Radianz, Inc., a company that was 100% owned by Reuters through April 29, 2005.

Substantially all employees of the Company participate in a defined contribution pension plan sponsored by IHI. The IHI Retirement Plan ("401(k) Plan") was established under Section 401(k) of the Internal Revenue Code. Eligible employees can contribute up to 50% of their annual base salary to the 401(k) Plan and the Company matched a discretionary amount of the employees' pre-tax contributions. To be eligible for the contribution, employees need to have been an active employee, as of December 31, 2005, with at least 3 months of service. In addition, substantially all employees participate in the IHI Stock Plan.

5. Commitments and Contingencies

From time to time, the Company is involved in various legal and regulatory proceedings arising in the ordinary course of business. The Company is also subject to periodic regulatory audits, inspections and investigations. While any litigation contains an element of uncertainty, management believes, after consultation with counsel, that the outcomes of such proceedings or claims are unlikely to have a material adverse effect on the Company.

Instinet, LLC
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Notes to Statement of Financial Condition
December 31, 2005

(in thousands)

FASB Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness to Others," requires the disclosure of representations and warranties which the Company enters into which may provide general indemnification to others. In the normal course of business the Company may enter into other legal contracts that contain a variety of these representations and warranties that provide general indemnification. The Company's maximum exposure under these arrangements is unknown, as this would involve futures claims that may be against the Company that have not yet occurred. However, based on the Company's experience, the Company does not expect these indemnifications will have a material adverse effect on the Company's statements of income, financial condition and cash flows.

6. Credit, Market and Other Risks

As a result of its relationship with ICS, the Company is exposed to substantial credit risk from its customers' securities transactions during the period between the transaction date and the settlement date. This period is generally three business days in the U.S. equities markets and can be as much as 30 days in some international markets. In addition, the Company may have credit exposure that extends beyond the settlement date in the case of a party that does not settle in a timely manner by failing either to make payment or to deliver securities. Adverse movements in the prices of these securities can increase the Company's credit risk. The majority of the Company's transactions and, consequently, the concentration of its credit exposure are with broker-dealers and other financial institutions, primarily located in the United States. The Company seeks to control its credit risk through a variety of reporting and control procedures, including establishing credit limits and enforcing credit standards based upon a review of the counterparties' financial condition and credit ratings. The Company monitors trading activity and collateral levels maintained at ICS on a daily basis for compliance with regulatory and internal guidelines and obtains additional collateral, if appropriate.

The Company is subject to operational, technological and settlement risks. These include the risk of potential financial loss attributable to operational factors such as untimely or inaccurate trade execution, clearance or settlement or the inability to process large volumes or transactions. The Company is also subject to risk of loss attributable to technological limitations or computer failures that may constrain the Company's ability to gather, process and communicate information efficiently, securely and without interruption.

7. Income Taxes

For tax purposes, the Company is disregarded as an entity separate from its single member, IHI, pursuant to U.S. Income Tax Regulations Sec. 301.7701-3(b)(1)(ii). As a single-member LLC, the Company records taxes on a separate company basis as if it were a division of IHI. The Company, together with IHI and certain other subsidiaries in the U. S., is included in a consolidated Federal income tax return. The Company pays or recovers from its U.S. subsidiaries and affiliates the taxes they have recorded, which are calculated on a separate company basis under a tax sharing agreement with IHI. The Company records deferred tax assets and liabilities for the difference

Instinet, LLC
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Notes to Statement of Financial Condition
December 31, 2005

(in thousands)

between the tax basis of assets and liabilities and the amounts recorded for financial reporting purposes, using current tax rates.

The temporary differences which have created deferred tax assets and liabilities as of December 31, 2005 are detailed below:

Deferred tax assets	
Accruals and allowances	\$ 1,067
Depreciation and amortization	200
Other	29
Total deferred tax assets	<u>1,296</u>
Deferred tax liabilities	
Unrealized gains on securities owned	<u>11,856</u>
Total deferred tax liability	<u>11,856</u>
Deferred tax liability, net	<u>\$ 10,560</u>

8. Fair Value of Financial Instruments

Statement of Financial Accounting Standards No. 107, "Disclosure about Fair Value of Financial Instruments," requires the disclosure of the fair value of financial instruments, including assets and liabilities recognized on the statement of financial condition. Management estimates that the aggregate net fair value of all financial instruments recognized on the statement of financial condition approximates their carrying value, as such financial instruments have been adjusted to reflect their estimated fair value or are short term in nature and bear interest at current market rates.

9. Regulatory Requirements

The Company is a registered broker-dealer and, accordingly, is subject to the SEC's Uniform Net Capital Rule ("Rule 15c3-1") under the Securities and Exchange Act of 1934, which requires the maintenance of minimum net capital. The Company has elected to use the alternative net capital method, permitted by Rule 15c3-1, which requires that the Company maintain minimum net capital, as defined, of \$250.

At December 31, 2005, the Company had net capital of \$4,010, which was \$3,760 in excess of its required net capital of \$250.

The Company claims exemptions from the provision of Rule 15c3-3 under subparagraph (k)(2)(ii). All customer transactions are cleared through another broker-dealer on a fully disclosed basis.

**Report of Independent Auditors
on Internal Control Required by SEC Rule 17a-5**

To the Board of Directors and Member
of Instinet, LLC

In planning and performing our audit of the financial statements and supplemental schedules of Instinet, LLC (the "Company") for the year ended December 31, 2005, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (the "SEC"), we have made a study of the practices and procedures followed by the Company, including tests of compliance with such practices and procedures, that we considered relevant to the objectives stated in Rule 17a-5(g), in the following:

1. Making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11);
2. Making the quarterly securities examinations, counts, verifications, and comparisons, and the recordation of differences required by Rule 17a-13; and
3. Determining compliance with the exemptive provisions of Rule 15c3-3.

Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System; and
2. Obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by Rule 15c3-3;

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of control and of the practices and procedures referred to in the preceding paragraph, and to assess whether those practices and procedures can be expected to

achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of internal control to future periods is subject to the risk that controls may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of one or more of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving internal control, including procedures for safeguarding securities, that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2005 to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, the National Association of Securities Dealers, and other regulatory agencies that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.



March 27, 2006