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

SEC FILE NUMBER
8-13650

Washington, DC
106

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 01/01/08 AND ENDING 12/31/08
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: CAZENOVE Incorporated

OFFICIAL USE ONLY
FIRM I.D. NO.

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

640 Fifth Avenue

(No. and Street)

New York

New York

10019

(City)

(State)

(Zip Code)

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

Mark J. Godridge

212-376-1225

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

PricewaterhouseCoopers

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

300 Madison Avenue

New York

New York

10019

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

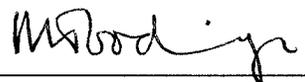
- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

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*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)

AFFIRMATION

I, Mark Godridge affirm that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Cazenove Incorporated, as of December 31, 2008, are true and correct. I further affirm that neither the company nor any, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer:



Signature

President



Notary Public

PATRICK D. CONSOLA
Notary Public, State of New York
No. 31-4997219
Qualified in New York County
Commission Expires June 1, 2010

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. (Not Required)
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation. (Not Applicable)
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report. (Not Required)
- (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).**

Report of Independent Auditors

To the Board of Directors
and Stockholder of
Cazenove Incorporated

In our opinion, the accompanying statement of financial condition and the related statements of income and comprehensive income, changes in stockholder's equity and cash flows present fairly, in all material respects, the financial position of Cazenove Incorporated (the "Company") at December 31, 2008, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these statements 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 financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed more fully in Note 3, the Company has extensive transactions and relationships with affiliated parties.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I, II and III is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

February 26, 2009

Cazenove Incorporated
Statement of Financial Condition
December 31, 2008

Assets

Cash	\$ 3,211,040
Cash and U.S. Government securities segregated in compliance with federal regulations	6,775,432
Deposits with clearing organizations	845,785
Receivable from parent and affiliated broker-dealer	223,385
Receivable from customers	2,282,717
Securities owned, at fair value	984,674
Furniture, equipment and leasehold improvements - (net of accumulated depreciation and amortization of \$1,071,998)	1,207,354
Other assets	<u>1,011,200</u>
Total assets	<u>\$ 16,541,587</u>

Liabilities and Stockholder's Equity

Liabilities	
Payable to parent and affiliated broker-dealer	\$ 2,802,691
Payable to customers	218,178
Accrued compensation and other liabilities	<u>5,261,186</u>
Total liabilities	<u>8,282,055</u>
Commitments and contingencies (Note 8)	
Stockholder's equity	
Common stock, \$100 par value; authorized 100,000 shares; issued and outstanding, 17,000 shares	1,700,000
Additional paid-in capital	300,000
Retained earnings	6,591,040
Accumulated other comprehensive loss, net of tax	<u>(331,508)</u>
Total stockholder's equity	<u>8,259,532</u>
Total liabilities and stockholder's equity	<u>\$ 16,541,587</u>

The accompanying notes are an integral part of these financial statements.