

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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ANNUAL AUDITED REPORT
FORM X-17A-5 Section
PART III FEB 25 2009

SEC FILE NUMBER
8-24841

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 1-1-2008 AND ENDING 12-31-2008
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:
SOUTHAMPTON INV. SER. INC.
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

OFFICIAL USE ONLY
FIRM I.D. NO.

1476 ROSEBUD ROAD
(No. and Street)
SOUTHAMPTON PA 18966
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
DINESH S. SHAH (215) 322-8530
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

RICCARDI MICHAEL E.
(Name - if individual, state last, first, middle name)
390 MIDDLETOWN BLVD, LANGHORNE PA 19047
(Address) Suite 612 (City) (State) (Zip Code)

CHECK ONE:

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

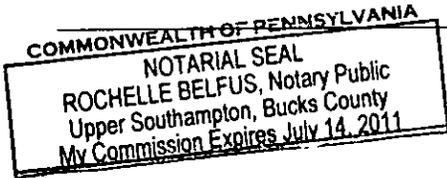
PROCESSED
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*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section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

OATH OR AFFIRMATION

I, Dinesh S. Shah, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of SOUTHAMPTON INV. SER. INC., as of 12-31-2008, 2008, 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:



Dinesh S. Shah
Signature
President
Title

Rochelle Belfus - 2/23/09
Notary Public

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).

SOUTHAMPTON INVESTMENT SERVICES, INC

1476 Rosebud Road, Southampton, PA 18966

Telephone: (215) 322 - 8530

BALANCE SHEET AS OF DECEMBER 31,2008

Assets

Current Assets

Cash	\$641.15
Securities	50,313.40
Southwest Clearing	10,166.45

Total Current Assets	\$61,121.00
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TOTAL ASSETS	\$61,121.00
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Liabilities and Shareholders Equity

Current Liabilities

Accounts Payable	455.00
Total Liabilities	\$455.00

Capital

Common Shares Authorize 20,000

No Par Value	20,000.00
Retained Earnings	40,666.00
Total Capital	\$60,666.00

TOTAL LIABILITIES & CAPITAL	\$61,121.00
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SOUTHAMPTON INVESTMENT SERVICES, INC

1476 Rosebud Road, Southampton, PA 18966

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INCOME STATEMENT FOR THE YEAR 2008

Revenues:

Commissions	\$3,583.65
Interest	163.73
Dividend	4,164.40
Other Income	0.00
Trading	6,799.43
Total Revenues	\$14,711.21

Expenses:

Communications	7,119.71
Publications	141.90
Employee Benefits	2,544.94
Taxes	48.00
Postage	88.82
Gifts	0.00
Registration	1,007.00
Entertainment	148.17
Miscellaneous	1,952.56
Office Equipment	413.88
Office Supplies	0.00

TOTAL EXPENSES \$13,464.98

NET INCOME \$1,246.23

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RECONCILIATION OF NET CAPITAL ENDING DEC.31,2008

Net Worth At Beginning of Period Covered By This statement January 1,2008	\$191,419.77
Profits (Losses) For 12 Months Ending December 31,2008	1,246.23
Total	\$192,666.00
Deductions:	
Petty Cash	\$179.68
Hair Cut	4,942.97
Distribution From Retained Earnings	\$32,000.00
Distribution from Capital	100,000.00
Total Deductions	137,122.65
Net Computation Dec 31,2008	55,543.35
Net Capital, AS Per Unaudited Computation	\$55,543.00

DISCREPANCY 0.35

SOUTHAMPTON INVESTMENT SERVICES, INC

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Telephone: (215) 322 - 8530

STATEMENT OF RETAINED EARNINGS FOR YEAR 2008

Retained Earnings: January 1, 2008	\$71,419.77
Net Income for Period	1,246.23
Distribution From Retained Earning	32,000.00
Retained Earnings: December 31, 2008	\$40,666.00

SOUTHAMPTON INVESTMENT SERVICES, INC

1476 Rosebud Road, Southampton, PA 18966

Telephone: (215) 322 - 8530

STATEMENT OF CHANGES IN FINANCIAL CONDITION FOR 2008

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Sources of Funds

Net Profit	\$1,246.23
Securities	130,562.03

Total	131,808.26
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SWS	140.77
Distribution From Retained Earnings	32,000.00
Distribution From Capital	\$100,000.00

Total	132140.77
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Decrease In Working Capital	332.51
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SOUTHAMPTON INVESTMENT
SERVICES, INC.
1476 ROSEBUD ROAD
SOUTHAMPTON, PA 18966

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SERVICES, INC.
1476 ROSEBUD ROAD
SOUTHAMPTON, PA 18966

Notes to statement of Financial Condition:

- (1) Southampton Investment Services Inc., (the ACompany@) is a broker-dealer and clears all transactions through SWS Securities Inc. on a fully disclosed basis.
- (2) Securities are carried on a settlement day basis.
- (3) Securities are valued on a market value basis.
- (4) No sub-ordinated loans are outstanding.
- (5) As a registered broker-dealer and member of NASD, the ACompany@ is subject to Uniform Net Capital Rule 17a B5 (a) of Securities and Exchange Commission. ACompany@ as of December 31, 2008, has net capital of \$ 55,543 against the required capital of \$ 5,000..
- (6) ACompany@ does not have any lease obligations.

SOUTHAMPTON, PA 18966

SOUTHAMPTON INVESTMENT
SERVICES, INC.
1476 ROSEBUD ROAD
SOUTHAMPTON, PA 18966

M. Riccardi Agency, Inc.

at Oxford Square

390 Middletown Boulevard

Suite 612

Langhorne, PA 19047

Office: 215-752-4200

Fax: 215-752-4207

Michael E. Riccardi

P.A., E.A., A.T.A.

Real Estate Broker in PA & NJ

February 2, 2009

Mr. Dinesh S. Shah, President
Southampton Investment Services, Inc.
1476 Rosebud Road
Southampton, PA 18966

SEC Mail Processing
Section

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Washington, DC
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INDEPENDENT AUDITOR'S REPORT

We have audited the accompanying balance sheet of Southampton Investment Services, Inc. as of December 31, 2008 and the related statements of income, financial earnings, and cash flows for the year then ended. 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 in accordance with generally accepted auditing standards. 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. An audit also included assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

Southampton Investment Services, Inc., is exempted from SEC Rule 15c3-3, under Exemption Rule 15c3-3(k) (ii). All customer transactions are cleared through SWS Clearing Corporation on fully disclosed basis. SWS Clearing also holds all customer accounts (funds and securities).

Under this Exemption, Southampton Investment Services, Inc. is not required

- (1) Computation for determination of Reserve Requirements, and
- (2) Provide information relating to the Possession or Control Requirements.

In our opinion, except for the inability to inspect securities for the reason mentioned, the financial statements referred to above present fairly, in all material respects, the financial position of Southampton Investment Services, Inc. as of December 31, 2008 and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.



M.E. Riccardi
Public Accountant*

*Registered as a Public Accountant in the Commonwealth of Pennsylvania License #PA-001506-L

M. Riccardi Agency, Inc.

at Oxford Square

390 Middletown Boulevard

Suite 612

Langhorne, PA 19047

Michael E. Riccardi

P.A., E.A., A.T.A.

Real Estate Broker in PA & NJ

Office: 215-752-4200

Fax: 215-752-4207

February 2, 2009

To the Shareholders and Directors:

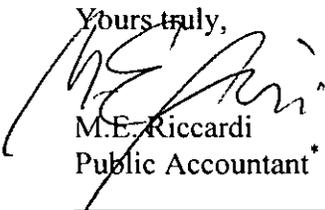
I have examined the financial statements of Southampton Investment Services, Inc. as of December 31, 2008 and have issued my report thereon. As part of my examination, I reviewed and tested the system of internal accounting control (including the accounting system, the procedures for safeguarding securities, and the practices and procedures the review of which is specified in subparagraphs (i) to (iv) of rule 17a-(g)(1), to the extent I considered necessary to evaluate the system as required by generally accepted auditing standards and by Rule 17a-5 under the securities exchange act of 1934. Rule 17a-5 contemplates that the scope of the review and tests should be sufficient to prove reasonable assurance that any material weakness existing at the date of my examination would be disclosed. Under these standards and the Rule, the purpose of such evaluation is to establish a basis for reliance thereon in determining the nature, timing and extent of other audited procedures that are necessary for expressing an opinion on the financial statements and to provide a basis for reporting material weakness in internal accounting control.

The objective on internal accounting control is to provide reasonable, but no absolute, assurance as the safeguarding of assets against loss from unauthorized use or disposition and the reliability of financial records for preparing financial statements and maintenance accountability for assets. The concept of reasonable assurance recognizes that the cost of a system of internal accounting should not exceed the benefits derived and also recognizes judgments by management. However, for the purpose of this report under Rule 17a-5, the cost-benefit relationship has been disregarded in determining weakness to be reported.

There are inherent limitations that should be recognized in considering the potential effectiveness of any system of internal accounting control. In the performance of most control procedures, errors can result from misunderstanding of instructions, mistakes of judgment, carelessness or other personal factors. Control procedures whose effectiveness depends upon segregation of duties can be circumvented by collusion. Similarly, control procedures can be circumvented intentionally by management with respect to the estimates and judgments required in the preparation of financial statements. Further, projection of any evaluation procedures may become inadequate because of changes in conditions and that the degree of compliance with the procedures may deteriorate.

My study and evaluation of the system of internal accounting control for the period December 31, 2008 which was made for the purpose set forth in the first paragraph above and would not necessarily disclose all weakness in the system which may have existed during the period under review, disclosed no weakness that I believe to be material.

Yours truly,


M.E. Riccardi
Public Accountant *

END

Registered as a Public Accountant in the Commonwealth of Pennsylvania License #PA-001506-L