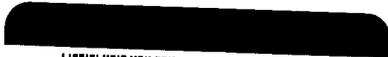


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**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**

OMB APPROVAL	
OMB Number:	3235-0123
Expires:	April 30, 2013
Estimated average burden hours per response.....	12.00

SEC FILE NUMBER	
8-	66098

**Washington, DC 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 01/01/11 AND ENDING 12/31/2011  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Navigate Advisors, LLC  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
One Stamford Landing 62 Southfield Avenue, Suite 111  
(No. and Street)  
Stamford CT 06902  
(City) (State) (Zip Code)

OFFICIAL USE ONLY	
FIRM I.D. NO.	

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Ken George 603-773-9940  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Weintraub & Associates, LLP  
(Name - if individual, state last, first, middle name)  
200 Mamaroneck Avenue, Suite 502 White Plains NY 10601  
(Address) (City) (State) (Zip Code)

**CHECK ONE:**

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

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)

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OATH OR AFFIRMATION

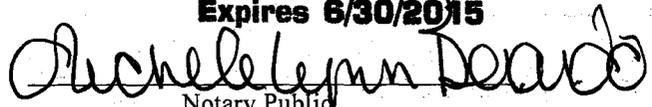
I, David Panagrossi, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Navigate Advisors, LLC, as of December 31, 2011, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

  
Signature

**David Panagrossi**  
**Managing Partner**  
**Navigate Advisors, LLC**

**Michele Lynn Berardo**  
**State of Connecticut**  
**Expires 6/30/2015**

  
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~~ Cash Flows.
- (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).

# Weintraub & Associates, LLP

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Certified Public Accountants

200 Mamaroneck Avenue  
Suite 502  
White Plains, New York 10601

## INDEPENDENT AUDITORS' REPORT

To the Members of  
Navigate Advisors, LLC  
Stamford, Connecticut

We have audited the accompanying statement of financial condition of Navigate Advisors, LLC as of December 31, 2011, and the related statements of operations, changes in liabilities subordinated to claims of creditors, changes in members' capital and cash flows for the year then ended that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934 and Regulation 1.16 under the Commodity Exchange Act (CEAct). 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 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. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial condition of Navigate Advisors, LLC as of December 31, 2011, 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.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the supplementary schedules listed in the accompanying index 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 and the regulations under the CEAct. 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.

**WEINTRAUB & ASSOCIATES, LLP**  
Certified Public Accountants

*Weintraub & Associates, LLP*

White Plains, New York  
February 10, 2012

NAVIGATE ADVISORS, LLC

STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2011

ASSETS

Cash in bank	\$ 6,450,806
Receivable from broker-dealers	612,779
Prepaid expenses	66,402
Property and equipment - net	404,684
Clearing deposits	1,003,448
Employee loans	111,259
Security deposit	<u>37,500</u>
Total Assets	<u>\$ 8,686,878</u>

LIABILITIES AND MEMBERS' CAPITAL

Liabilities:

Accounts payable and accrued expenses	\$ 881,057
Deferred rent	<u>25,768</u>
Total Liabilities	906,825
Members' Capital	<u>7,780,053</u>
Total Liabilities and Members' Capital	<u>\$ 8,686,878</u>

See accompanying notes to financial statements.

NAVIGATE ADVISORS, LLC

STATEMENT OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2011

Revenues:

Commissions	\$ 10,278,182
Commodities income	1,014,841
Error accounts	( 158,174)
Other income	<u>80,160</u>
Total Revenues	<u>11,215,009</u>

Expenses:

Compensation and employee benefits	4,190,599
Commission expense	982,454
Clearing and execution	717,074
Communications and occupancy	506,212
Regulatory fees	75,425
Professional fees	236,084
Other operating expenses	<u>938,572</u>

Total Expenses 7,646,420

Net Income \$ 3,568,589

NAVIGATE ADVISORS, LLC

STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED  
TO CLAIMS OF CREDITORS

FOR THE YEAR ENDED DECEMBER 31, 2011

Balance, January 1, 2011	\$ -
Increase (decrease)	<u>-</u>
Balance, December 31, 2011	<u>\$ -</u>

See accompanying notes to financial statements.

NAVIGATE ADVISORS, LLC  
STATEMENT OF CHANGES IN MEMBERS' CAPITAL  
FOR THE YEAR ENDED DECEMBER 31, 2011

Balance, January 1, 2011	\$ 6,793,931
Capital Contribution	3,102,677
Capital Withdrawal	( 5,685,144)
Net Income	<u>3,568,589</u>
Balance, December 31, 2011	<u>\$ 7,780,053</u>

See accompanying notes to financial statements.

NAVIGATE ADVISORS, LLC

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2011

Cash Flows From Operating Activities:

Net Income	<u>\$ 3,568,589</u>
Adjustments to reconcile net income to net cash provided by in operating activities	
Depreciation	48,000
Non cash rent adjustment	( 17,179)
(Increase) decrease in operating assets:	
Receivable from broker-dealers	181,520
Prepaid expenses	7,827
Clearing deposit	272,782
Increase (decrease) in operating liabilities:	
Accounts payable and accrued expenses	<u>557,192</u>
Total Adjustments	<u>1,050,142</u>
Net Cash Provided By Operating Activities	<u>4,618,731</u>
Cash Flows From Investing Activities:	
Acquisition of property and equipment	( 110,136)
Loans to employees	( 111,259)
Net Cash Used In Investing Activities	( <u>221,395</u> )
Cash Flows From Financing Activities:	
Capital contribution	3,102,677
Capital withdrawal	( <u>5,685,144</u> )
Net Cash Used In Financing Activities	( <u>2,582,467</u> )
Net Increase in Cash	1,814,869
Cash, Beginning of Year	<u>4,635,937</u>
Cash, End of Year	<u>\$ 6,450,806</u>

See accompanying notes to financial statements.

NAVIGATE ADVISORS, LLC

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011

**Note (1) - Nature of business:**

Navigate Advisors, LLC (the "Company") is a broker-dealer registered with the Securities and Exchange Commission ("SEC"), and members of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corp. ("SIPC"). The Company provides outsourcing low-cost order execution and detail risk management platforms to global institutions. The Company clears its securities transactions on a fully disclosed basis with another broker-dealer.

**Note (2) – Summary of significant accounting policies:**

**(A) Securities transactions:**

The Company records securities transactions, including gains from securities trading and commission revenue and expense, on a trade-date basis.

Securities owned consist of publicly traded corporate stocks and are carried at market value with unrealized gains and losses reflected in the Statement of Operations.

**(B) Property and equipment:**

Property and equipment are stated at cost. Depreciation is computed by the straight-line method over the estimated useful lives of the various classes of depreciable assets.

**(C) Cash and cash equivalents:**

For purposes of the Statement of Cash Flows, the Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents. As of December 31, 2011, there were no cash equivalents.

**(D) Use of estimates:**

The preparation of 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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could vary from those estimates.

**(E) Subsequent events evaluation:**

Management has evaluated subsequent events through February 10, 2012, the date the financial statements were available to be issued.

NAVIGATE ADVISORS, LLC  
NOTES TO FINANCIAL STATEMENTS  
(CONTINUED)

DECEMBER 31, 2011

**Note (2) - Summary of significant accounting policies - cont'd:**

**(F) Concentration of credit risk:**

The Company executes, as agent, securities transactions on behalf of its customers. If either the customer or a counter-party fail to perform, the Company may sustain a loss if the market value of the security is different from the contract value of the transaction. The Company as a non-clearing broker does not handle any customer funds or securities. The responsibility for processing customer activity rests with the Company's clearing firm.

The Company maintains its cash in accounts that, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

**(F) Income taxes:**

The Company files income tax returns on the accrual basis as a partnership for federal and state income tax purposes. As such, the Company will not pay any income taxes, as any income or loss will be included in the income tax returns of the individual members. Accordingly, no provision is made for income taxes in the financial statements. The Company follows the uncertainty in income tax accounting standard.

As a limited liability company, each member's liability is limited to amounts reflected in their respective member accounts.

**Note (3) - Property and equipment:**

Property and equipment consists of the following as of December 31, 2011:

Equipment and Furniture and Fixtures	\$ 525,738
Leasehold improvements	<u>74,271</u>
	600,009
Less: Accumulated depreciation	<u>( 195,325)</u>
Net book value	<u>\$ 404,684</u>

Depreciation for the year ended December 31, 2011 amounted to \$48,000. Fixed assets are depreciated using the straight-line method over the estimated life of the related asset. Estimated lives for equipment is ten years, furniture and fixtures is seven years and leasehold improvements is the life of the lease which is currently four years.

NAVIGATE ADVISORS, LLC  
NOTES TO FINANCIAL STATEMENTS  
(CONTINUED)

DECEMBER 31, 2011

**Note (4) – Compensated absences:**

Employees of the Company are entitled to paid vacations, paid sick days and personal days off depending on job classification, length of service and other factors. It is impracticable to estimate the amount of compensation for future absences, and, accordingly, no liability has been recorded in the accompanying financial statements. The Company's policy is to recognize the costs of compensated absences actually paid to employees.

**Note (5) - Commitments and contingencies:**

The Company leases office space under a long term operating lease agreement that expires October 2013. The following is a schedule of future minimum rental payments required under this operating lease:

<u>Year Ended December 31,</u>	
2012	\$ 206,145
2013	<u>171,788</u>
	<u>\$ 377,933</u>

Rental expense was \$234,629 for the year ended December 31, 2011.

**Note (6) – Related party transactions:**

The Company has a computer maintenance service agreement with Anchor Solutions, LLC an affiliated company through common ownership. The total expense incurred for the year ended December 31, 2011 under this agreement amounted to \$289,855.

NAVIGATE ADVISORS, LLC

NOTES TO FINANCIAL STATEMENTS  
(CONCLUDED)

DECEMBER 31, 2011

**Note (7) - Net capital requirement:**

As a registered broker-dealer, the Company is subject to the SEC's Uniform Net Capital Rule 15c3-1. The Rule requires that the Company maintain minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1 (and that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1). At December 31, 2011, the Company had net capital of \$6,383,344, which exceeded its requirement of \$60,455 by \$6,322,889. The Company had a percentage of aggregate indebtedness to net capital of 14.21% as of December 31, 2011.

**NAVIGATE ADVISORS, LLC**

**COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS AND  
INFORMATION RELATING TO POSSESSION OR CONTROL REQUIREMENTS  
FOR BROKERS AND DEALERS PURSUANT TO RULE 15c3-3**

**DECEMBER 31, 2011**

The Company is exempt from the provisions of Rule 15c3-3 under the Securities Exchange Act of 1934 in that the Company's activities are limited to those set forth in the conditions for exemption appearing in Paragraph (k) (2) (ii) of that rule.

NAVIGATE ADVISORS, LLC

COMPUTATION OF NET CAPITAL PURSUANT TO RULE 15c3-1

DECEMBER 31, 2011

Computation of Net Capital

Members' Capital	\$ 7,780,053
Less: Ownership equity not allowable for net capital	<u>310,268</u>
Members' capital qualified for net capital	<u>7,469,785</u>
Non-allowable assets:	
Receivable from broker-dealers	211,527
Property and equipment - net	404,684
Prepaid expenses	66,402
Clearing deposit	250,000
Employee loans	111,259
Security deposit	<u>37,500</u>
Total non-allowable assets	<u>1,081,372</u>
Net capital before haircuts on proprietary positions	6,388,413
Haircuts	<u>5,069</u>
Net capital	6,383,344
Minimum net capital requirement - the greater of \$45,000 or 6-2/3% of aggregate indebtedness of \$906,825	<u>60,455</u>
Excess net capital	<u>\$ 6,322,889</u>
Ratio of aggregate indebtedness to net capital	.1421 to 1
Schedule of aggregate indebtedness:	
Accounts payable and accrued expenses	\$ 881,057
Deferred rent	<u>25,768</u>
Total aggregate indebtedness	<u>\$ 906,825</u>
Reconciliation with the Company's computation (included in Part IIA of Form X-17-a-5 as of December 31, 2011):	
Net capital, as reported in the Company's Part IIA amended unaudited FOCUS report	\$ 6,383,344
Audit adjustments affecting equity	( 250,000)
Audit adjustments affecting non-allowable assets	<u>250,000</u>
Net capital per above	<u>\$ 6,383,344</u>

# Weintraub & Associates, LLP

Certified Public Accountants

200 Mamaroneck Avenue  
Suite 502  
White Plains, New York 10601

## INDEPENDENT AUDITORS' REPORT ON THE SIPC ANNUAL ASSESSMENT REQUIRED BY SEC RULE 17a-5

To the Members of  
Navigate Advisors, LLC  
Stamford, Connecticut

In accordance with Rule 17a-5(e)(4) of the Securities and Exchange Commission, we have performed the following procedures with respect to the accompanying schedule of the Determination of SIPC Net Operating Revenues and General Assessment of Navigate Advisors, LLC for the year ended December 31, 2011. Our procedures were performed solely to assist you in complying with Rule 17a-5(e)(4), and our report is not to be used for any other purpose. The procedures we performed are as follows:

1. Compared listed assessment payments with respective cash disbursement records entries;
2. Compared amounts reported on the audited Form X-17A-5 for the year January 1, 2011 to December 31, 2011, with amounts reported in the General Assessment Reconciliation (Form SIPC-7);
3. Compared any adjustments reported in Form SIPC-7 with supporting schedules and working papers;
4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the related schedules and working papers supporting adjustments.

Because the above procedures do not constitute an audit made in accordance with generally accepted auditing standards, we do not express an opinion on the schedule referred to above. In connection with the procedures referred to above, nothing came to our attention that caused us to believe that the amounts shown on Form SIPC-7 were not determined in accordance with applicable instructions and forms. This report relates only to the schedule referred to above and does not extend to any financial statements of Navigate Advisors, LLC taken as a whole.

**WEINTRAUB & ASSOCIATES, LLP**  
Certified Public Accountants

*Weintraub & Associates, LLP*

White Plains, New York  
February 10, 2012

**NAVIGATE ADVISORS, LLC**  
**SCHEDULE OF THE DETERMINATION OF SIPC NET OPERATING**  
**REVENUES**  
**AND GENERAL ASSESSMENT**  
**FOR THE PERIOD JANUARY 1, 2011 THROUGH DECEMBER 31, 2011**

Determination of SIPC Net Operating Revenues:

Total Revenue (FOCUS line 12/Part IIA line 9)	\$ 11,215,009
Additions:	
Net loss from error accounts	<u>158,174</u>
	<u>11,373,183</u>
Deductions:	
Revenues from commodity transactions	1,014,841
Commissions, floor brokerage and clearance paid to other SIPC members in connection with securities transactions	<u>1,695,778</u>
	<u>2,710,619</u>
SIPC Net Operating Revenues	<u>\$ 8,662,564</u>

Determination of General Assessment:

SIPC Net Operating Revenues	<u>\$ 8,662,564</u>
General Assessment @ .0025	<u>\$ 21,656</u>

Assessment Remittance:

Amount of General Assessment	\$ 21,656
Less: Payment made August 1, 2011	( <u>11,100</u> )
Assessment Balance Due – Paid February 2012	<u>\$ 10,556</u>

Reconciliation with the Company's computation of SIPC Net Operating Revenues for the period January 1, 2011 through December 31, 2011:

SIPC Net Operating Revenues as computed by the Company on Form SIPC-7	\$ 11,215,009
SIPC Net Operating Revenues as computed above	<u>11,215,009</u>
Difference	<u>\$ 0</u>

## INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL REQUIRED BY RULE 17a-5

To the Members of  
Navigate Advisors, LLC  
Stamford, Connecticut

In planning and performing our audit of the financial statements of Navigate Advisors, LLC for the year ended December 31, 2011, we considered its internal control structure, including procedures 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 structure.

Also, as required by 17a-5(g)(1) of the Securities and Exchange Commission ("SEC"), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we consider relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for 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. Making quarterly securities examinations, counts, verifications and comparisons.
2. Recordation of differences required by Rule 17a-13.
3. 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.

The management of the Company is responsible for establishing and maintaining an internal control structure 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 internal control structure, policies and procedures 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 Commission's above-mentioned objectives. Two of the objectives of an internal control structure 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 preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

# Weintraub & Associates, LLP

Certified Public Accountants

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

Our consideration of the internal control structure would not necessarily disclose all matters in the internal control structure 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 the specific internal control structure elements does not reduce to a relatively low level the risk that errors 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 the internal control structure, 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 Commission 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, 2011, to meet the Commission's objectives.

This report is intended solely for use of management, the Securities and Exchange Commission, the Financial Industry Regulatory Authority, Inc. and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 and should not be used for any other purpose.

**WEINTRAUB & ASSOCIATES, LLP**  
Certified Public Accountants

*Weintraub & Associates, LLP*

White Plains, New York  
February 10, 2012

**Weintraub & Associates, LLP**

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**Certified Public Accountants**

200 Mamaroneck Avenue

White Plains, NY 10601

Tel: 914-761-4773

Fax: 914-761-2902

Website: [www.weintraubcpa.com](http://www.weintraubcpa.com)