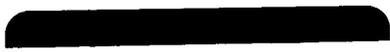


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ANNUAL AUDITED REPORT

FORM X-17A-5

PART III

FACING PAGE

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

SEC FILE NUMBER
8-69031

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 1/1/12 AND ENDING 12/31/12
mm/dd/yy mm/dd/yy

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: QuantumWave Capital Inc.
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

OFFICIAL USE ONLY

FIRM I.D. NO.

540 University Avenue, Suite 300

(No. and Street)

Palo Alto California 94301
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
Aamer Hai 650-321-0700
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose option is contained in this Report*

Ernst Wintter & Associates, Certified Public Accountants

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

675 Ygnacio Valley Road, Suite A200 Walnut Creek California 94596
(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).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1410 (06-02)

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OATH OR AFFIRMATION

I, Aamer Hai, affirm that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of QuantumWave Capital Inc., as of December 31, 2012, are true and correct. I further 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:

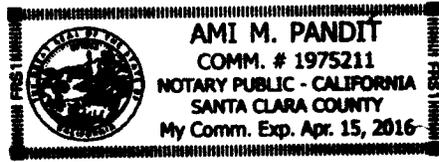
NONE

State of California
County of Santa Clara

Subscribed and sworn to (or affirmed) before me on this 14th day of March 2013, by Aamer Hai, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature: [Handwritten Signature]
Notary Public (Seal)

[Handwritten Signature]
Signature
President
Title



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

- (a) Facing page [checked]
(b) Statement of Financial Condition. [checked]
(c) Statement of Income (Loss). []
(d) Statement of Cash Flows. []
(e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's 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 Requirement 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. []
(o) Independent Auditor's Report on Internal Accounting Control. []

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

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Quantum Wave Capital Inc.
(SEC ID No. 8-69031)

Annual Audit Report

December 31, 2012

PUBLIC DOCUMENT

Filed Pursuant to Rule 17-A-5(E)(3) as a Public Document

ERNST WINTER & ASSOCIATES
Certified Public Accountants

QuantumWave Capital Inc.
(SEC ID No. 8-69031)

Annual Audit Report

December 31, 2012

PUBLIC DOCUMENT

Filed Pursuant to Rule 17-A-5(E)(3) as a Public Document

ERNST WINTTER & ASSOCIATES
Certified Public Accountants

QuantumWave Capital Inc.

December 31, 2012

Table of Contents

Independent Auditor's Report	1
Statement of Financial Condition	2
Notes to the Financial Statements	3

675 Ygnacio Valley Road, Suite A200
Walnut Creek, CA 94596

(925) 933-2626
Fax (925) 944-6333

Independent Auditor's Report

To the Shareholder
QuantumWave Capital Inc.
Palo Alto, California

Report on the Financial Statements

We have audited the accompanying statement of financial condition of QuantumWave Capital Inc., (the "Company") as of December 31, 2012, that is filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934, and the related notes.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of this financial statement in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statement that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

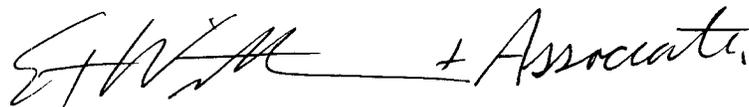
Our responsibility is to express an opinion on this financial statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the statement of financial condition referred to above present fairly, in all material respects, the financial position of QuantumWave Capital Inc. as of December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

 + Associates

March 11, 2013

QuantumWave Capital Inc.

Statement of Financial Condition

December 31, 2012

Assets	
Cash	\$ 64,113
Deferred tax assets	87,035
Total Assets	\$ 151,148

Liabilities and Stockholder's Equity	
Liabilities	
Accounts payable	\$ 2,644
Total Liabilities	2,644
Stockholder's Equity	
Common stock (no par value; 1,000 shares authorized; 1,000 shares issued and outstanding)	20,000
Additional paid in capital	262,335
Accumulated deficit	(133,831)
Total Stockholder's Equity	148,504
Total Liabilities and Stockholder's Equity	\$ 151,148

See independent auditor's report and accompanying notes.

QuantumWave Capital Inc.

Notes to the Financial Statements

December 31, 2012

1. Organization

QuantumWave Capital Inc. (the "Company") was formed in California as a corporation on November 22, 2011. The Company is a wholly-owned subsidiary of QuantumWave Capital (the "Parent"), a French simplified joint-stock company. The Company is a securities broker dealer and registered with the Securities and Exchange Commission ("SEC") and the Financial Industry Regulatory Authority ("FINRA") on August 27, 2012. The Company is an investment banking firm specializing in merger and acquisitions, investment management, and strategic innovation acceleration solutions for the mobile internet.

2. Significant Accounting Policies

Cash and Cash Equivalents

The Company considers all demand deposits held in banks and certain highly liquid investments with original maturities of three months or less, other than those held for sale in the ordinary course of business, to be cash equivalents.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and may have an impact on future periods.

Investment Banking Fees

The Company generates revenue by providing advisory services to companies related to private placements of securities. The Company recognizes revenue in accordance with the terms and conditions specified in its engagement letters with each of its clients. Revenue is recognized when earned either by fee contract or the success of a predetermined specified event and the income is reasonably determinable.

Fair Value of Financial Instruments

Unless otherwise indicated, the fair values of all reported assets and liabilities that represent financial instruments approximate the carrying values of such amounts.

Income Taxes

The Company files federal income tax returns on a stand-alone basis in the United States. The amount of current and deferred taxes payable or refundable is recognized as of the date of the financial statement utilizing currently enacted laws and rates. Deferred tax expenses or benefits are recognized in the financial statements for changes in deferred tax liabilities and assets between years.

Recently Issued Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB") or other standards setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards that are not yet effective will not have a material impact on its financial statements upon adoption.

QuantumWave Capital Inc.

Notes to the Financial Statements

December 31, 2012

3. Income Taxes

Significant components of the Company's deferred tax balances as of December 31, 2012 are as follows:

	2012
Deferred income tax assets:	
Net operating loss carryforwards	\$ 87,035
Total deferred income tax assets	\$ 87,035
Valuation allowance	-
Net deferred income tax assets	\$ 87,035

The realizations of deferred tax assets resulting from the temporary differences noted above are dependent upon the generation of sufficient taxable income in future years. At December 31, 2012, management anticipates that it is more likely than not the Company will generate sufficient taxable income in future periods to utilize all deferred tax assets, and therefore, the valuation allowance is \$0.

At December 31, 2012, the Company's federal and California net operating loss carryforwards were \$210,761 and \$209,961, respectively, and both are set to expire in tax year 2031.

Temporary differences and their related tax effects shown above are based upon current estimates and assumptions and could vary significantly from actual amounts reported on tax returns subsequently filed. Accordingly, the Company may adjust the temporary differences as reported above when their tax returns are ultimately filed.

4. Net Capital Requirements

The Company is subject to the SEC's uniform net capital rule (Rule 15c3-1) which requires the Company to maintain a minimum net capital equal to or greater than \$5,000 and a ratio of aggregate indebtedness to net capital not exceeding 8 to 1, both as defined. At December 31, 2012, the Company's net capital was \$61,469 which exceeded the requirement by \$56,469.

5. Related Party Transactions

The Company has an expense sharing agreement with Parent where Parent provides management and back office services for and on behalf of the Company. The Company has no obligation to reimburse or compensate Parent for the services provided. For the year ended December 31, 2012, \$72,776 of such expenses were paid by Parent. The Company's results of operations and financial position could differ significantly from those that would have been obtained if the entities were autonomous.

6. Subsequent Events

The Company has evaluated subsequent events through March 11, 2013, the date which the financial statements were available to be issued.