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SECTION

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

SEC FILE NUMBER
8-67760 ✓

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 06/01/12 AND ENDING 5/31/13
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

Weaver Tidwell Capital, LLC ✓

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

12221 Merit Dr., Suite 1300

(No. and Street)

Dallas

(City)

TX

(State)

75251

(Zip Code)

OFFICIAL USE ONLY
FIRM ID. NO.

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

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

CF & Co., L.L.P.

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

8750 N. Central Expressway, Suite 300

(Address)

Dallas

(City)

TX

(State)

75231

(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).

SEC 1410 (06-02)

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8/13/13 CW
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OATH OR AFFIRMATION

I, David Sego, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Weaver Tidwell Capital, LLC, as of May 31, 2013, 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:



David Sego
Signature

CFO/FINOP
Title

Suzanne B Meyer
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 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 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.
- (o) Independent Auditor's Report on Internal Control.

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

WEAVER TIDWELL CAPITAL, LLC

Report Pursuant to Rule 17a-5(d)

For the Year Ended
May 31, 2013

WEAVER TIDWELL CAPITAL, LLC

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INDEPENDENT AUDITOR'S REPORT

To the Members
Weaver Tidwell Capital, LLC

Report on the Financial Statements

We have audited the accompanying statement of financial condition of Weaver Tidwell Capital, LLC as of May 31, 2013, and the related statements of income, changes in members' equity, changes in liabilities subordinated to claims of general creditors, and cash flows for the year then ended that are filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements 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 financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity'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 statements.

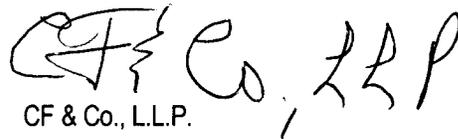
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Weaver Tidwell Capital, LLC as of May 31, 2013, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The information contained in Schedules I and II is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information in Schedules I and II has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information in Schedules I and II is fairly stated in all material respects in relation to the financial statements as a whole.


CF & Co., L.L.P.

Dallas, Texas
July 29, 2013

WEAVER TIDWELL CAPITAL, LLC

Statement of Financial Condition

May 31, 2013

ASSETS

Cash and cash equivalents	\$	420,355
Deposits with clearing broker-dealer		50,416
Receivables from clearing and other broker-dealers		22
Receivable from related party		1,465
Other assets		890
		<hr/>
	\$	473,148
		<hr/> <hr/>

LIABILITIES AND MEMBERS' EQUITY

Liabilities		
Due to clearing broker-dealer	\$	9,667
		<hr/>
Total liabilities		9,667
Members' equity		463,481
		<hr/>
	\$	473,148
		<hr/> <hr/>

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

WEAVER TIDWELL CAPITAL, LLC

Statement of Net Income

For the Year Ended May 31, 2013

Revenues

Commissions	\$	237,036
Advisory oversight fees-related party		84,000
Interest		20
		<hr/>
		321,056
		<hr/>

Expenses

Employee compensation and benefits		30,000
Brokerage and clearance fees		19,099
Occupancy and equipment costs		6,000
Regulatory fees and expenses		8,683
Other expenses		57,181
		<hr/>
		120,963
		<hr/>

Net Income	\$	<u>200,093</u>
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The accompanying notes are an integral part of these financial statements.

WEAVER TIDWELL CAPITAL, LLC
Statement of Changes in Members' Equity
For the Year Ended May 31, 2013

Balance at May 31, 2012	\$ 363,388
Distributions	(100,000)
Net income	<u>200,093</u>
Balance at May 31, 2013	<u><u>\$ 463,481</u></u>

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

WEAVER TIDWELL CAPITAL, LLC
Statement of Changes in Liabilities
Subordinated to the Claims of General Creditors
For the Year Ended May 31, 2013

Balance, May 31, 2012	\$	--
Additions		--
Retirements		--
		<hr/>
Balance, May 31, 2013	\$	<hr/> <hr/>

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

WEAVER TIDWELL CAPITAL, LLC
Statement of Cash Flows
For the Year Ended May 31, 2013

Cash flows from operating activities	
Net income	\$ 200,093
Adjustments to reconcile net income to net cash provided (used) by operating activities:	
Changes in operating assets and liabilities:	
Deposits with clearing broker-dealer	(41)
Receivables from clearing and other broker-dealers	12,154
Receivable from related party	(1,465)
Other assets	180
Due to clearing broker-dealer	7,992
	<hr/>
Net cash provided (used) by operating activities	218,933
	<hr/>
Cash flows from investing activities	--
	<hr/>
Cash flows from financing activities	
Capital distribution	(100,000)
	<hr/>
Net cash provided (used) by financing activities	(100,000)
	<hr/>
Net decrease in cash and cash equivalents	118,933
Beginning cash and cash equivalents	301,422
	<hr/>
Ending cash and cash equivalents	<u>\$ 420,355</u>

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

WEAVER TIDWELL CAPITAL, LLC
Notes to Financial Statements
May 31, 2013

Note 1 - Summary of Significant Accounting Policies

Weaver Tidwell Capital, LLC. (the "Company") is a broker-dealer in securities registered with the Securities and Exchange Commission ("SEC") and is a member of the Financial Industry Regulatory Authority ("FINRA") and operates under (SEC) Rule 15c3-3(k)(2)(ii), which provides that all funds and securities belonging to the Company's customers would be handled by a clearing broker-dealer. The Company's customers are located throughout the Southwestern United States. W.T. Capital, LLP. holds 100% of the Company's membership interests.

Revenue Recognition

The Company receives commission income on the sale of mutual funds and insurance products whose cash value is invested in security products. Securities transactions (and related commission revenue and expenses) are recorded on a settlement date basis, generally the third business day following the transactions. If materially different, commission income and related expense is adjusted to a trade date basis.

Income Taxes

No provision for income taxes has been provided since the members report their proportionate share of the Company's taxable income or loss on their respective income tax returns. Such income or losses are proportionately allocated to the partners based upon their ownership interests.

The Company files income tax returns in the U.S. federal jurisdiction and in various state and local jurisdictions. The Company's federal income tax returns generally remain subject to examination by the Internal Revenue Service for three years from the date the return is due, including extensions. The Company's state and local income tax returns are subject to examination by the respective state and local authorities over various statutes of limitations, most ranging from three to five years from the date of filing. Any potential interest and penalty associated with a tax contingency, should one arise, would be included as a component of income tax expense in the period in which the assessment arises.

Statement of Cash Flows

For purposes of reporting cash flows, the Company has defined cash equivalents as highly liquid investments, with original maturities of less than ninety days, which are not held for sale in the ordinary course of business.

Use of Estimates

The preparation of financial statements in conformity 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 and disclosure of contingent 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.

WEAVER TIDWELL CAPITAL, LLC
Notes to Financial Statements
May 31, 2013

Note 2 - Net Capital Requirements

Pursuant to the net capital provisions of Rule 15c3-1 of the Securities Exchange Act of 1934, the Company is required to maintain a minimum net capital, as defined under such provisions. Net capital and the related net capital ratio may fluctuate on a daily basis.

At May 31, 2013, the Company had net capital of approximately \$461,126 and net capital requirements of \$50,000. The Company's ratio of aggregate indebtedness to net capital was .02 to 1. The Securities and Exchange Commission permits a ratio of no greater than 15 to 1.

Note 3 - Possession or Control Requirements

The Company does not have any possession or control of customer funds or securities. There were no material inadequacies in the procedures followed in adhering to the exemptive provisions of (SEC) Rule 15c3-3(k)(2)(ii) by promptly transmitting all customer funds and securities to the clearing broker who carries the customer accounts.

Note 4 - Related Party Transactions

Weaver and Tidwell Financial Advisors, Ltd. ("Advisors"), a related party, provides office space, administrative services, information technology, telephone, and other services to the Company. The Company paid Advisors \$60,000 for such services during the year ended May 31, 2013. These expenses are reflected in employee compensation and benefits, occupancy and equipment costs, and other expenses in the accompanying statement of operations.

The Company also provided advising oversight services for Advisors and earned revenues of \$84,000 for these services during the year ended May 31, 2013.

The Company and various related entities are under common control and the existence of that control may create operating results and financial position significantly different than if the companies were autonomous.

Note 5 - Commitments and Contingencies

Included in the Company's clearing agreement with its clearing broker-dealer, is an indemnification clause. This clause relates to instances where the Company's customers fail to settle security transactions. In the event this occurs, the Company will indemnify the clearing broker-dealer to the extent of the net loss on the unsettled trade. At May 31, 2013, management of the Company had not been notified by the clearing broker-dealer, nor were they otherwise aware, of any potential losses relating to this indemnification.

Note 6 - Concentration Risk

At May 31, 2013, and at various other times during the year ended, the Company may have had cash balances in excess of federally insured limits.

WEAVER TIDWELL CAPITAL, LLC
Notes to Financial Statements
May 31, 2013

Note 7 - Subsequent Event

The Company terminated its clearing agreement with Raymond James and Associates, Inc. in June 2013 and is seeking approval from FINRA to change the exemptive provision it operates under to SEC Rule 15c3-3(k)(1). This rule limits the Company's business to the distribution of mutual funds and variable life insurance or annuities, and has a \$5,000 minimum net capital requirement.

Supplementary Information
Pursuant to Rule 17a-5 of the
Securities Exchange Act of 1934
as of
May 31, 2013

Schedule I

WEAVER TIDWELL CAPITAL, LLC
Computation of Net Capital Under Rule 15c3-1
of the Securities and Exchange Commission
As of May 31, 2013

COMPUTATION OF NET CAPITAL

Total ownership equity qualified for net capital		\$	463,481
Deductions and/or charges			
Non-allowable assets:			
Receivable from related party	\$	1,465	
Other assets		890	2,355
			<hr/>
Net capital before haircuts on securities positions			461,126
Haircuts on securities positions			<hr/>
			--
Net capital		\$	<hr/> <hr/> 461,126

AGGREGATE INDEBTEDNESS

Items included in statement of financial condition			
Due to clearing broker-dealer		\$	9,667
			<hr/>
Total aggregate indebtedness		\$	<hr/> <hr/> 9,667

Schedule I (continued)

WEAVER TIDWELL CAPITAL, LLC
Computation of Net Capital Under Rule 15c3-1 of the
Securities and Exchange Commission
As of May 31, 2013

COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Minimum net capital required (6 2/3% of total aggregate indebtedness)	<u>\$ 644</u>
Minimum dollar net capital requirement of reporting broker or dealer	<u>\$ 50,000</u>
Minimum net capital requirement (greater of two minimum requirement amounts)	<u>\$ 50,000</u>
Net capital in excess of minimum required	<u>\$ 411,126</u>
Excess net capital at 1000%	<u>\$ 460,159</u>
Ratio: Aggregate indebtedness to net capital	<u>0.02 to 1</u>

RECONCILIATION WITH COMPANY'S COMPUTATION

The were no material differences in the computation of net capital under Rule 15c3-1 from the Company's computation.

Schedule II

WEAVER TIDWELL CAPITAL, LLC
Computation for Determination of Reserve Requirements Under
Rule 15c3-3 of the Securities and Exchange Commission
As of May 31, 2013

Exemptive Provisions

The Company has claimed an exemption from Rule 15c-3-3 under section (k)(2)(ii), in which all customer transactions are cleared through another broker-dealer on a fully disclosed basis.

Company's clearing firm: Raymond James and Associates, Inc.

Independent Auditor's Report

On Internal Control

Required By SEC Rule 17a-5

For the Year Ended

May 31, 2013

INDEPENDENT AUDITOR'S REPORT ON INTERNAL
CONTROL REQUIRED BY SEC RULE 17a-5

To the Members of
Weaver Tidwell Capital, LLC

In planning and performing our audit of the financial statements and supplemental information of Weaver Tidwell Capital, LLC (the "Company"), as of and for the year ended May 31, 2013 in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding securities. This study included tests of compliance with such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness 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 and recordation of differences required by Rule 17a-13
2. 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 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 controls 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 conformity 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 and the practices and procedures referred to above, error 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.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis.

A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Company's financial statements will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and was not designed to identify all deficiencies in internal control that might be material weaknesses and therefore, there can be no assurance that all material weaknesses have been identified. We did not identify any deficiencies in internal control and control activities 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, as described in the second paragraph of this report, were adequate at May 31, 2013, to meet the SEC's objectives.

This report is intended solely for the information and use of the Members, management, the SEC, the Financial Industry Regulatory Authority, 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.


CF & Co., L.L.P.

Dallas, Texas
July 29, 2013