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

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 JANUARY 1, 2012 AND ENDING DECEMBER 31, 2012
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: GSF CAPITAL MARKETS, LLC

OFFICIAL USE ONLY

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

FIRM ID. NO.
141097

200 BRICKSTONE SQUARE, SUITE #406
(No. and Street)

ANDOVER
(City)

MA
(state)

01810
(zip Code)

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

KAREN GALLAHUE

1-978-688-2400
(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Karll, Harvey CPA, P.C.
(NAME - IF INDIVIDUAL STATE LAST, FIRST, MIDDLE NAME)

41 Middle Street
(Address)

Newburyport
(City)

MA
(State)

01950-2755
(ZIP Code)

CHECK ONE:

Certified Public Accountant
Public Accountant

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

FOR OFFICIAL USE ONLY

[Empty box 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).

SEC 1410 (06-02)

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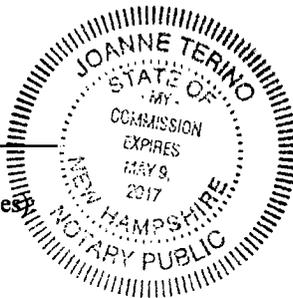
re/200

CO
7/26/13

OATH OR AFFIRMATION

I, Edward Jenkins swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of GSF Capital Markets, LLC, as of December 31, 2012, 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:


Notary Public




Signature
President and CEO
Title

This report** contains (check all applicable boxes)

- X (a) Facing page.
- X (b) Statement of Financial Condition.
- X (c) Statement of Income (Loss).
- X (d) Statement of Changes in Financial Condition.
- X (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.
- X (g) Computation of Net Capital
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- X (i) Information Relating to the Possession or control Requirements under Rule 15c3-3.
- X (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
- X (l) An Oath or Affirmation
- X (m) A copy of the SIPC Supplemental Report.
- X (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 240.17d-5 (e)(3).



Harvey E. Karll CPA, PC.

41 Middle Street
Newburyport, Massachusetts 01950
(978)465-9512 Fax (978) 462-9043

Report on Internal Control Required By SEC Rule 17a-5 for a Broker-Dealer claiming an exemption From SEC Rule 15c3-3

Board of Directors
GSF Capital Markets, LLC
Andover, Massachusetts

In planning and performing my audit of the financial statements of GSF Capital Markets, LLC for the year ended December 31, 2012, I considered its internal control, including control activities for safeguarding securities, in order to determine my auditing procedures for the purpose of expressing my opinion on the financial statements and not to provide assurance on the internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission ("SEC"), I have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that I considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debts) 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, I 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 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 any internal control 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.

A control deficiency 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 control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

My consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. I did not identify any deficiencies in internal control and control activities for safeguarding securities that I consider to be material weaknesses, as defined above.

I 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 my study, I believe that the Company's practices and procedures were adequate at December 31, 2012 to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, Management, FINRA, 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.



Harvey E Karll CPA, P.C.

Newburyport, MA

February 11, 2013

GSF Capital Markets, LLC
Audited Financial Statements
For the Year Ended December 31, 2012

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GSF Capital Markets, LLC

Audited Financial Statements

For the Year Ended December 31, 2012



Harvey E. Karll CPA, PC.

41 Middle Street
Newburyport, Massachusetts 01950
(978)465-9512 Fax (978) 462-9043

Board of Directors
GSF Capital Markets, LLC
Andover, MA

I have audited the accompanying statement of financial condition of GSF Capital Markets, LLC, as of December 31, 2012, and the related statements of income, changes in stockholders' equity 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

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from 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 company'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 company's internal control. Accordingly, I 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.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of GSF Capital Markets, LLC, as of December 31, 2012, and the results of their operations and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Other Legal and Regulatory Requirements

My 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 are 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 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, II, and III 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 my opinion, the information Schedules I, II, and III is fairly stated in all material respects in relation to the financial statements taken as a whole.

Handwritten signature of Harvey E. Karll, CPA, PC.

Harvey E. Karll, CPA, PC
Newburyport, MA

Date: February 11, 2013

GSF Capital Markets, LLC
Statement of Financial Condition
December 31, 2012

Assets

Cash and cash equivalents	\$	27,856
Prepaid expenses		65
Fees receivable		49,862
		<u>49,862</u>
	\$	<u>77,783</u>

Liabilities and Stockholder's Equity

Liabilities:		
Accrued expense	\$	6,900
Member's equity		<u>70,883</u>
	\$	<u>77,783</u>

See accompanying notes and independent accountants' report

GSF Capital Markets, LLC
Statements of Income
For The Year Ended December 31, 2012

Revenues	
Fee income	\$ 516,331
Interest income	<u>42</u>
	516,373
Expenses:	
Commissions	357,875
Expense sharing	64,800
Management services	90,000
Regulatory fees and expenses	12,214
Other expenses	<u>6,759</u>
	<u>531,648</u>
Net Income (Loss)	<u>\$ (15,275)</u>

See accompanying notes and independent accountants' report

GSF Capital Markets, LLC
Statement of Changes in Member's Equity
December 31, 2012

Balance at beginning of year	\$ 21,358
Net income (loss)	(15,275)
Member capital contributions	<u>64,800</u>
Balance at end of year	<u><u>\$ 70,883</u></u>

See accompanying notes and independent accountants' report

GSF Capital Markets, LLC
 Statements of Cash Flows
 For The Twelve Months Ended December 31, 2012

		Year to Date
Cash Provided from Operations		
Net Income (Loss)	\$ (15,275)	
Adjustments		
Add:		
Accrued expenses payable	300	
Less:		
Fees receivable	<u>(49,862)</u>	
Cash from Operations		(64,837)
Cash Flows - Invested	<u>-</u>	
Investing Cash Flows		-
Cash Flows - Financing		
Members contributions	<u>64,800</u>	
Financing Cash Flows		<u>64,800</u>
Cash Increase (Decrease)		(37)
Cash - Beginning of Year		
Cash - Checking	9,198	
Cash - Money Market	<u>18,695</u>	
Total beginning of year		<u>27,893</u>
Cash on Statement Date		<u><u>\$ 27,856</u></u>

See accompanying notes and independent accountants' report

GSF Capital Markets, LLC
Notes to Financial Statements
For the Year Ended December 31, 2012

1. NATURE OF BUSINESS

GSF Capital Markets, LLC (the Company) is a registered broker/dealer selling securities. It is a Delaware limited liability company operating in Massachusetts organized on May 10, 2006. The Company is a member of the Securities and Exchange Commission (SEC) and Financial Industry Regulatory Authority (FINRA). The Company emphasizes private placements in the United States.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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 amount of assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Concentration of Credit Risk

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. Accounts are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. At December 31, 2012 the company had nothing in excess of FDIC insured limits. The Company has not experienced any losses in such accounts.

Income Taxes

A limited liability company is treated as a partnership for both federal and state income tax purposes. Thus, federal and state income (loss) are passed through to the member of the company, and not taxed at the company level. Therefore, no provision or liability for federal or state income taxes are required in these financial statements.

3. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include all cash balances and highly liquid investments with an initial maturity of three months or less.

See accompanying notes and independent accountants' report

GSF Capital Markets, LLC
Notes to Financial Statements
For the Year Ended December 31, 2012

4. NET CAPITAL

As a broker/dealer, the company is subject to the Securities and Exchange Commission's regulations and operating guidelines, which require the Company to maintain a specified amount of net capital, as defined, and a ratio of aggregate indebtedness to net capital, as derived, not exceeding 15 to 1. The Company's net capital computed under 15c3-1 was \$20,956 at December 31, 2012, which exceed required net capital of \$5,000 by \$15,956. The ratio of aggregate indebtedness to net capital at December 31, 2012 was to 0.33 to 1.0.

5. FAIR VALUE OF FINANCIAL STATEMENTS

The Company's financial statements are cash and cash equivalents and prepaid expenses. The recorded values of cash and cash equivalents and prepaid expenses approximate their fair values based on their short-term nature.

6. CASH FLOWS

Cash paid for interest is as follows:

Interest	<u>\$ 0</u>
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Income Taxes	<u>\$ 0</u>
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7. CONCENTRATIONS

In 2012, four private placements represented 100% of the Company's revenue.

8. SUBSEQUENT EVENTS

Management has evaluated subsequent events through February 11, 2013, the date on which the financial statements were available to be issued.

GSF Capital Markets, LLC
Notes to Financial Statements
For the Year Ended December 31, 2012

9. RELATED PARTY TRANSACTIONS

The company has an expense sharing agreement with an entity controlled by the sole member of the Company. Payroll and facility expenses incurred through this agreement amounted to \$64,800 for 2012. The Company also paid a management service expense of \$1,990,293. At December 31, 2012, \$0 was owed to the related party.

The shared expenses for 2012 are:

Salary	\$ 45,600
Insurance	4,800
Office expenses	6,000
Rent	<u>8,400</u>
	\$ 64,800

10. INCOME TAXES

The Company continues to be subject to federal or state tax examinations by taxing authorities for years 2009, 2010 and 2011.

See accompanying notes and independent accountants' report

GSF Capital Markets, LLC
Schedule I
Computation of Net Capital
December 31, 2012

Total member's equity	\$ 70,883
Less: Nonallowable assets	<u>49,927</u>
Net capital	20,956
Less: Capital requirement	<u>5,000</u>
Excess capital	<u>\$ 15,956</u>
Aggregate indebtedness	<u>\$ 6,900</u>
Ratio of aggregate indebtedness to net capital	0.33 to 1.0

There is no material difference between the audited net capital and the net capital reported on the December 31, 2012 Focus Report.

Schedule II
 FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
 PART IIA

BROKER OR DEALER GSF Capital Markets, LLC as of 12/31/12

EXEMPTIVE PROVISION UNDER RULE 15c3-3

If an exemption from Rule 15c3-3 is claimed, identify below the section upon which such exemption is based:

- A. (k)
 (1)—Limited business (mutual funds and/or variable annuities only) __ 4550
- B. (k)
 (2)(i)—“Special Account for the Exclusive Benefit of customers” maintained X 4560
- C. (k)
 (2)(ii)--All customer transactions cleared through another broker-dealer
 on a fully disclosed basis. Name of clearing firm(s) __ 4570

Clearing Firm SEC#s	Name	Product Code
8- _____ [4335A]	_____ [4335A2]	_____ [4335B]
8- _____ [4335C]	_____ [4335C2]	_____ [4335D]
8- _____ [4335E]	_____ [4335E2]	_____ [4335F]
8- _____ [4335G]	_____ [4335G2]	_____ [4335H]
8- _____ [4335I]	_____ [4335I2]	_____ [4335I]

- D. (k) (3) Exempted by order of the Commission __ 4580

See accompanying notes and independent accountants' report

GSF Capital Markets, LLC

Supplemental SIPC Report

December 31, 2012



Harvey E. Karll CPA, PC.

41 Middle Street
Newburyport, Massachusetts 01950
(978)465-9512 Fax (978) 462-9043

Board of Directors
GSF Capital Markets, LLC

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 (Form SIPC-7) of Securities Investor Protection Corporation assessments and payments of GSF Capital Markets, LLC for the nine month period ended December 31, 2012. 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 included with the amounts reported on the audited Form X-17A-5 for the period January 1, 2012 to December 31, 2012 with the 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; and
5. Compared the amount of any overpayment applied with the Form SIPC-7 on which it was computed.

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 GSF Capital Markets, LLC taken as a whole.

Harvey E. Karll CPA, P.C.
February 11, 2013

Transitional Assessment Reconciliation

(Read carefully the instructions in your Working Copy before completing this Form)

TO BE FILED BY ALL SIPC MEMBERS WITH FISCAL YEAR ENDINGS

1. Name of Member, address, Designated Examining Authority, 1934 Act registration no. and month in which fiscal year ends for purposes of the audit requirement of SEC Rule 17a-5:

067363 FINRA DEC 2012
GSF CAPITAL MARKETS, LLC
200 BRICKSTONE SQUARE, SUITE #406
ANDOVER, MA 01810-1429

Note: If any of the information shown on the mailing label requires correction, please e-mail any corrections to form@sipc.org and so indicate On the form filed.

Name and telephone number of person to contact respecting this form. KAREN GALLAHUE 978-269-5753

Table with 2 columns: Description and Amount. Rows include: 2.A. General Assessment [item 2e from page 2 (not less than \$150 minimum) \$ 1,286; B. Less payment made with SIPC-6 filed (exclude interest) (); C. Less prior year overpayment applied (); D. Assessment balance due or (overpayment) 125; E. Interest computed on late payment (see instruction E) for ___ days at 20% per annum; F. Total assessment balance and interest due (or overpayment carried forward) \$ (); G. PAID WITH THIS FORM: Check enclosed, payable to SIPC Total (must be same as F above) \$ 125; H. Overpayment carried forward \$ ().

3. Subsidiaries (S) and predecessors (P) included in this form (give name and 1934 Act registration number):

The SIPC member submitting this form and the person by whom it is executed represent thereby that all information contained herein is true, correct and complete.

GSF Capital Markets, LLC
(Name of Corporation, Partnership or other organization)

(Authorized Signature)

Dated the 11th day of February, 2013. Controller

(Title)

This form and the assessment payment is due 60 days after the end of the fiscal year. Retain the Working Copy of this form for a period of not less than 6 years, the latest 2 years in an easily accessible place.

Dates: Postmarked Received Reviewed

Calculations Documentation Forward Copy

Exceptions:

