

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

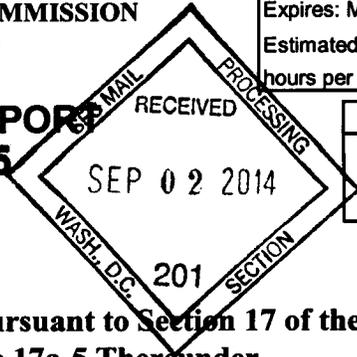


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**ANNUAL AUDITED REPORT**  
**FORM X-17A-5**  
**PART III**

OMB APPROVAL	
OMB Number:	3235-0123
Expires:	March 31, 2016
Estimated average burden	hours per response . . . 12.00

9/2/14



SEC FILE NUMBER	
8 -	45158

**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 7/1/2013 AND ENDING 6/30/2014  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Sutter Securities Incorporated

OFFICIAL USE ONLY
FIRM ID. NO.

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

220 Montgomery Street, Suite 1700

(No. and Street)

San Francisco

California

94104

(City)

(State)

(Zip Code)

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

Berit Muh

(415) 352-6300

(Area Code -- Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

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

Rothstein Kass

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

9171 Wilshire Blvd.

Beverly Hills

California

90210

(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).

SEC 1410 (06-02)

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.

OATH OR AFFIRMATION

02  
9/2/14

I, Berit Muh, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Sutter Securities Incorporated, as of June 30, 2014, 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

*[Handwritten Signature]*  
Signature

Chief Financial Officer / FINOP  
Title

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 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 pursuant to Rule 171-5.

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

State of California County of

San Francisco

Subscribed and sworn to (or affirmed)

before me on this 28 day of August, 2014, by

Berit S. Muh

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature Diana Victoria

(Seal)

**SUTTER SECURITIES INCORPORATED AND SUBSIDIARY**  
**(SEC I.D. No. 8-45158)**

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**REPORT ON AUDIT OF CONSOLIDATED FINANCIAL STATEMENT**  
for the year ended June 30, 2014

**SUTTER SECURITIES INCORPORATED**  
**AND SUBSIDIARY**  
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**KPMG LLP**  
5th Floor  
9171 Wilshire Boulevard  
Beverly Hills, CA 90210

## **Report of Independent Registered Public Accounting Firm**

The Board of Directors  
Sutter Securities Incorporated:

We have audited the accompanying consolidated statement of financial condition of Sutter Securities Incorporated and subsidiary (the Company) as of June 30, 2014 (the consolidated financial statement). The consolidated financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on the consolidated financial statement based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. 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 consolidated financial statement referred to above presents fairly, in all material respects, the financial position of Sutter Securities Incorporated and subsidiary as of June 30, 2014, in conformity with U.S. generally accepted accounting principles.

**KPMG LLP**

Beverly Hills, California  
August 28, 2014

**SUTTER SECURITIES INCORPORATED**  
**AND SUBSIDIARY**  
**CONSOLIDATED STATEMENT OF FINANCIAL CONDITION**  
June 30, 2014

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**ASSETS**

Cash	S	625,437
Restricted cash		100,000
Due from clearing brokers and dealers		57,151
Accounts receivable		166,855
Securities owned, at fair value		84,507
Secured demand note receivable		300,000
Prepaid expenses and other assets		86,111
Deferred tax asset		90,824
Prepaid income taxes		<u>28,106</u>
 Total assets	 S	 <u>1,538,991</u>

**LIABILITIES AND SHAREHOLDERS' EQUITY**

Liabilities:		
Accounts payable and accrued expenses	S	<u>156,322</u>
 Liabilities subordinated to claims of general creditors		 <u>300,000</u>
 Shareholders' equity:		
Common stock, no par value; 200,000 shares authorized; 140,888 shares issued and outstanding		282,722
Treasury stock		(149,000)
Retained earnings		<u>948,947</u>
 Total shareholders' equity		 <u>1,082,669</u>
 Total liabilities and shareholders' equity	 S	 <u>1,538,991</u>

The accompanying notes are an integral part  
of this consolidated financial statement.

**SUTTER SECURITIES INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENT**

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**1. Organization**

Sutter Securities Incorporated (the “Company”), a California corporation, was incorporated on July 22, 1992 and commenced operations on December 8, 1992. The Company is a registered broker/dealer that serves as underwriter and financial advisor to state and local governments and agencies, specializing in originating, trading, and selling California municipal bonds and other fixed income securities and equities. In addition, the Company provides investment banking and advisory services to corporations and other entities, including corporate valuations and fairness opinions. In January 2013, the Company received regulatory approval to operate an Alternative Trading System (“ATS”). The ATS offers the private placement of securities to Qualified Institutional Buyers.

The Company’s main office is located in San Francisco, California. In November 2010, the Company opened offices in Seattle, Washington and Sweet, Idaho. In February 2013, the Company opened an office in Mountain View, California. The Company became a registered member of the National Association of Securities Dealers (now known as FINRA, The Financial Industry Regulatory Authority) on December 7, 1992. The Company is also a member of the Municipal Securities Rulemaking Board and the Securities Investor Protection Corporation.

On July 1, 2003, the Company commenced operations of a wholly-owned subsidiary, Sutter Securities Group, Inc. The wholly-owned subsidiary provides valuations and litigation support services to corporations and other entities. The consolidated statement of financial condition includes Sutter Securities Group, Inc. All significant intercompany balances and transactions are eliminated in consolidation.

All trades are cleared through other brokers on a fully disclosed basis. In addition to executing fixed income securities trades as principal, the Company also executes equity trades on an agency basis.

**2. Summary of Significant Accounting Policies**

**Basis of Presentation**

The consolidated statement of financial condition has been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”).

This consolidated statement of financial condition was approved by management and available for issuance on August 28, 2014. Subsequent events have been evaluated through this date.

**Restricted Cash**

The clearing broker requires the Company to have a reserve account of \$100,000, which is classified as restricted cash on the consolidated statement of financial condition.

**Accounts Receivable**

The Company carries its accounts receivable at cost less an allowance for doubtful accounts. On a periodic basis, the Company evaluates its accounts receivable and establishes an allowance for doubtful accounts, based on a history of past write-offs and collections and current credit conditions. As of June 30, 2014, the Company has not recorded an allowance for doubtful accounts as all amounts are deemed collectible.

Continued

**SUTTER SECURITIES INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENT**

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2. **Summary of Significant Accounting Policies, continued**

**Valuation of Securities Owned at Fair Value - Definition and Hierarch**

In accordance with GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. In accordance with GAAP, a fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs reflect the Company’s assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

*Level 1* - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

*Level 2* - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

*Level 3* - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of valuation techniques and observable inputs can vary from security to security and is affected by a wide variety of factors including, the type of security, whether the security is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the securities existed. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for securities categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement in its entirety falls, is determined based on the lowest level input that is significant to the fair value measurement.

**SUTTER SECURITIES INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENT**

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2. **Summary of Significant Accounting Policies, continued**

**Valuation of Securities Owned at Fair Value - Definition and Hierarchy, continued**

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Company's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Company uses prices and inputs that are current as of the measurement date, including periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many securities. This condition could cause a security to be reclassified to a lower level within the fair value hierarchy.

**Valuation Techniques**

**Municipal Bonds**

The fair value of municipal bonds is estimated using recently executed transactions, market price quotations from market makers and other dealers, and if applicable, pricing models that factor in interest rates, bond or credit default swap spreads, and volatility. Municipal bonds are generally categorized in Level 1 or Level 2 of the fair value hierarchy.

**Derivative Contracts**

Derivative contracts include warrant contracts received by the Company as part of providing investment banking services.

Depending on the underlying security and the terms of the transaction, the fair value of certain derivatives may be able to be modeled using a series of techniques, including closed-form analytic formula (such as the Black-Scholes option-pricing model), simulation models, or a combination thereof. Pricing models take into account the contract terms (including maturity) as well as multiple inputs, including, where applicable, time value, implied volatility, equity prices, interest rate yield curves, prepayment speeds, interest rates, loss severities, credit risks, credit curves, default rates and currency rates. Certain pricing models do not entail material subjectivity as the methodologies employed include pricing inputs that are observed from actively quoted markets. In the case of more established derivative contracts, the pricing models used by the Company are widely accepted by marketplace participants. Derivative contracts, such as warrants, which are listed on a national securities exchange or reported on the NASDAQ national market, are generally categorized in Level 1 of the fair value hierarchy. OTC derivatives contracts, such as warrants, which may be valued using models, are generally categorized in Levels 2 or 3 of the fair value hierarchy.

Continued

**SUTTER SECURITIES INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENT**

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2. **Summary of Significant Accounting Policies, continued**

**Deferred Income Taxes**

The Company accounts for income taxes based on the asset and liability method. Under this method of accounting, the Company recognizes taxes payable or refundable in the current year and deferred tax liabilities and assets for future consequences of events that have been recognized in the Company's consolidated financial statement or tax returns.

The determination of the Company's provision for income taxes requires significant judgment, the use of estimates, and the interpretation and application of complex tax laws. Significant judgment is required in assessing the timing and amounts of deductible and taxable items and the probability of sustaining uncertain tax positions. The benefits of uncertain tax positions are recorded in the Company's consolidated financial statement only after determining a more-likely-than-not probability that the uncertain tax positions will withstand challenge, if any, from tax authorities. When facts and circumstances change, the Company reassesses these probabilities and records any changes in the consolidated financial statement as appropriate.

In accordance with GAAP, the Company is required to determine whether a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The Company files an income tax return in the U.S. federal jurisdiction, and may file income tax returns in various U.S. states and foreign jurisdictions. Generally, the Company is no longer subject to income tax examinations by major taxing authorities for fiscal years before 2010. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. De-recognition of a tax benefit previously recognized results in the Company recording a tax liability that reduces retained earnings. Based on its analysis, the Company has determined that it has not incurred any liability for unrecognized tax benefits as of June 30, 2014. The Company's conclusions regarding this policy may be subject to review and adjustment at a later date based on factors including, but not limited to, on-going analyses of and changes to tax laws, regulations and interpretations thereof.

The Company may be subject to potential examination by U.S. federal, U.S. states or foreign jurisdiction authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with U.S. federal, U.S. state and foreign tax laws. The Company's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

**Use of Estimates**

The preparation of the consolidated statement of financial condition in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated statement of financial condition. Actual results could differ from those estimates.

Continued

**SUTTER SECURITIES INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENT**

3. **Fair Value Measurements**

The Company's assets recorded at fair value have been categorized based upon a fair value hierarchy as described in the Company's significant accounting policies in Note 2.

The following table presents information about the Company's assets measured at fair value as of June 30, 2014.

<b>Assets (at fair value)</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Securities owned</b>				
Municipal Bonds	\$ 43,453	\$ -	\$ -	\$ 43,453
Warrants	-	-	41,054	41,054
	<u>\$ 43,453</u>	<u>\$ -</u>	<u>\$ 41,054</u>	<u>\$ 84,507</u>

For securities classified as Level 3 assets, both observable and unobservable inputs were used to determine fair value.

4. **Derivative Contracts**

In the normal course of business, the Company may receive derivative contracts in connection with private placement services. Investments in derivative contracts are subject to additional risks that can result in a loss of all or part of an investment. The Company's primary underlying risk with derivative activities and exposure to derivative contracts is equity price fluctuations. In addition to its equity price risk, the Company is also subject to additional counterparty risk due to inability of its counterparties to meet the terms of their derivative contracts.

**Warrants**

The Company may receive warrants in connection with its private placement services. The warrants provide the Company with exposure and potential gains upon equity appreciation of the portfolio company's share price.

The value of a warrant has two components: time value and intrinsic value. A warrant has a limited life and expires on a certain date. As time to the expiration date of a warrant approaches, the time value of a warrant will decline. In addition, if the stock underlying the warrant declines in price, the intrinsic value of an "in the money" warrant will decline. Further, if the price of the stock underlying the warrant does not exceed the strike price of the warrant on the expiration date, the warrant will expire worthless. As a result, there is the potential for the Company to lose its entire investment in a warrant.

The Company is exposed to counterparty risk from the potential failure of an issuer of warrants to settle its exercised warrants. The maximum risk of loss from counterparty risk to the Company is the fair value of the contracts and the purchase price of the warrants. The Company considers the effects of counterparty risk when determining the fair value of its warrants. In virtually all cases, the Company minimizes this risk through a cashless exercise.

Continued

**SUTTER SECURITIES INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENT**

4. **Derivative Contracts**, continued

**Volume of Derivative Activities**

At June 30, 2014, the notional amounts <sup>(a)</sup> and number of contracts, categorized by primary underlying risk, are as follows:

*(amounts in thousands)*

<u>Primary underlying risk</u>	<u>Long exposure</u>	
	<u>Notional amounts</u>	<u>Number of contracts</u>
<b>Equity price</b>		
Warrants (a)	\$ 286	694

(a) Notional amounts presented for warrants are based on the fair value of the underlying shares as if the warrants were exercised at June 30, 2014.

**Impact of Derivatives on the Consolidated Statement of Financial Condition**

The following table identifies the fair value amounts of derivative instruments included in the consolidated statement of financial condition as securities owned, at fair value, categorized by primary underlying risk, at June 30, 2014.

**Derivative Contracts**

*(in thousands)*

<u>Primary underlying risk</u>	<u>Derivative assets</u>
<b>Equity price</b>	
Warrants	\$ 41

5. **Receivables from Clearing Brokers and Dealers**

As a securities broker, the Company is engaged in buying and selling securities for a diverse group of institutional and individual investors. The Company introduces these transactions for clearance to another broker/dealer on a fully disclosed basis. The clearing broker is nationally recognized and is a member of the major exchanges. The receivables from brokers and dealers arise in the normal course of business from the settlement of securities transactions.

**SUTTER SECURITIES INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENT**

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**6. Income Taxes**

The Company had a deferred tax asset at June 30, 2014 of \$90,824 which was comprised of temporary differences primarily related to unrealized gains on investments and net operating loss carryforwards.

**7. Liabilities Subordinated to Claims of General Creditors**

During the year ended June 30, 2013, the Company entered into four FINRA-approved secure demand note agreements with related parties for a total of \$300,000. The notes mature on June 30, 2015 and are collateralized by portfolios of cash and securities. The notes bear interest at 9% per annum, however the note holders have waived the right to interest.

**8. Shareholders' Equity**

During the year ended June 30, 2013, the Company repurchased 25,359.84 shares of its common stock from one of its shareholders, in the amount of \$149,000. As of June 30, 2014, the Company had not retired the repurchased shares.

**9. Regulatory Requirements**

The Company, as a registered broker/dealer, is subject to the Uniform Net Capital Rule (rule 15c3-1) pursuant to the Securities Exchange Act of 1934 administered by the Securities and Exchange Commission and FINRA.

This rule requires the maintenance of minimum net capital and 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 June 30, 2014, the Company had net capital of \$966,871, which was \$866,871 in excess of required net capital, and the ratio of aggregate indebtedness to net capital was .16 to 1.

**SUTTER SECURITIES INCORPORATED AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENT**

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10. **Commitments**

**Operating Leases**

The Company leases certain of its facilities under leases which expire through 2017. Minimum future rental payments under the leases are summarized as follows:

Year ending June 30:

2015	\$274,567
2016	267,851
2017	<u>255,411</u>
	<u>\$797,829</u>

11. **Underwriting**

In the normal course of business, the Company enters into underwriting commitments. There were no transactions relating to underwriting commitments that were open at June 30, 2014.

12. **Concentrations of Credit Risk**

**Cash**

The Company has deposits in three financial institutions in non-interest bearing accounts. These balances are insured by the Federal Deposit Insurance Corporation up to \$250,000 per institution. The Company's management monitors the risk associated with these balances and does not anticipate any losses from these counterparties.

13. **Off-Balance Sheet Risk**

In the normal course of business, the Company is involved in the execution and settlement of various principal securities transactions. Principal securities transactions are subject to the risk of counter-party nonperformance. However, transactions are collateralized by the underlying security, thereby reducing the associated risk to changes in the market value of the security through settlement date.

Additionally, in the normal course of business, the Company's customer activities involve the execution, settlement, and financing of various customer securities transactions. These activities may expose the Company to off-balance-sheet risk in the event the customer or other broker is unable to fulfill its contracted obligations and the Company has to purchase or sell the financial instrument underlying the contract at a loss.

14. **Exemption from Rule 15c3-3**

The Company is exempt from the Securities and Exchange Commission Rule 15c3-3 and, therefore, is not required to maintain a "Special Reserve Bank Account for the Exclusive Benefit of Customers."

Continued