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

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

SEC FILE NUMBER
8-69260

FEB 27 2015

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 <sup>404</sup> Hereunder

REPORT FOR THE PERIOD BEGINNING 1/1/2014 AND ENDING 12-31-2014  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: LWPartners Capital Group LLC  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
600 Madison Avenue, 24th Floor

OFFICIAL USE ONLY
FIRM I.D. NO.

(No. and Street)  
New York NY 10022  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Sam Kopkind 646-454-5805  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Baker Tilly Virchow Krause, LLP

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

One Penn Plaza - Suite 3000 New York NY 10019  
(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

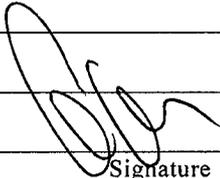
\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

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3/1/15

OATH OR AFFIRMATION

I, Gilad Ottensoser, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of LWPartners Capital Group, LLC, as of February 17th, 2015, 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:

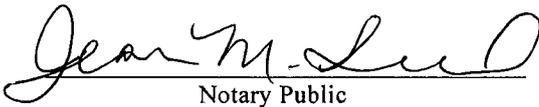
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



Signature

CEO

Title



Notary Public

**Jeanine M. Senecal**  
**Notary Public, State of New York**  
**No. 01SE6316798**  
**Qualified in New York County**  
**Commission Expires December 22, 2018**

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 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).

LWPartners Capital Group LLC  
AUDITED FINANCIAL STATEMENTS  
DECEMBER 31, 2014

LWPartners Capital Group LLC

REPORT PURSUANT TO RULE 17a-5(d)

DECEMBER 31, 2014

LWPartners Capital Group LLC  
FINANCIAL STATEMENTS  
DECEMBER 31, 2014

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**BAKER TILLY**

Baker Tilly Virchow Krause, LLP  
One Penn Plaza, Suite 3000  
New York, NY 10119  
tel 212 697 6900  
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bakertilly.com

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Member of  
LWPartners Capital Group LLC:

We have audited the accompanying statement of financial condition of LWPartners Capital Group LLC (the "Company") as of December 31, 2014, and the related statements of operations, changes in member's equity, and cash flows for the year then ended. These financial statements are the responsibility of management. Our responsibility is to express an opinion on these financial statements 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 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 position of LWPartners Capital Group LLC as of December 31, 2014, 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.

The supplemental information contained in pages 12 and 13 has been subjected to audit procedures performed in conjunction with the audit of the Company's financial statements. The supplemental information is the responsibility of management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with 17 C.F.R. § 240.17a-5. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

*Baker Tilly Virchow Krause, LLP*

New York, New York  
February 25, 2015

LWPartners Capital Group LLC  
STATEMENT OF FINANCIAL CONDITION  
DECEMBER 31, 2014

**Assets**

Cash	\$ 556,906
Prepaid expenses	14,456
Total assets	<u>\$ 571,362</u>

**Liabilities and Member's Equity**

Accounts payable and accrued expenses	\$ 51,270
Due to affiliate	159,420
Total liabilities	<u>210,690</u>

Member's equity	<u>360,672</u>
Total Liabilities and Member's Equity	<u>\$ 571,362</u>

See accompanying notes to the Financial Statements and Independent Accountant's Report

LWPartners Capital Group LLC  
STATEMENT OF OPERATIONS  
FOR THE YEAR ENDED DECEMBER 31, 2014

**Revenue**

Advisory fees	<u>\$ 3,127,961</u>
Total revenue	<u>3,127,961</u>

**Expenses**

Employee compensation and benefits	316,715
Placement fee commissions	2,538,980
Occupancy	23,223
Professional Fees	153,251
Regulatory fees	14,519
Telephone and IT	24,356
Other	<u>19,511</u>
Total operating expenses	<u>3,090,555</u>

Net Income	<u>\$ 37,406</u>
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See accompanying notes to the Financial Statements and Independent Accountant's Report

LWPartners Capital Group LLC  
STATEMENT OF CHANGES IN MEMBER'S EQUITY  
FOR THE YEAR ENDED DECEMBER 31, 2014

Member's Equity at January 1, 2014	\$ 91,173
Contributions	232,093
Net Income	<u>37,406</u>
Member's Equity at December 31, 2014	<u>\$ 360,672</u>

See accompanying notes to the Financial Statements and Independent Accountant's Report

LWPartners Capital Group LLC  
STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2014

**Cash flows from operating activities:**

Net Income	<u>\$ 37,406</u>
Adjustments to reconcile net income to net cash provided by operating activities:	
Increase (decrease) in operating assets:	
Prepaid expenses	(13,448)
Increase (decrease) in operating liabilities:	
Accounts payable and accrued expenses	43,020
Due to affiliate	<u>159,420</u>
<b>Net cash provided by operating activities</b>	<u><u>226,398</u></u>

**Cash flows from financing activities:**

Member's contributions	<u>232,093</u>
<b>Net cash provided by financing activities</b>	<u><u>232,093</u></u>
<b>Increase in cash</b>	458,491
<b>Cash at beginning of year</b>	<u>98,415</u>
<b>Cash at end of year</b>	<u><u>\$ 556,906</u></u>

See accompanying notes to the Financial Statements and Independent Accountant's Report

LWPartners Capital Group LLC  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2014

NOTE 1. ORGANIZATION AND BUSINESS ACTIVITY

LWPartners Capital Group LLC (the "Company"), a wholly owned subsidiary of LWPartners Holdings, LLC (the "Parent"), is a limited liability company organized in the state of Delaware. The Company is a registered broker-dealer with the Securities and Exchange Commission ("SEC") and a member of the Financial Industry Regulatory Authority, Inc. ("FINRA"). The Company received its FINRA approval for membership on January 2, 2014.

The Company specializes in private placements, third party marketing of hedge funds and other financial products, and M&A activity.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*Basis of Presentation*

The Company's financial statements are presented in conformity with accounting principles generally accepted in the United States of America ("GAAP").

*Cash and Cash Equivalents*

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

*Advisory Fees*

Advisory fee revenues are recorded as earned in accordance with the terms of the advisory fee arrangements.

*Income Taxes*

The Company is a single member limited liability company and accordingly, no provision has been made in the accompanying financial statements for any federal, state, or city income taxes. The Company's sole member is subject to New York City Unincorporated Business Tax ("UBT"), but the Company is a disregarded entity for tax purposes. All revenue and expenses retain their character and pass directly to the Parent's income tax returns.

The Company recognizes and measures its unrecognized tax benefits in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740, *Income Taxes*. Under that guidance the Company assesses the likelihood, based on their technical merit, that tax positions will be sustained upon examination based on the facts, circumstances and information available at the end of each period. The measurement of

LWPartners Capital Group LLC  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2014  
(Continued)

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

unrecognized tax benefits is adjusted when new information is available, or when an event occurs that requires a change. The Company believes that it has no uncertain tax positions and accordingly, no liability has been recorded. The Company continually evaluates expiring statutes of limitations, audits, proposed settlements, changes in tax law, and new authoritative rulings. The Company's sole member files its income tax returns in the U.S. federal and various state and local jurisdictions, and remains subject to U.S. federal and state income tax audits for the year 2013.

*Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures 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.

NOTE 3. RELATED PARTY TRANSACTIONS

The Company has entered into an Expense Sharing Agreement with its affiliate, LJL Consulting, which performs due diligence of companies and real estate. Expenses such as rent, payroll, office, telephone, and IT are allocated between the companies. During the year ended December 31, 2014, shared expenses totaled 363,054, of which \$159,420 was owed to LJL Consulting at year end.

NOTE 4. NET CAPITAL REQUIREMENT

The Company is subject to the SEC Uniform Net Capital Rule ("Rule 15c3-1"), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 8 to 1 during the first year of operations as a broker dealer. At December 31, 2014, the Company had net capital of \$346,216 which was \$319,880 in excess of its minimum required net capital of \$26,336. The Company's ratio of aggregate indebtedness to net capital was 0.61 to 1.

LWPartners Capital Group LLC  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2014  
(Continued)

NOTE 5. COMMITMENTS AND CONTINGENCIES

The Company had no commitments, no contingent liabilities and had not been named as defendant in any lawsuit at December 31, 2014 or during the year then ended.

NOTE 6. CONCENTRATIONS

The Company earned advisory fees from one client that individually accounted for approximately 80% of advisory fees in 2014.

Cash held by financial institutions which exceed the Federal Deposit Insurance Corporation ("FDIC") limits of \$250,000 expose the Company to concentrations of credit risk. Balances throughout the year usually exceed the maximum coverage provided by the FDIC on insured depositor accounts.

NOTE 7. FAIR VALUE MEASUREMENT

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurement and Disclosure bears no material effect on the financial statements presented.

NOTE 8. GUARANTEES

FASB ASC 460, Guarantees, requires the Company to disclose information about its obligations under certain guarantee arrangements. FASB ASC 460 defines guarantees as contracts and indemnification agreements that contingently require a guarantor to make payments to the guaranteed party based on changes in an underlying factor (such as an interest or foreign exchange rate, security or commodity price, an index or the occurrence or nonoccurrence of a specified event) related to an asset, liability or equity security of a guaranteed party. This guidance also defines guarantees as contracts that contingently require the guarantor to make payments to the guaranteed party based on another entity's failure to perform under an agreement as well as indirect guarantees of the indebtedness of others.

The Company has issued no guarantees at December 31, 2014 or during the year then ended.

NOTE 9. SUBSEQUENT EVENTS

Subsequent events have been evaluated and no events have been identified which require disclosure.

## **SUPPLEMENTARY INFORMATION**

LWPartners Capital Group LLC  
 COMPUTATION OF NET CAPITAL PURSUANT TO UNIFORM  
 NET CAPITAL RULE 15c3-1 OF THE SECURITIES AND EXCHANGE COMMISSION  
 DECEMBER 31, 2014

**Computation of net capital**

Credits:	
Total member's equity	\$ 360,672
Debits:	
Nonallowable assets	
Prepaid expenses	14,456
Total Non-allowable	<u>14,456</u>
Net capital	<u>346,216</u>
Computation of basic net capital requirements	
Minimum net capital required (calculated as the greater of \$5,000 or 12 1/2% of aggregate indebtedness)	26,336
Excess net capital	<u>\$ 319,880</u>
Aggregate indebtedness	<u>\$ 210,690</u>
Percentage of aggregate indebtedness to net capital	<u>61%</u>

There are no material differences between the amounts presented in this computation of net capital and the corresponding amounts reported in the Company's Amended Form X-17A-5 Part IIA FOCUS filed on February 19, 2015.

LWPartners Capital Group LLC  
COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS AND  
INFORMATION RELATING TO POSSESSION OR CONTROL REQUIREMENTS FOR  
BROKERS AND DEALERS UNDER SEC RULE 15c-3  
DECEMBER 31, 2014

The Company is exempt from Rule 15c3-3 pursuant to the provisions of subparagraph (k)(2)(i) thereof.



Baker Tilly Virchow Krause, LLP  
One Penn Plaza, Suite 3000  
New York, NY 10119  
tel 212 697 6900  
fax 212 490 1412  
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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Member of  
LWPartners Capital Group LLC

We have reviewed management's statements, included in the accompanying Exemption Report, in which (1) LWPartners Capital Group LLC identified the following provision of 17 C.F.R. § 15c3-3(k) under which LWPartners Capital Group LLC claimed an exemption from 17 C.F.R. § 240.15c3-3: (k)(2)(i) (the "exemption provisions") and (2) LWPartners Capital Group LLC stated that LWPartners Capital Group LLC met the identified exemption provisions throughout the most recent fiscal year without exception. LWPartners Capital Group LLC management is responsible for compliance with the exemption provisions and its statements.

Our review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included inquiries and other required procedures to obtain evidence about LWPartners Capital Group LLC's compliance with the exemption provisions. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's statements. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to management's statements referred to above for them to be fairly stated, in all material respects, based on the conditions set forth in paragraph (k)(2)(i) of Rule 15c3-3 under the Securities Exchange Act of 1934.

*Baker Tilly Virchow Krause, LLP*

New York, New York  
February 25, 2015

February 12, 2015

To Whom It May Concern;

LWPartners Capital Group LLC (the "Company") is responsible for compliance with the annual reporting requirements under Rule 17a-5 of the Securities Exchange Act of 1934. Those requirements compel the Company to file annual reports with the Securities Exchange Commission and the Company's designated examining authority. One of the reports to be included in the annual filing is an exemption report prepared by the Company. Pursuant to that requirement, the Company hereby makes the following assertions:

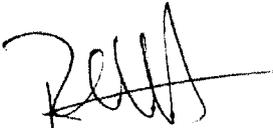
**Identified Exemption Provision:**

The Company claims exemption from the custody and reserve provisions of Rule 15c 3-3 paragraph (k) (2) (i).

**Statement Regarding Meeting Exemption Provision:**

The Company met the identified exemption provisions in Rule 15c3-3(k) throughout the year ended December 31, 2014 without exception.

Sincerely,



Rob Nisi  
General Counsel  
LWPartners Capital Group LLC

INDEPENDENT ACCOUNTANTS' REPORT ON APPLYING AGREED-UPON  
PROCEDURES RELATED TO AN ENTITY'S SIPC ASSESSMENT RECONCILIATION

To the Member of  
LWPartners Capital Group LLC

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments [General Assessment Reconciliation (Form SIPC-7)] to the Securities Investor Protection Corporation (SIPC) for the year ended December 31, 2014, which were agreed to by LWPartners Capital Group LLC (the "Company") and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc. and SIPC, solely to assist you and the other specified parties in evaluating the Company's compliance with the applicable instructions of the General Assessment Reconciliation (Form SIPC-7). The Company's management is responsible for the Company's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures we performed and our findings are as follows:

1. Compared listed assessment payments in Form SIPC-7 with respective cash disbursement records noting no differences.
2. Compared the amounts reflected in the audited Form X-17A-5 for the year ended, December 31, 2014 with amounts reported in the Form SIPC-7 for the year ended December 31, 2014, noting no differences.
3. Compared any adjustments reported in Form SIPC-7 with supporting schedules and workpapers, noting no differences.
4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the related supporting schedules and workpapers supporting the adjustments, noting no differences.

We were not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties, and is not intended to be and should not be used by anyone other than the specified parties.

*Baker Tilly Virchow Krause, LLP*

New York, New York  
February 25, 2015

LWPartners Capital Group LLC  
 SCHEDULE OF SECURITIES INVESTOR PROTECTION CORPORATION ASSESSMENTS  
 AND PAYMENTS  
 DECEMBER 31, 2014

	<u>Date paid</u>	<u>Payments</u>	<u>Annual Assessment per Report</u>
SIPC-6 General Assessment (first half of year)	7/31/2014	\$ 6,250	
SIPC-7 General Assessment (full year)	2/20/2015	<u>1,570</u>	<u>7,820</u>
Total		<u>\$ 7,820</u>	<u>\$ 7,820</u>