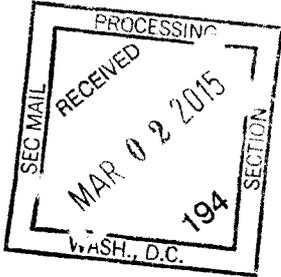


AB  
3/12



15048627

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

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

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

<b>SEC FILE NUMBER</b>
8-68460

**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 01-Jan-14 AND ENDING 31-Dec-14

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: **Five Prime Advisors, LLC**

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

<b>OFFICIAL USE ONLY</b>
<b>FIRM I.D. NO.</b>

**1540 Broadway- Suite 1010**

(No. and Street)

**New York**  
(City)

**NY**  
(State)

**10036**  
(Zip Code)

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

**212-234-3977**

(Area code- Telephone number)

**B. ACCOUNTANT IDENTIFICATION**

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

**Donahue Associates, LLC**

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

**27 Beach Road- Suite C05A**  
(Address)

**Monmouth Beach**  
(City)

**NJ**  
(State)

**07750**  
(Zip code)

CHECK ONE:

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

**FOR OFFICIAL USE ONLY**

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

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

SEC 1410 (06-02)

3/12/14

OATH OR AFFIRMATION

I, Robert King, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Five Prime Advisors, LLC, as of December 31, 2014, are true and correct, I further swear (or affirm) that neither 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:

State of New York  
County of New York  
Robert King appeared before me.

Michele McGovern  
Notary Public

MICHELE McGOVERN  
Notary Public, State of New York  
Qualified in Queens County  
No. 01MC6231128  
My Commission Expires 11-15-2018

Robert King  
Signature  
Chief Executive & Compliance Officer  
Title

This report \*\* contains (check 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 the Claims of Creditors
- (g) Computation of Net Capital (including reconciliation of X-17A-5 Part II filing with this Rule 17a-5(d) report, if applicable)
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3
- (i) Information relating to the Possession of Control Requirements Under Rule 15c3-3
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the Computation for determination of the Reserve Requirements Under Exhibit A of rule 15c3-3.
- (k) A Reconciliation between the audited and the unaudited Statements of Financial Condition with respect to the 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) Exemption report and audit review

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

**DONAHUE ASSOCIATES, L.L.C.**  
**27 BEACH ROAD, SUITE CO5-A**  
**MONMOUTH BEACH, NJ. 07750**  
**Phone: (732) 229-7723**

### **Independent Auditor's Report**

The Member  
Five Prime Advisors, LLC.

We have audited the accompanying financial statements of Five Prime Advisors, LLC., which comprise the balance sheet at December 31, 2014 and the related statements of operations, changes in member equity, and cash flows for the year then ended, 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 the financial statements that are free from material misstatement, whether due to error or fraud.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audits 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 presented 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 basis for our audit opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Five Prime Advisors, LLC. as of December 31, 2014 and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.



Donahue Associates LLC  
Monmouth Beach, New Jersey  
February 19, 2015

**Five Prime Advisors, LLC.**  
**Balance Sheet**  
**As of December 31, 2014**

**ASSETS**

Current assets:	
Cash	\$115
Accounts receivable	12,000
Prepaid expense	<u>1,207</u>
Total Current Assets	<u>\$13,322</u>
Other assets:	
Security deposit	<u>1,200</u>
Total Assets	<u><u>\$14,522</u></u>

**LIABILITIES & MEMBER'S DEFICIT**

Current liabilities:	
Accounts payable & accrued expenses	<u>\$22,650</u>
Total Current Liabilities	<u>\$22,650</u>
Member's deficit	<u>(8,128)</u>
Total Liabilities & Member's Deficit	<u><u>\$14,522</u></u>

**Please see the notes to the financial statements.**

**Five Prime Advisors, LLC.**  
**Statement of Operations**  
**For the Year Ended December 31, 2014**

Revenues	\$93,126
General and administrative expenses:	
Management fees	\$52,896
Professional fees	5,882
Travel & aircraft expense	5,303
General administration	25,989
Total general and administrative expenses	<u>90,070</u>
Income before income tax provision	\$3,056
Provision for income taxes	<u>0</u>
Net income	<u><u>\$3,056</u></u>

**Please see the notes to the financial statements.**

**Five Prime Advisors, LLC.**  
**Statement of Cash Flows**  
**For the Year Ended December 31, 2014**

Operating activities:	
Net income	\$3,056
Changes in other operating assets and liabilities:	
Accounts receivable	3,024
Prepaid expense	15
Accounts payable & accrued expenses	<u>(6,150)</u>
Net cash used by operations	<u>(\$55)</u>
 Net decrease in cash during the fiscal year	 (\$55)
 Cash at December 31, 2013	 <u>170</u>
 Cash at December 31, 2014	 <u><u>\$115</u></u>
 Supplemental disclosures of cash flow information:	
Interest paid during the fiscal year	\$0
Income taxes paid during the fiscal year	\$0

**Please see the notes to the financial statements.**

**Five Prime Advisors, LLC.**  
**Statement of Changes in Member's Deficit**  
**For the Year Ended December 31, 2014**

	<b>Member's Deficit</b>
Balance at December 31, 2013	(\$11,184)
Net income	<u>3,056</u>
Balance at December 31, 2014	<u><u>(\$8,128)</u></u>

**Please see the notes to the financial statements.**

**Five Prime Advisors, LLC.  
Notes to the Financial Statements  
For the Year Ended December 31, 2014**

**1. Organization**

Five Prime Advisors, LLC (the “Company”) is a privately held corporation formed in New York in 2003 for the purpose of providing consulting advice to corporations. In September 2011, the Company obtained from the Financial Industry Regulatory Authority (“FINRA”) approval to conduct a securities business as broker-dealer (“BD”). In addition to providing corporations valuation and strategic advice, the Company conducts a private placements and mergers and acquisitions business.

**2. Summary of Significant Accounting Policies**

*Use of Estimates-* The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make reasonable estimates and assumptions that affect the reported amounts of the assets and liabilities and disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses at the date of the financial statements and for the period they include. Actual results may differ from these estimates.

*Revenues-* Revenues and related fees are recorded when all contracted services have been provided by the Company and the Company is reasonably assured of their collection.

*Cash-* For the purpose of calculating changes in cash flows, cash includes all cash balances and highly liquid short-term investments with original maturity date of three months or less.

*Income taxes-* The Company has elected to be taxed as single member LLC under the Internal Revenue Service Code. Accordingly, under such an election, the Company’s federal and state taxable income is reported by the individual member and therefore, no provision for these federal income taxes has been included in the financial statements.

### **3. Fair Value of Financial Instruments**

*Fair Value Measurements* under generally accepted accounting principles clarifies the principle that fair value should be based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. Under the standard, fair value measurements are separately disclosed by level within the fair value hierarchy as follows.

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

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. 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 is disclosed and is determined based on the lowest level input that is significant to the fair value measurement.

Cash, accounts receivable, prepaid expense, and accounts payable and accrued expenses in the balance sheet are estimated to approximate fair market value at December 31, 2014 because of their short term nature.

### **4. Commitments and Contingencies**

The Company is not committed to a non-cancelable lease for office space and rents an office in New York, New York on a “month to month” basis.

## 5. Net Capital Requirement

As a BD, the Company is subject to Rule 15c3-1 of the Security Exchange Act of 1934 which requires the Company to maintain a minimum net capital, as defined under the provisions, of \$5,000. The computation of net capital pursuant to Uniform Net Capital Rule 15c3-1 is as follows.

### CREDIT:

Member's deficit	(\$8,128)
------------------	-----------

### DEBITS:

#### Non-allowable assets:

Prepaid expense	(1,207)
Security deposit	(1,200)
Accounts receivable	<u>(12,000)</u>

<b>NET CAPITAL DEFICIT</b>	<b>(\$22,535)</b>
----------------------------	-------------------

Less haircuts	<u>0</u>
---------------	----------

<b>ADJUSTED NET CAPITAL DEFICIT</b>	<b>(\$22,535)</b>
-------------------------------------	-------------------

Minimum requirements of 6-2/3% of aggregate indebtedness or \$5,000, whichever is greater.	<u>5,000</u>
---	--------------

<b>EXCESS (DEFICIT) NET CAPITAL</b>	<b><u>(\$27,535)</u></b>
-------------------------------------	--------------------------

<b>AGGREGATE INDEBTEDNESS:</b>	<b>\$22,650</b>
--------------------------------	-----------------

<b>AGGREGATE INDEBTEDNESS TO NET CAPITAL</b>	<b>-100.51%</b>
--	-----------------

<b>Deficit net capital previously reported on Form X-17A-5</b>	<b>(\$27,535)</b>
--	-------------------

<b>Adjustments</b>	<u>                    </u>
--------------------	-----------------------------

<b>Deficit net capital per audited report</b>	<b><u>(\$27,535)</u></b>
---	--------------------------

## **6. Subsequent Events**

The Company has made a review of material subsequent events from December 31, 2014 through the date of this report and found no material subsequent events reportable during this period.

**Five Prime Advisors, LLC.  
1540 Broadway- Suite 1010  
New York, NY 10036**

**December 31, 2014**

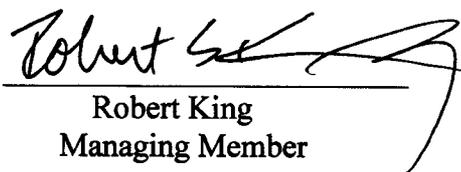
**Rule 15c3-3 Exemption Report**

This is to certify that, to the best of my knowledge and belief:

Five Prime Advisors, LLC. is exempt from Rule 15c3-3 reporting pursuant to provision 15c-3(k)(2)(i) of SEC Rule 15c3-3 (the "exemption provisions").

Five Prime Advisors, LLC. met the identified provision throughout the most recent fiscal year without exceptions as the company is a non-carrying broker-dealer which promptly transmits all funds and delivers all securities received in connection with our activities as a broker dealer, and does not otherwise hold funds or securities for, or owe money or securities to, customers.

Thank you.

  
Robert King  
Managing Member

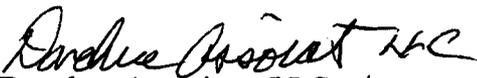
**DONAHUE ASSOCIATES, L.L.C.**  
**27 BEACH ROAD, SUITE CO5-A**  
**MONMOUTH BEACH, NJ. 07750**  
**Phone: (732) 229-7723**

**Report of Independent Registered Public Accounting Firm**

We have reviewed management's statements included in the accompanying exemption report in which Five Prime Advisors, LLC. identified the provisions of SEC Rule 15c3-3 paragraph k(2)(i) under which the Company claimed an exemption from SEC Rule 15c3-3 and the Company stated that it has met the identified exemption provisions through the fiscal year ending December 31, 2014, without exception. The Company's 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 the Company's compliance with the exemption provisions. A review is substantially less in scope than an examination, the objective of which is an 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 provisions set forth in paragraph k(2)(i) of SEC Rule 15c3-3.

  
Donahue Associates LLC  
Monmouth Beach, N.J.  
February 19, 2015