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

OMB APPROVAL  
OMB Number: 3235-0123  
Expires: May 31, 2017  
Estimated average burden  
hours per response: 12.00

SEC FILE NUMBER  
8-52447

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 01/01/15 AND ENDING 12/31/15  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: LIATI CAPITAL, LLC

OFFICIAL USE ONLY  
FIRM I.D. NO.

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

14 Wall Street, 20th Floor

(No. and Street)

New York

NY

10005

(City)

(State)

(Zip Code)

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

Michael W. Geffard, President and CEO

212-269-0005

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Joel E. Sammet & Co., LLP

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

15 Maiden Lane, Suite 500

New York

NY

10038

(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)

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OATH OR AFFIRMATION

I, Michael W. Geffard, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Liati Capital, LLC, as of December 31, 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:

*Michael W. Geffard*  
Signature  
President and CEO

*Michael Geffard personally appeared* Title *before me on this*  
*Barbara C. Finchbeck* The *27th* day of *May* 2016  
Notary Public

**BARBARA C FINCHBECK**  
Notary Public, State of New York  
No. 01P6286063  
Qualified in Dutchess County  
Commission Expires July 22, 2017

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).

**LIATI CAPITAL, LLC**

SEC. ID #. 8-52447

**Financial Statements & Supplementary Information**

**For the Year Ended**

**December 31, 2015**

**With**

**Report of Independent Registered Public Accounting Firm**

**(Filed pursuant to Rule 17a-5(d)**  
**under the Securities and Exchange Act**  
**of 1934 as a Public Document)**

**Liati Capital, LLC**  
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**As of December 31, 2015**

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JEROME S. GRUBIN, CPA  
STEVEN A. SOKOL, CPA  
ROBERT N. KIRSCHENBLATT, CPA

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BERNARD TURNER, CPA (1958 - 2008)  
FRANKLIN M. JACOBSON, CPA (1966 - 2011)

## Report of Independent Registered Public Accounting Firm

Board of Directors and Managing Member  
Liatl Capital, LLC

We have audited the accompanying statement of financial condition of Liatl Capital, LLC (the "Company") as of December 31, 2015, 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 the Company's 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 Liatl Capital, LLC as of December 31, 2015, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 4 to the financial statements, the Company has suffered recurring losses from operations that raises substantial doubt about its ability to continue as a going concern. Management's plans in regards to these matters are described in Note 4. The financial statements do not reflect any adjustments that might result from the outcome of this uncertainty.

The computation of net capital pursuant to Rule 15c3-1 of the Securities and Exchange Commission shown on Schedule I and the computation of basic net capital requirement pursuant to Rule 15c3-1 of the Securities and Exchange Commission and computation of aggregate indebtedness shown on Schedule II (collectively, the "Supplemental Information") 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 the Company's 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.

*Joel E. Sammet Co., LLP*

New York, NY  
May 20, 2016

**Liati Capital, LLC**  
**Statement of Financial Condition**  
**As of December 31, 2015**

**ASSETS**

Cash at bank	<u>\$ 29,130</u>
TOTAL ASSETS	<u>\$ 29,130</u>

**LIABILITIES & MEMBERS' EQUITY**

**LIABILITIES:**

Accrued expenses	<u>\$ 18,000</u>
TOTAL LIABILITIES	18,000

**MEMBERS' EQUITY:**

Members' Equity	<u>11,130</u>
TOTAL LIABILITIES & MEMBERS' EQUITY	<u>\$ 29,130</u>

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

**Liati Capital, LLC**  
**Statement of Operations**  
**For the Year Ended December 31, 2015**

**Revenues:**

Revenues	\$ <u>          -</u>
Total Revenues	-

**Expenses:**

Payroll and related expenses	\$ 97,316
Occupancy costs	3,819
Professional fees	44,477
Consulting services	9,000
Regulatory fees	2,929
Travel and Entertainment	25,245
Filing fees and penalties	2,623
Miscellaneous operating expenses	<u>3,238</u>
Total expenses	<u>188,647</u>
Net Loss	<u>\$ (188,647)</u>

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

**Liati Capital, LLC**  
**Statement of Changes in Members' Equity (Deficit)**  
**For the Year Ended December 31, 2015**

	<u>Managing Member</u>	<u>Members</u>	<u>Total</u>
Members' (Deficit) – January 1, 2015	\$ -	\$ (10,955)	\$ (10,955)
Contributions during the year	-	210,732	210,732
Net Loss	<u>-</u>	<u>(188,647)</u>	<u>(188,647)</u>
Members' Equity – December 31, 2015	<u>\$ -</u>	<u>\$ 11,130</u>	<u>\$ 11,130</u>

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



**Liati Capital, LLC**  
**Statement of Cash Flows**  
**For the Year Ended December 31, 2015**

**Cash Flows From Operating Activities:**

Net loss	\$ (188,647)
Decrease in operating liabilities:	
Accounts payable & accrued expenses	<u>(1,600)</u>
<b>Net Cash Used in Operating Activities</b>	<b><u>(190,247)</u></b>

**Cash Flow From Financing Activities:**

Contributions by Members	<u>210,732</u>
<b>Net Cash Provided by Financing Activities</b>	<b><u>210,732</u></b>
<b>Net Increase in Cash</b>	<b>20,485</b>
Cash - beginning of year	<u>8,645</u>
Cash - end of year	<b><u>\$ 29,130</u></b>

**Supplemental disclosures of cash flow information:**

Income taxes paid	<u>\$ 0</u>
Interest	<u>\$ 0</u>

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

**Liati Capital, LLC**  
**Notes to the Financial Statements**  
**December 31, 2015**

1. THE COMPANY AND ITS OPERATIONS

Liati Capital, LLC ("The Company") was formed in New York in February, 1998. The Company provides and derives its revenues from financial advisory and consulting services primarily related to the private placement of equity and debt for established companies and partnerships, real estate and energy projects, including renewable energy projects, and select startup companies. Registration as a broker-dealer under the Securities Exchange Act of 1934 was effective January 2001. The Company is a member of the FINRA. The Company does not perform any clearing function for itself or others, and does not hold customer accounts, margin accounts, funds, or securities and accordingly is exempt per paragraph 3(K)(2)(i) from the provisions of SEC Rule 15c3-3 and is not responsible for compliance with Section 4(C) of Regulations T of the Federal Reserve System. Additionally, the Company is not required to conduct quarterly security counts because it is exempt there from by the provisions of Regulation 17a-13(a).

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from these estimates.

Revenue

The revenue is recorded per the terms of the engagement letter(s) for fees derived from the placement of securities in connection with the private placement of equity and debt for established companies, startup ventures, real estate and energy projects.

Income Taxes

The Company is organized as an LLC under the Internal Revenue Code. Accordingly, other than certain minimum and miscellaneous taxes, no provision for federal and state taxes is included in the financial statements as the members are required to include their proportionate share of the Company's taxable income or loss in their individual tax returns.

The Company, however, is liable for local income taxes.

**Liati Capital, LLC**  
**Notes to the Financial Statements**  
**December 31, 2015**

Although the Company is not subject to federal or state income taxes, the effects of an uncertain tax position, if any, may have an impact on the tax returns of the members. Therefore, the effects of any such uncertainty must be recognized based on the outcome that is more likely than not to occur. Under this criterion the most likely resolution of an uncertain tax position should be analyzed based on technical merits and on the outcome that will likely be sustained under examination. As of December 31, 2015, the Company has no uncertain tax positions that qualify for either recognition or disclosure in the financial statements.

The Company's income tax returns for the years 2012 through 2015 are subject to examination by federal, state and local income tax authorities.

**3. RELATED PARTY TRANSACTIONS**

The Company shares office space and operates under an expense sharing agreement with Liati Group, LLC, a New York Limited Liability Company which is a member of the Company. The expense sharing agreement provides for Liati Group, LLC to pay all the operating expenses of the Company, except for certain directly related expenses. As outlined in the expense sharing agreement, such payments are considered as capital contributions by the Liati Group, LLC. For the year ended December 31, 2015 expenses totaling \$117,503 were paid by Liati Group, LLC. Additionally, included within professional fees on the Statement of Operations are \$9,800 in fees paid to an officer of the Company.

**4. GOING CONCERN AND MANAGEMENT PLANS**

In the year ended December 31, 2015, the Company experienced a loss of \$188,647 and has experienced losses for multiple years leading up to this fiscal year. Those factors, as well as the Company's dependence on a member to provide working capital create an uncertainty about the Company's ability to fund its operational expenses as they become due. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue.

Management is currently pursuing plans to address the cash flow requirements of the Company for the twelve months ending December 31, 2016. The Company has been working on several agreements, which if they close, will generate sufficient revenue to fund future operations. In addition, management is in discussion with its parent company, Liati Group, LLC to reduce its allocation of expenses under the expense sharing agreement. However, as of the date of this report, there is no assurance that sufficient revenues will be attained to continue as a going concern without additional capital contributions by its member. The Company is pursuing new revenue sources to provide adequate working capital and reduce the dependence on member equity contributions.

**Liati Capital, LLC**  
**Notes to the Financial Statements**  
**December 31, 2015**

5. NET CAPITAL REQUIREMENT

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (SEC Rule 15c3-1) which requires the maintenance of minimum net capital and requires that the ratio of aggregated indebtedness to net capital, 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 December 31, 2015 the Company's net capital of \$11,130 was \$6,130 above its required net capital of \$5,000. The Company's net capital ratio was 1.62 to 1.

6. SUBSEQUENT EVENTS

The company evaluates subsequent events through the date the financial statements are issued. The Company did not have any subsequent events requiring disclosure or adjustment to the financial statements.



JEROME S. GRUBIN, CPA  
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## Report of Independent Registered Public Accounting Firm

Board of Directors and Managing Member  
Liati Capital, LLC

We have reviewed management's statements, included in the accompanying exemption from SEC Rule 15c3-3 report, in which (1) Liati Capital, LLC identified the following provisions of 17 C.F.R. § 15c3-3(k) under which Liati Capital, LLC claimed an exemption from 17 C.F.R. § 240.15c3-3: (2)(i), (the "exemption provisions") and (2) Liati Capital, LLC stated that Liati Capital, LLC met the identified exemption provisions throughout the most recent fiscal year without exception. Liati Capital, LLC'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 Liati Capital, 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.

*Joel E. Sammet Co., LLP*

New York, NY  
May 9, 2016

LIATI CAPITAL, LLC  
14 WALL STREET, 20th FL.  
NEW YORK, NEW YORK 10005

MICHAEL GEFFRARD  
CEO AND PRESIDENT

PHONE:(212) 269-0003  
MOBILE:(917) 825-5647  
mgeffrard@liaticapital.com

May 9, 2016

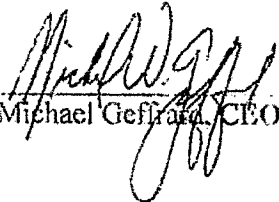
EXEMPTION FROM SEC RULE 15c3-3 REPORT

To our best knowledge and belief, we assert that we are exempt from SEC Rule 15c3-3(e) under the following exemption for the fiscal year ending December 31, 2015:

SEC Rule 15c3-3(k)(2)(i) which states that the reserve requirement provisions of SEC Rule 15c3-3 shall not be applicable to a broker or dealer:

- (i) Who carries no margin accounts, promptly transmits all customer funds and delivers all securities received in connection with its activities as a broker dealer, does not otherwise hold funds or securities for, or owe money or securities to, customers and effectuates all financial transactions between the broker or dealer and its customer through one or more bank accounts, each to be designated as "Special Account for the Exclusive Benefit of Customers of LIATI Capital, LLC.

We met the exemption under SEC Rule 15c3-3(k)(2)(i) for the fiscal year ending December 31, 2015 without exception.

  
Michael Geffrard, CEO and President

**SUPPLEMENTARY INFORMATION**

**Liati Capital, LLC**  
**Computation of Net Capital and Aggregate Indebtedness Pursuant to Rule 15c3-1 of the**  
**Securities and Exchange Commission**  
**As of December 31, 2015**

**Schedule I:**

**Computation of Net Capital Under Rule 15c3-1**

Total ownership equity from statement of financial condition	\$ 11,130
Less: Ownership equity not allowable for net capital	0
Add: Subordinated Liabilities	0
Less: Deductions for non-allowable assets and other charges	0
Less: Haircuts on securities positions	0
<b>NET CAPITAL</b>	<b>\$ 11,130</b>

**Schedule II:**

**Computation of Basic Net Capital Requirement**

6-2/3% of aggregate indebtedness	\$ 1,200
Minimum dollar net capital requirement	\$ 5,000
Net capital requirement (greater of the above two lines)	\$ 5,000
Excess net capital (net capital less net capital requirement)	\$ 6,130

**Reconciliation With Company's Computation (included in**  
**Part II of Form X-17A-5 as of December 31, 2015)**

There are no material differences between the preceding computation and the computation shown on the Company's unaudited Form X-17A-5 report as of December 31, 2015.

**Computation of Aggregate Indebtedness**

Total aggregate indebtedness liabilities from statement of financial condition	\$ 18,000
Ratio of aggregate indebtedness to net capital	1.62 to 1



**Liati Capital, LLC**  
**Note to the Required Supplemental Schedules Pursuant to Rule 15c3-3 of the**  
**Securities and Exchange Commission**  
**As of December 31, 2015**

The financial statements do not include the schedules of "Computation for Determination of Reserve Requirements under SEC Rule 15c-3-3" and "Information Relating to Possession or Control Requirements under SEC Rule 15c-3-3" by virtue of exemption provided by SEC Rule 15c3-3(k)(2)(i). Rule 15c3-3(k)(2)(i) applies because the Company carries no margin accounts; promptly transmits all customers funds and delivers all securities received in connection with its broker dealer activities; does not otherwise hold funds or securities for, or owe money and securities to, customers; and effectuates all financial transactions with customers through one or more bank accounts designated as "Special Account for the Exclusive Benefit of Customers" of the Company.