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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**FORM X-17A-5**

SEC FILE NUMBER
a-65466 <i>me</i>

**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, 2017 AND ENDING December 31, 2017  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Deson & Co.

OFFICIAL USE ONLY
<u>122129</u>
FIRM I.D. NO.

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

945 Encorvado Street  
(No. and Street)

Las Vegas Nevada 89138  
(City) (State) (Zip Code)

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

Sean Deson (702) 860-1195  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Wilson Markle Stuckey Hardesty & Bott, LLP  
(Name - if individual, state last, first, middle name)

101 Larkspur Landing Circle, Suite 200 Larkspur, CA  
(Address) (City) (State) (Zip Code)

SECURITIES AND EXCHANGE COMMISSION

RECEIVED

JUL 31 2018

DIVISION OF TRADING & MARKETS

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)

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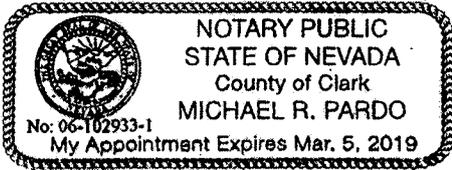
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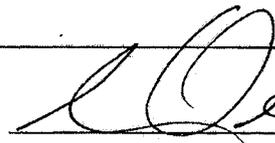
OATH OR AFFIRMATION

I, Sean Deson, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Deson & Co., as of December 31, 2017, 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

Managing Director



Notary Public

This report \*\* contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Operations.
- (d) Statement of Cash Flows.
- (e) Statement of Changes in Members' Equity.
- (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) Assertions of Exemption of a Non-Carrying Broker or Dealer required by Rule 17a-5(d)(4) of the Securities and Exchange Commission
- (o) Report on Assertions of Exemption of a Non-Carrying Broker or Dealer required By Rule 17a-5(d)(4) of the Securities and Exchange Commission

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

**Deson & Co.**

**Financial Statements**

**and**

**Supplemental Information Required by Rule 17a-5 under the  
Securities Exchange Act of 1934**

**Year ended December 31, 2017**

**with**

**Reports of Independent Registered Public Accounting Firm**

**WILSON  
MARKLE  
STUCKEY  
HARDESTY  
& BOTT LLP**

CERTIFIED PUBLIC  
ACCOUNTANTS

DONALD WILSON  
ALAN MARKLE  
CHARLES STUCKEY  
DAVID HARDESTY  
DAVID BOTT  
DAVID BAILEY  
MICHAEL SMITH  
SHIRLEY CHEN-BLUM

Report of Independent Registered Public Accounting Firm

To the stockholder of Deson & Co.

**Opinion on the Financial Statements**

We have audited the accompanying statement of financial condition of Deson & Co. (the Company) as of December 31, 2017, and the related statements of income, changes in stockholder's equity and cash flows for the year then ended, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017, 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.

**Basis for Opinion**

These financial statements are the responsibility of the management of the Company. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

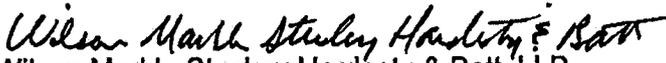
We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. An audit also includes evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statement. We believe that our audit provides a reasonable basis for our opinion.

**Supplemental Information**

The Supplemental Information Required by Rule 17a-5 under the Securities Exchange Act of 1934, as listed in the table of contents (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 CFR §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.

We have been the auditors of Deson & Co. since 2008.

  
Wilson Markle Stuckey Hardesty & Bott, LLP  
Larkspur, California  
January 11, 2018

**Deson & Co.**  
Statement of Financial Condition  
As of December 31, 2017

**Assets**

**Current assets**

Cash and cash equivalents \$ 99,026

Total current assets 99,026

Furniture and equipment, at cost 20,522  
Less accumulated depreciation (20,522)

Net furniture and equipment -

Total assets \$ 99,026

**Liabilities and Stockholder's Equity**

**Current liabilities**

Accounts payable and accrued liabilities \$ 14,563

Total current liabilities 14,563

**Stockholder's equity**

Common stock, no par value, 200 shares  
authorized, issued and outstanding 2,500

Retained earnings 81,963

Total stockholder's equity 84,463

Total liabilities and stockholder's equity \$ 99,026

See accompanying notes

**Deson & Co.**  
**Statement of Income**  
For the year ended December 31, 2017

Revenues

Consulting and transaction fees	<u>\$ 197,125</u>
Total revenues	197,125

Expenses

Rent, office and other expenses	82,730
Compensation and benefits	41,388
Vehicle and travel expenses	27,098
Professional fees	22,125
Data services, communications and other charges	7,331
Regulatory fees and taxes	<u>5,964</u>
Total expenses	<u>186,636</u>
Net income	<u><u>\$ 10,489</u></u>

See accompanying notes

**Deson & Co.**  
**Statement of Changes in Stockholder's Equity**  
**For the year ended December 31, 2017**

	<u>Common stock</u>	<u>Retained earnings</u>	<u>Total stockholder's equity</u>
Balances, December 31, 2016	2,500	\$ 116,974	\$ 119,474
Distributions to stockholder	-	(45,500)	(45,500)
Net income	-	10,489	10,489
	<hr/>	<hr/>	<hr/>
Balances, December 31, 2017	<u>\$ 2,500</u>	<u>\$ 81,963</u>	<u>\$ 84,463</u>

See accompanying notes

**Deson & Co.**  
**Statement of Cash Flows**  
**For the year ended December 31, 2017**

Cash flows from operating activities	
Net income	\$ 10,489
Adjustments to reconcile net income to net cash provided by operating activities	
Increase in accounts payable	<u>2,251</u>
Net cash provided by operating activities	12,740
Cash flows from financing activities	
Distributions to stockholder	<u>(45,500)</u>
Net decrease in cash and cash equivalents	(32,760)
Cash and cash equivalents, beginning of year	<u>131,786</u>
Cash and cash equivalents, end of year	<u><u>\$ 99,026</u></u>

See accompanying notes

**Deson & Co.**  
Notes to Financial Statements  
December 31, 2017

Note 1 - Summary of significant accounting policies

Basis of presentation

Deson & Co. (the Company) was incorporated in New York on January 11, 1999. In 2004 the Company became a broker-dealer registered with the Securities and Exchange Commission and is currently a member of the Financial Industry Regulation Authority.

The Company's activities consist principally of its role as an intermediary and advisor in merger and acquisition transactions. Accordingly, the Company claims exemption from Securities Exchange Commission Rule 15c3-3 because it does not carry customer funds or handle customer securities.

Basis of accounting

The Company maintains its books on the accrual basis of accounting.

Commissions and fees

The Company records commission and fee income as earned pursuant to the terms of its investment banking agreements.

Cash and cash equivalents

For purposes of the statement of cash flows, cash and cash equivalents consist of amounts on deposit with a commercial bank, in a non-interest bearing account, available on demand.

Allowance for uncollectible accounts receivable

The Company uses the allowance method to account for uncollectible accounts receivable. Under this method, the Company reviews all receivables for any problems with collection. If the Company feels that there may be a problem with collections, an allowance is provided for the receivable. When attempts to collect a specific receivable are unsuccessful, the account is considered uncollectible and is written off against the allowance. As of December 31, 2017, the Company had no accounts receivable and, accordingly, determined that an allowance for doubtful accounts was not necessary.

**Deson & Co.**  
Notes to Financial Statements  
(continued)  
December 31, 2017

**Note 1 - Summary of significant accounting policies (continued)**

Income taxes

The Company has elected to be taxed under the provisions of Subchapter S of the Internal Revenue Code. Under these provisions, the Company is not subject to federal taxes on income. Instead, the stockholder includes his respective share of the Company's taxable income in his individual income tax return.

The Company follows accounting principles generally accepted in the United States related to the accounting for uncertainty in income taxes. Adoption of the provisions did not have any impact on the Company's accounting for unrecognized tax liabilities. Management believes that the Company has adequately addressed all tax positions and that there are no unrecorded tax liabilities. Tax years 2015 to 2017 are open for examination by the Internal Revenue Service and years 2014 to 2017 by the California Franchise Tax Board.

Use of estimates

The Company prepares its financial statements in accordance with accounting principles generally accepted in the United States. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect amounts and disclosures reported in these financial statements. Actual results could differ from those estimated.

Advertising costs

Costs incurred for producing and communicating advertising are expensed when incurred. For the year ended December 31, 2017, advertising costs were insignificant.

**Note 2 - Transactions with stockholder**

The Company receives the benefit of certain office and administrative services provided by its stockholder. For the years ended December 31, 2017, the Company reimbursed its stockholder for all significant shared costs.

**Deson & Co.**  
Notes to Financial Statements  
(continued)  
December 31, 2017

**Note 2 - Transactions with stockholder (continued)**

The Company's stockholder also incurs, and pays currently, for certain expenses related to transactions in process. If the transactions close and generate revenue to the Company, the expenses may be reimbursed to the stockholder. If the transactions do not close, the expenses remain those of the stockholder. Accordingly, such costs are recorded as paid. As of December 31, 2017, the Company had reimbursed all significant stockholder incurred costs.

**Note 3 - Concentrations**

During the year ended December 31, 2017, revenues consisted of amounts collected from three clients. Of the three clients, two produced 96% of total revenues.

**Note 4 - Subsequent events**

The Company evaluated subsequent events for recognition and disclosure through the date of this filing. Management concluded that no material subsequent events have occurred since December 31, 2017 that required recognition or disclosure in such financial statements.

**Note 5 - Net capital requirement**

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of a minimum net capital, as defined, and a ratio of aggregate indebtedness to net capital not exceeding 15 to 1. As of December 31, 2017, the Company had net capital of \$84,463, which exceeded its required net capital by \$79,463, and the ratio of aggregate indebtedness to net capital was 17.24 to 1.

**Supplemental Information Required by Rule 17a-5 under the  
Securities Exchange Act of 1934**

**Deson & Co.**  
Computation of Net Capital Under Rule 15c3-1 of the  
Securities and Exchange Commission  
As of December 31, 2017

Net Capital	
Total stockholders' equity	\$ 84,463
Subordinated liabilities	-
Non allowable assets	-
Net capital	<u>\$ 84,463</u>
Total aggregate indebtedness	<u>\$ 14,563</u>
Computation of Basic Net Capital Requirement	
Minimum net capital required (6-2/3% of total aggregate indebtedness)	<u>\$ 971</u>
Minimum dollar net capital requirement of reporting broker	<u>\$ 5,000</u>
Net capital requirement	<u>\$ 5,000</u>
Excess net capital	<u>\$ 79,463</u>
Excess net capital after deducting the higher of 10% of aggregate indebtedness or 120% of required net capital	<u>\$ 78,463</u>
Aggregate indebtedness to net capital ratio	<u>17.24 to 1</u>

**Deson & Co.**  
Reconciliation Pursuant to Rule 17a-5(d)(2)(iii)  
As of December 31, 2017

Reconciliation with Company's Computation  
(Included in Part IIA of Form X-17A-5 as of December 31, 2017)

There is no material difference between this net capital computation and the corresponding computation included in the Company's unaudited Part IIA FOCUS Report filing.

**Deson & Co.**  
Computation for Determination of Reserve Requirements  
Under Rule 15c3-3 of the Securities and Exchange Commission  
December 31, 2017.

The Company is exempt from the provisions of Rule 15c3-3 under the Securities and Exchange Act of 1934, in that the Company's activities are limited to those set forth in the conditions for exemption appearing in paragraph (k)(2)(i) of Rule 15c3-3.

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**Deson & Co.**  
Information Relating to Possession or Control Requirements  
Under Rule 15c3-3 of the Securities and Exchange Commission  
December 31, 2017

A supplementary report pursuant to Rule 17a-5(d)(2)(ii) and the information relating to possession or control requirement under Rule 15c3-3 are not required under Rule 17a-5(e)(1)(i)(A) and Rule 15c3-3(k), respectively.

**WILSON  
MARKLE  
STUCKEY  
HARDESTY  
& BOTT LLP**

CERTIFIED PUBLIC  
ACCOUNTANTS

DONALD WILSON  
ALAN MARKLE  
CHARLES STUCKEY  
DAVID HARDESTY  
DAVID BOTT  
DAVID BAILEY  
MICHAEL SMITH  
SHIRLEY CHEN-BLUM

**Report on Assertions of Exemption of a Non-Carrying Broker or Dealer  
Required by Rule 17a-5(d)(4) of the Securities and Exchange  
Commission**

**Report of Independent Registered Public Accounting Firm**

To the stockholder of Deson & Co.

We have reviewed management's statements, included in the accompanying Assertions of Exemption of a Non-Carrying Broker or Dealer Required by Rule 17a-5(d)(4) of the Securities and Exchange Commission (Report), in which Deson & Co. (the Company) identified the following provisions of 17 CFR §15c3-3(k) under which it claimed an exemption from 17 CFR §240.15c3-3: (2)(i) (exemption provisions) and the Company stated that it met the identified exemption provisions throughout the most recent fiscal year without exception. The management of the Company 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 compliance by the Company 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 the statements of management. 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 Rule 15c3-3 under the Securities Exchange Act of 1934.

*Wilson Markle Stuckey Hardesty & Bott*

Wilson Markle Stuckey Hardesty & Bott, LLP  
Larkspur, California  
January 11, 2018

# Deson & Co.

945 Encorvado Street, Las Vegas, NV 89138 phone: 917-971-6114 [sdeson@desonco.com](mailto:sdeson@desonco.com)

Assertions of Exemption of a Non-Carrying Broker or Dealer required by  
Rule 17a-5(d)(4) of the Securities and Exchange Commission

January 11, 2018

Wilson Markle Stuckey Hardesty & Bott, LLP  
101 Larkspur Landing Circle  
Suite 200  
Larkspur, CA 94939

Deson & Co. (the Company) is a limited broker-dealer, offering investment banking services. The Company does not directly handle customer funds or securities or any other duties associated with a clearing broker or dealer. The Company is registered with the U.S. Securities and Exchange Commission (SEC) in the event a transaction with a public entity requires a broker-dealer to hold credentials with the SEC.

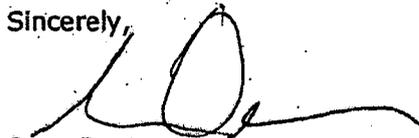
In accordance with Rule 17a-5 of §240 of the Securities and Exchange Act of 1934, the Company performs an annual audit and files "Report pursuant to rule 17a-5 under the securities exchange act of 1934" with the SEC. On that report the Company claims exemption to Rule 15c3-3 based on exemption k (2) (i), which is noted below.

**(k) Exemptions.**

(2) The provisions of this section 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 his activities as a broker or 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 his customers through one or more bank accounts each to be designated as "Special Account for the Exclusive Benefit of Customers of Deson & Co".

The nature of the business of the Company qualifies the firm for this exemption. Further, management has evaluated transactions executed for the year and has verified that no customer funds have been received or distributed for securities transactions or for customer accounts and the Company does not maintain customer accounts. Therefore, the Company has met the identified exemption provisions throughout the recent fiscal year end without exception.

Sincerely,



Sean Deson  
Senior Managing Director