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

EC Mail Processing  
FEB 28 2019  
Washington, DC

SEC FILE NUMBER
8-67371

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 01/01/2018 AND ENDING 12/31/2018  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Union Square Advisors, LLC

OFFICIAL USE ONLY
FIRM I.D. NO.

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

600 Montgomery Street, 22nd Floor

(No. and Street)

San Francisco

CA

94111

(City)

(State)

(Zip Code)

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

Harriet Britt, 415-501-8090

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Armanino LLP

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

50 West San Fernando Road, Suite 600 San Jose

CA

94583

(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)

DMS

## OATH OR AFFIRMATION

I, Harriet Britt, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Union Square Advisors, LLC, as of February 26, 2019, 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

Chief Administrative Officer

Title

\_\_\_\_\_  
Notary Public

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).*

*\*Please see attached California trust with Affiance statements*

**CALIFORNIA JURAT WITH AFFIANT STATEMENT**

**GOVERNMENT CODE § 8202**

- See Attached Document (Notary to cross out lines 1-6 below)
- See Statement Below (Lines 1-6 to be completed only by document signer[s], *not* Notary)

1 \_\_\_\_\_  
 2 \_\_\_\_\_  
 3 \_\_\_\_\_  
 4 \_\_\_\_\_  
 5 \_\_\_\_\_  
 6 \_\_\_\_\_

*Signature of Document Signer No. 1*

*Signature of Document Signer No. 2 (if any)*

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California  
 County of Contra Costa

Subscribed and sworn to (or affirmed) before me  
 on this 26 day of February, 2019,  
 by Harriet Lyne Britt  
 (1) \_\_\_\_\_  
 (and (2) \_\_\_\_\_),  
*Name(s) of Signer(s)*



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

Signature [Handwritten Signature]  
*Signature of Notary Public*

Seal  
 Place Notary Seal Above

**OPTIONAL**

~~Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.~~

**Description of Attached Document**

Title or Type of Document: \_\_\_\_\_ Document Date: \_\_\_\_\_

Number of Pages: \_\_\_\_\_ Signer(s) Other Than Named Above: \_\_\_\_\_

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Member of  
Union Square Advisors LLC  
San Francisco, California

**Opinion on the Financial Statements**

We have audited the accompanying statement of financial condition of Union Square Advisors LLC (the "Company") as of December 31, 2018, and the related statements of income, changes in member'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 Union Square Advisors LLC as of December 31, 2018, and the results of its operations and its cash flows for the year then ended in conformity with the accounting principles generally accepted in the United States of America.

**Change in Accounting Principle**

As described in Note 1 to the financial statements, the Company has changed its method of accounting for revenue in 2018 due to the adoption of Accounting Standards Update No. 2014-09 ("ASU 2014-09"), Revenue from Contracts with Customers ("Topic 606"), and with respect to its presentation of restricted cash on the statement of cash flows in 2018 due to the adoption of ASU 2016-18, Statement of Cash Flows: Restricted Cash. Our opinion is not modified with respect to those matters.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. 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 the 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 included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

### **Auditor's Report on Supplemental Information**

The supplemental information contained in Schedules I and II (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.

*Armanino LLP*  
Armanino<sup>LLP</sup>  
San Jose, California

We have served as the Company's auditor since 2007.

February 22, 2019

UNION SQUARE ADVISORS LLC  
Statement of Financial Condition  
December 31, 2018

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ASSETS

Assets	
Cash and cash equivalents	\$ 2,034,770
Restricted cash	734,751
Certificate of deposit	200,861
Accounts receivable, net of allowance	329,142
Employee advance receivables	3,339
Related party receivables	421,111
Prepaid expenses	224,046
Property and equipment, net	177,454
Intangibles, net	<u>1,866</u>
 Total assets	 <u>\$ 4,127,340</u>

LIABILITIES AND MEMBER'S EQUITY

Liabilities	
Accounts payable and accrued expenses	\$ 403,464
Deferred rent	<u>108,219</u>
Total liabilities	511,683
 Member's equity	 <u>3,615,657</u>
 Total liabilities and member's equity	 <u>\$ 4,127,340</u>

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

UNION SQUARE ADVISORS LLC  
Statement of Income  
For the Year Ended December 31, 2018

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Revenue	
Transaction and advisory fees	\$ 21,636,112
Retainer fees	670,000
Other income	50,437
Total revenue	<u>22,356,549</u>
Expenses	
Compensation and benefits	15,125,699
Occupancy and related	1,630,417
Research service fees	1,075,394
Travel and entertainment	629,254
Professional fees	514,401
Advertising and promotion	382,873
Depreciation and amortization	98,777
Other operating expenses	279,945
Total expenses	<u>19,736,760</u>
Net income	<u>\$ 2,619,789</u>

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

UNION SQUARE ADVISORS LLC  
Statement of Member's Equity  
For the Year Ended December 31, 2018

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Member's equity at December 31, 2017	\$ 3,899,133
Member contributions	5,200,000
Member distributions	(8,103,265)
Net income	<u>2,619,789</u>
Member's equity at December 31, 2018	<u>\$ 3,615,657</u>

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

UNION SQUARE ADVISORS LLC  
Statement of Cash Flows  
For the Year Ended December 31, 2018

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Cash flows from operating activities	
Net income	\$ 2,619,789
Adjustments to reconcile net income to net cash provided by operating activities	
Depreciation and amortization	98,777
Deferred rent	(1,010)
Changes in operating assets and liabilities	
Accounts receivable, net	(180,931)
Employee advance receivables	(3,204)
Related party receivables	(352,248)
Prepaid expenses	(100,961)
Accounts payable and accrued expenses	(23,331)
Net cash provided by operating activities	<u>2,056,881</u>
Cash flows from investing activities	
Purchase of property and equipment	(27,961)
Purchase of certificate of deposit	(200,861)
Net cash used in investing activities	<u>(228,822)</u>
Cash flows from financing activities	
Member contributions	5,200,000
Member distributions	(8,103,265)
Net cash used in financing activities	<u>(2,903,265)</u>
Change in cash, cash equivalents and restricted cash	(1,075,206)
Cash, cash equivalents and restricted cash at beginning of year	<u>3,844,727</u>
Cash, cash equivalents and restricted cash at end of year	<u>\$ 2,769,521</u>
<u>Cash, cash equivalents and restricted cash consisted of the following:</u>	
Cash and cash equivalents	\$ 2,034,770
Restricted cash	<u>734,751</u>
	<u>\$ 2,769,521</u>

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

UNION SQUARE ADVISORS LLC  
Notes to Financial Statements  
December 31, 2018

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1. Nature of Business and Summary of Accounting Policies

Nature of business

Union Square Advisors LLC (the "Company") was formed as a Delaware limited liability company on June 15, 2006 originally as Seacliff Group, LLC and subsequently changed its name to Union Square Advisors LLC. The Company is approved by FINRA as a broker-dealer in California where it is headquartered and New York, where it maintains an office. It is also approved as a broker-dealer in the following states and jurisdictions: Colorado, Connecticut, the District of Columbia, Maryland, Massachusetts, North Carolina, Pennsylvania, Texas, Utah, Virginia, and Washington.

The Company provides customized strategic mergers and acquisitions and private placement advice to technology growth companies.

Revenue recognition

Transaction and advisory fees, including commissions related to private placements of securities, and retainer fees are recognized as earned when all performance obligations are completed according to terms of the contracts. Interest on receivables is recognized in the period due.

Accounts receivable

Accounts receivable consist of client retainer fees receivable and client reimbursables. Client reimbursables consist of out-of-pocket client expenses. The Company uses the allowance method to account for uncollectible accounts. Based on historical write-offs, overall economic conditions, and an evaluation of the current aging status of its receivables, the Company has established an allowance for doubtful accounts at a level considered to be adequate to cover anticipated credit losses on outstanding client receivables. Accounts are monitored by management on an ongoing basis and are written off by the Company when it has been determined that all available collection avenues have been exhausted. Bad debt recoveries are included in income as realized. The allowance for doubtful accounts was \$12,610 at December 31, 2018.

Cash and cash equivalents

The Company classifies highly liquid investments with original maturities of three months or less as cash and cash equivalents. Cash and cash equivalents are held in major financial institutions. Periodically, such deposits may be in excess of federally insured limits.

Restricted cash

Restricted cash represents certificates of deposit held for the Company's letters of credit on its New York and San Francisco lease agreements.

UNION SQUARE ADVISORS LLC  
Notes to Financial Statements  
December 31, 2018

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1. Nature of Business and Summary of Accounting Policies (continued)

Property and equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in other income. Depreciation of furniture, fixtures, equipment, computer hardware, and software is computed using the straight-line method over the estimated useful lives of the assets, ranging from 3 to 5 years. Amortization of leasehold improvements is computed using the straight-line method over the lesser of the estimated useful life of the asset or the term of the lease.

Intangible assets

Intangible assets, which consist of domain names, are stated at cost and amortized over their estimated useful lives of 15 years using the straight-line method.

Long-lived assets

The Company reviews long-lived assets held and used for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to future undiscounted net cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying value of the assets exceeds the fair value of the assets. No impairments have been recognized as of December 31, 2018.

Income taxes

The Company is a limited liability company for federal and state income tax purposes. Under laws pertaining to income taxation of limited liability companies, no federal income tax is paid by the Company. The income or loss of the Company is taxed to the member in its respective return. Accordingly, no provision for income taxes are reflected in the accompanying financial statements.

The Company evaluates its tax positions taken or expected to be taken in the course of preparing tax returns to determine whether the tax positions are "more-likely-than-not" of being sustained by the applicable tax authority. Tax positions not deemed to meet the "more-likely-than-not" threshold are recorded as an expense in the applicable year. As of December 31, 2018, the Company does not have any significant uncertain tax positions for which a reserve would be necessary.

UNION SQUARE ADVISORS LLC  
Notes to Financial Statements  
December 31, 2018

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1. Nature of Business and Summary of Accounting Policies (continued)

Deferred rent

The Company computes rent expense on a straight-line basis for operating leases that contain certain provisions for scheduled rent increases over the lease term. The difference between rent expense and rent payments over the lease term is recorded as a deferred rent liability.

Advertising and Promotion costs

The Company expenses advertising costs as incurred.

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 reporting period. Actual results could differ from those estimates.

Recently Adopted Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers ("Topic 606") ("ASU 2014-09"), which amends the existing accounting standards for revenue recognition. ASU 2014-09 is based on principles that govern the recognition of revenue at an amount an entity expects to be entitled when products or services are transferred to customers. ASU 2014-09 is now effective for the Company's fiscal year beginning January 1, 2018. The Company adopted the provisions of this guidance on January 1, 2018 using the modified retrospective approach. The Company has performed an assessment of its revenue contracts and has not identified any material changes to the timing or amount of its revenue recognition under ASU 2014-09. Therefore, there is no cumulative effect adjustment reflected in the accompanying financial statements. The Company's accounting policies did not change materially as a result of applying the principles of revenue recognition from ASU 2014-09 and are largely consistent with existing guidance and current practices applied by the Company.

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2016-18 ("ASU 2016-18"), Statement of Cash Flows (Topic 230): Restricted Cash. ASU 2016-18 provides a clearer presentation of cash flows for the users of its financial statements. With the update, restricted cash and restricted cash equivalents are included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts reported on the statement of cash flows. The Company adopted the provisions of ASU 2016-18 on January 1, 2018.

UNION SQUARE ADVISORS LLC  
Notes to Financial Statements  
December 31, 2018

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1. Nature of Business and Summary of Accounting Policies (continued)

Recently Issued Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) (“ASU 2016-02”), which establishes a right-of-use model that requires a lessee to record a right-of-use asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either financing or operating, with classification affecting the pattern or expense recognition in the statement of income. ASU 2016-02 will be effective for the Company’s fiscal year beginning January 1, 2019. The Company has identified the affected population of its leases and is currently evaluating the accounting, transition and disclosure requirements of the standard.

2. Net Capital Requirements

Pursuant to the net capital provisions of the U.S. Securities and Exchange Commission Uniform Net Capital Rule (SEC Rule 15c3-1), the Company is required to maintain minimum net capital of the greater of \$5,000 or the ratio of aggregate indebtedness to net capital, as defined. The ratio of the aggregated indebtedness (as defined) to net capital shall not exceed 15 to 1. The rule of the “applicable” exchange also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1. Net capital and the related ratio of aggregate indebtedness to net capital may fluctuate on a daily basis. At December 31, 2018, the Company has net capital of \$1,719,931, which was \$1,685,819 in excess of its required net capital of \$34,112. Assets totaling \$1,891,709 were excluded from the calculation of the Company’s net capital as they were classified as non-allowable assets. The Company’s ratio of aggregate indebtedness to net capital is 0.30 to 1 as of December 31, 2018.

3. Exemption from Rule 15c3-3

The Company operates pursuant to the exemption provisions of (k)(2)(i) under Rule 15c3-3 of the U.S. Securities and Exchange Commission Act of 1934 (reserve requirements for brokers and dealers) in that the Company does not hold funds or securities for customers and it promptly transmits all funds and delivers all securities in connection with its activities as a broker or dealer.

UNION SQUARE ADVISORS LLC  
Notes to Financial Statements  
December 31, 2018

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4. Property and Equipment

Property and equipment consists of the following at December 31, 2018:

Computers and equipment	\$ 429,598
Furniture and fixtures	234,065
Software	31,129
Leasehold improvements	<u>640,715</u>
	1,335,507
Less accumulated depreciation and amortization	<u>(1,158,053)</u>
	<u>\$ 177,454</u>

Depreciation and amortization expense for the year ended December 31, 2018 totaled \$98,310.

5. Intangible Assets

Intangible assets consist of the following at December 31, 2018:

Registered domain name	\$7,000
Less accumulated amortization	<u>(5,134)</u>
	<u>\$1,866</u>

Amortization expense for the year ended December 31, 2018 totaled \$467.

6. Commitments and Contingencies

Leases

The Company leases office space in San Francisco and New York under non-cancelable operating leases, which expire on June 30, 2021. Additionally, the Company leases certain office equipment under non-cancelable operating leases that expire at various dates through January 2022.

UNION SQUARE ADVISORS LLC  
Notes to Financial Statements  
December 31, 2018

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6. Commitments and Contingencies (continued)

Leases (continued)

Future minimum payments under non-cancelable operating leases are as follows:

Year Ending December 31:

2019	\$1,368,335
2020	1,378,418
2021	702,015
2022	<u>1,005</u>
	<u>\$3,449,773</u>

Rent expense for the year ended December 31, 2018 totaled \$1,328,647.

Letters of credit

At December 31, 2018, the Company has letters of credit in the favor of its New York and San Francisco office landlords. The New York office letter of credit is in the amount of \$323,703 and expires August 30, 2021. The San Francisco office letter of credit is in the amount of \$400,000 and expires August 31, 2021.

7. Employee Benefit Plan

The Company has a profit sharing/401(k) plan for the benefit of its employees. The plan was a multiple employer plan offered by Fidelity Investments Retirement Savings Plan. In March 2018, the Company amended and restated the plan by adopting the Union Square Advisors, LLC Retirement Plan, a single employer plan offered by Insperity Retirement Services, LP. The plan covers all eligible employees, and it provides the employees with the opportunity to make contributions to the plan on a tax deferred basis. The Company may make a discretionary contribution; the Company did not make a contribution to the plan during the year ended December 31, 2018.

UNION SQUARE ADVISORS LLC  
Notes to Financial Statements  
December 31, 2018

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8. Concentrations

The Company derives a substantial amount of its revenue from companies in the technology sector. Accordingly, its revenue base and recoverability of its receivables depend to some degree on the economic prosperity of companies within this industry.

In 2018, the Company derived a substantial portion of its revenue from five major customers. Major customers, defined as those customers providing 10% or more of revenue, accounted for approximately 72% of total revenue for the year ended December 31, 2018.

9. Subsequent events

The Company has evaluated subsequent events through February 22, 2019, the date the financial statements were available to be issued. No subsequent events have occurred that would have a material impact on the presentation of the Company's financial statements.

SUPPLEMENTAL INFORMATION

UNION SQUARE ADVISORS LLC  
Schedule I - Computation of Net Capital Under Rule 15c3-1  
of the Securities and Exchange Commission  
As of December 31, 2018

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Computation of net capital	
Member's equity at December 31, 2018	\$ 3,615,657
Non-allowable assets	<u>(1,891,709)</u>
Net capital before haircut on securities position	1,723,948
Haircut on securities	<u>(4,017)</u>
Net capital	<u>\$ 1,719,931</u>
Aggregate indebtedness	<u>\$ 511,683</u>
Computation of net capital requirement	
Net capital requirement (6-2/3% of aggregate indebtedness)	(A) <u>\$ 34,112</u>
Minimum dollar net capital requirement	(B) <u>\$ 5,000</u>
Net capital requirement (greater of (A) or (B))	<u>\$ 34,112</u>
Excess net capital (net capital, less net capital requirement)	<u>\$ 1,685,819</u>
Excess net capital at 1,000% (net capital less 10% of aggregate indebtedness)	<u>\$ 1,668,763</u>
Aggregate indebtedness to net capital	<u>29.75%</u>

There are no material differences between the amounts presented above and the amounts as reported on the Company's unaudited FOCUS Report as of December 31, 2018.

UNION SQUARE ADVISORS LLC  
Schedule II - Computation for Determination of Reserve Requirements and Information  
Relating to Possession or Control Requirements  
Under Rule 15c3-3 of the Securities and Exchange Commission  
For the Year Ended December 31, 2018

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The Company claims exemption from SEC Rule 15c3-3 under subparagraph (k)(2)(i).

The Company has complied with the exemptive provisions of SEC Rule 15c3-3.

**REPORT ON EXEMPTION UNDER SEC RULE 15c3-3**

**Union Square Advisors LLC**

**FOR THE YEAR ENDING DECEMBER 31, 2018**

**SEA 15c3-3 Exemption Report**

I, Harriet Britt, Chief Compliance Officer and Chief Administrative Officer of Union Square Advisors (the "Company") do hereby represent the following:

1. The Company claims the k(2)(i) exemption to SEA §240.15c3-3;
2. The Company met the identified exemption provisions in SEA §240.15c3-3(k) from January 1, 2018 through the remainder of the fiscal year ending December 31, 2018 without exception; and
3. There were no exceptions during the period of January 1, 2018 through December 31, 2018 in meeting the identified exemption provisions of k(2)(i) in SEA §240.15c3-3.

Respectfully Submitted,



Harriet Britt  
Chief Compliance Officer  
Chief Administrative Officer  
Union Square Advisors LLC



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
ON THE REPORT ON EXEMPTION FROM SEC RULE 15c3-3 OF  
UNION SQUARE ADVISORS LLC  
FOR THE YEAR ENDED DECEMBER 31, 2018

To the Member of  
Union Square Advisors LLC  
San Francisco, California

We have reviewed management's statements, included in the accompanying Union Square Advisors LLC Report on Exemption From SEC Rule 15c3-3 for the year ended December 31, 2018, in which (1) Union Square Advisors LLC (the "Company") identified the following provision of 17 C.F.R. §15c3-3(k) under which the Company claimed an exemption from 17 C.F.R. §240.15c3-3 paragraph (k)(2)(i) (the "exemption provisions") and (2) the Company stated that it met the identified exemption provisions throughout the most recent fiscal year 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 the expression of an opinion on management's statements. Accordingly, we do not express such an opinion.

Based upon 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.

*Armanino LLP*

Armanino<sup>LLP</sup>  
San Jose, California

February 22, 2019



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
ON APPLYING AGREED-UPON PROCEDURES ON SCHEDULE  
OF ASSESSMENT AND PAYMENTS (FORM SIPC-7)

To the Member of  
Union Square Advisors LLC  
San Francisco, California

In accordance with Rule 17a-5(e)(4) of the Securities and Exchange Act of 1934 and with the SIPC Series 600 Rules, we have performed the procedures enumerated below, which were agreed to by Union Square Advisors LLC (the "Company") and the Securities Investor Protection Corporation ("SIPC") with respect to the accompanying General Assessment Reconciliation (Form SIPC-7) of the Company for the year ended December 31, 2018, solely to assist you and the SIPC 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 Public Company Accounting Oversight Board (United States). 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 the listed assessment payments in Form SIPC-7 with respective cash disbursements noting no differences;
2. Compared the total revenue amount reported on the annual audited Form X-17A-5 Part III for the year ended December 31, 2018, with the total revenue amount reported in Form SIPC-7 for the year ended December 31, 2018, noting no differences;
3. Compared any adjustments reported in Form SIPC-7 with supporting schedules and working papers noting no differences;
4. Recalculated the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the related schedules and working papers supporting the adjustments noting no differences; and
5. Compared the amount of any overpayment applied to the current assessment with the Form SIPC-7 on which it was originally computed, 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 with the applicable instructions on the Form SIPC-7. 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 listed above and is not intended to be and should not be used by anyone other than these specified parties.

ARMANINO LLP  
Armanino<sup>LLP</sup>  
San Jose, California

February 22, 2019

**SIPC-7**

(36-REV 12/18)

SECURITIES INVESTOR PROTECTION CORPORATION  
P.O. Box 92185 Washington, D.C. 20090-2185  
202-371-8300

**General Assessment Reconciliation**

**SIPC-7**

(36-REV. 12/18)

For the fiscal year ended 12/31/2018  
(Read carefully the instructions in your Working Copy before completing this Form)

**TO BE FILED BY ALL SIPC MEMBERS WITH FISCAL YEAR ENDINGS**

1. Name of Member, address, Designated Examining Authority, 1934 Act registration no. and month in which fiscal year ends for purposes of the audit requirement of SEC Rule 17a-5:

14\*15\*\*\*\*\*2853\*\*\*\*\*MIXED AADC 220  
67371 FINRA DEC  
UNION SQUARE ADVISORS LLC  
800 MONTGOMERY ST 22ND FL  
SAN FRANCISCO, CA 94111-2702

Note: If any of the information shown on the mailing label requires correction, please e-mail any corrections to form@sipc.org and so indicate on the form filed.

Name and telephone number of person to contact respecting this form.  
*Harriet Britt*  
*415-501-8090*

- 2. A. General Assessment (item 2e from page 2) \$ 33,477
- B. Less payment made with SIPC-6 filed (exclude interest) (8,061)  
7/28/2018  
Date Paid
- C. Less prior overpayment applied (\_\_\_\_\_)
- D. Assessment balance due or (overpayment) \_\_\_\_\_
- E. Interest computed on late payment (see instruction E) for \_\_\_\_\_ days at 20% per annum \_\_\_\_\_ 0
- F. Total assessment balance and interest due (or overpayment carried forward) \$ 25,416
- G. PAYMENT:  the box  
Check mailed to P.O. Box  Funds Wired  ACH   
Total (must be same as F above) \$ 25,416
- H. Overpayment carried forward \$(\_\_\_\_\_)

3. Subsidiaries (S) and predecessors (P) included in this form (give name and 1934 Act registration number):  
\_\_\_\_\_  
\_\_\_\_\_

The SIPC member submitting this form and the person by whom it is executed represent thereby that all information contained herein is true, correct and complete.

Union Square Advisors LLC  
(Name of Corporation, Partnership or other organization)  
*Harriet Britt*  
(Authorized Signature)  
Chief Administrative Officer  
(Title)

Dated the 25 day of January, 20 19.

This form and the assessment payment is due 60 days after the end of the fiscal year. Retain the Working Copy of this form for a period of not less than 6 years, the latest 2 years in an easily accessible place.

**SIPC REVIEWER** Dates: \_\_\_\_\_ Postmarked \_\_\_\_\_ Received \_\_\_\_\_ Reviewed \_\_\_\_\_  
Calculations \_\_\_\_\_ Documentation \_\_\_\_\_ Forward Copy \_\_\_\_\_  
Exceptions:  
Disposition of exceptions:

**DETERMINATION OF "SIPC NET OPERATING REVENUES"  
AND GENERAL ASSESSMENT**

Amounts for the fiscal period  
beginning 1/1/2018  
and ending 12/31/2018

Item No.

2a. Total revenue (FOCUS Line 12/Part IIA Line 9, Code 4030)

Eliminate cents  
\$ 22,356,550

2b. Additions:

- (1) Total revenues from the securities business of subsidiaries (except foreign subsidiaries) and predecessors not included above.
- (2) Net loss from principal transactions in securities in trading accounts.
- (3) Net loss from principal transactions in commodities in trading accounts.
- (4) Interest and dividend expense deducted in determining item 2a.
- (5) Net loss from management of or participation in the underwriting or distribution of securities.
- (6) Expenses other than advertising, printing, registration fees and legal fees deducted in determining net profit from management of or participation in underwriting or distribution of securities.
- (7) Net loss from securities in investment accounts.

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

Total additions

2c. Deductions:

- (1) Revenues from the distribution of shares of a registered open end investment company or unit investment trust, from the sale of variable annuities, from the business of insurance, from investment advisory services rendered to registered investment companies or insurance company separate accounts, and from transactions in security futures products.
- (2) Revenues from commodity transactions.
- (3) Commissions, floor brokerage and clearance paid to other SIPC members in connection with securities transactions.
- (4) Reimbursements for postage in connection with proxy solicitation.
- (5) Net gain from securities in investment accounts.
- (6) 100% of commissions and markups earned from transactions in (i) certificates of deposit and (ii) Treasury bills, bankers acceptances or commercial paper that mature nine months or less from issuance date.
- (7) Direct expenses of printing advertising and legal fees incurred in connection with other revenue related to the securities business (revenue defined by Section 16(9)(L) of the Act).
- (8) Other revenue not related either directly or indirectly to the securities business.  
(See Instruction C):

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

expense reimbursements  
(Deductions in excess of \$100,000 require documentation)

38,529

- (9) (i) Total interest and dividend expense (FOCUS Line 22/PART IIA Line 13, Code 4075 plus line 2b(4) above) but not in excess of total interest and dividend income. \$ \_\_\_\_\_
- (ii) 40% of margin interest earned on customers securities accounts (40% of FOCUS line 5, Code 3960). \$ \_\_\_\_\_

Enter the greater of line (i) or (ii)

Total deductions

\_\_\_\_\_

38,529

2d. SIPC Net Operating Revenues

\$ 22,318,021

2e. General Assessment @ .0015

\$ 33,477

(to page 1, line 2.A.)