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

SEC FILE NUMBER
8-52515

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: MTS Securities, LLC

OFFICIAL USE ONLY
FIRM I.D. NO.

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

623 Fifth Avenue 14th Floor

(No. and Street)

New York

NY

10022

(City)

(State)

(Zip Code)

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

Curtis S. Lane

212-887-2100

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Marcum LLP

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

750 Third Avenue, 11th FL. New York

NY

10017

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

SEC  
Mail Processing  
Section

MAR 01 2019

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*\*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)

**Potential persons who are to respond to the collection of  
information contained in this form are not required to respond  
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OATH OR AFFIRMATION

I, CURTIS LANE, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of MTS SECURITIES, LLC, as of DECEMBER 31, 2018, 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

DESIGNATED PRINCIPAL

Title

Danielle O'Hara  
Notary Public

DANIELLE M. O'HARA  
NOTARY PUBLIC, STATE OF NEW YORK  
Registration No. 01OH6183205  
Qualified in New York County  
Commission Expires March 10, 2020

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).

**MTS SECURITIES, LLC**

**STATEMENT OF FINANCIAL CONDITION**

**DECEMBER 31, 2018**

**MTS SECURITIES, LLC**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Member of  
MTS Securities, LLC

**Opinion on the Financial Statement**

We have audited the accompanying statement of financial condition of MTS Securities, LLC (the “Company”) as of December 31, 2018 and the related notes (collectively referred to as the “financial statement”). In our opinion, the statement of financial condition presents fairly, in all material respects, the financial position of the Company as of December 31, 2018 in conformity with accounting principles generally accepted in the United States of America.

**Basis for Opinion**

This financial statement is the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statement 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 statement is free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statement, 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 statement. 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 statement. We believe that our audit provides a reasonable basis for our opinion.

*Marcum LLP*

Marcum LLP

We have served as the Company’s auditor since 2005.

New York, NY  
February 27, 2019



# MTS SECURITIES, LLC

## STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2018

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### Assets

Cash and cash equivalents	\$ 8,992,865
Marketable securities	2,875,905
Non-marketable securities	563,155
Accounts receivable, net	705,250
Deposit	11,379
Prepaid expenses	<u>99,620</u>

**Total Assets** \$ 13,248,174

### Liabilities and Member's Equity

#### Liabilities

Accrued expenses	\$ 33,850
Payable to Parent	1,060,526
Unearned income	<u>25,000</u>

**Total Liabilities** \$ 1,119,376

**Member's Equity** 12,128,798

**Total Liabilities and Member's Equity** \$ 13,248,174

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

# MTS SECURITIES, LLC

## NOTES TO FINANCIAL STATEMENT

DECEMBER 31, 2017

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### NOTE 1 - NATURE OF BUSINESS

MTS Securities, LLC (the “Company”) was organized on August 10, 2001 as a Delaware limited liability company for the purpose of providing financial consulting services, which includes financial valuation and modeling, the preparation of financial and marketing materials, financial structuring and strategic consulting. The Company is a wholly owned subsidiary of MTS Health Partners, L.P. (the “Parent”) and all of the Company’s services are provided in conjunction with, or on behalf of its Parent.

The Company is a broker-dealer registered with the Securities and Exchange Commission (the “SEC”) under the Securities and Exchange Act of 1934. The Company operates under a membership agreement with the Financial Industry Regulatory Authority (“FINRA”) and is a member of the Securities Investor Protection Corp (“SIPC”). The term of the Company shall continue in perpetuity unless the Company is dissolved in accordance with the provisions of its articles of organization.

### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES

#### *BASIS OF PRESENTATION*

The accompanying financial statement has been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”).

#### *USE OF ESTIMATES*

The preparation of a financial statement 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 statement. Actual results could differ from these estimates.

#### *SUBSEQUENT EVENTS*

The Company has evaluated events that occurred subsequent to December 31, 2018 through February 27, 2019, the date these financial statements were available to be issued, for matters that required adjustment to or disclosure in these financial statements. Based upon the evaluation, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment to or disclosure in the financial statements.

# MTS SECURITIES, LLC

## NOTES TO FINANCIAL STATEMENT

DECEMBER 31, 2018

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### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES (CONTINUED)

#### *CASH AND CASH EQUIVALENTS*

The Company considers all highly liquid temporary cash investments with an original maturity of three months or less when purchased to be cash equivalents. At December 31, 2018, the Company had cash equivalents totaling \$612,470.

#### *MARKETABLE AND NON-MARKETABLE SECURITIES*

The Company periodically receives shares of common stock of public companies as compensation for investment banking services. The common stock is restricted and is classified as non-marketable until it may be freely traded, which is conditioned upon the effectiveness of a registration statement covering the securities or upon the satisfaction of the requirements of Rule 144 under the Securities Act of 1933, including the requisite holding period.

As partial compensation for advisory and consulting services, the Company received warrants issued by certain of the Company's clients. The warrants provide the Company with the right to purchase shares of the client's common stock. If the underlying common stock is freely tradable, the warrants are considered marketable. If the underlying common stock is restricted, subject to a registration statement or to satisfying the requirements of Rule 144 under the Securities Act of 1933, the warrants are considered non-marketable.

#### *ACCOUNTS RECEIVABLE AND ALLOWANCE FOR DOUBTFUL ACCOUNTS*

The Company extends unsecured credit in the normal course of business to its clients. The allowance for doubtful accounts reflects management's best estimates of probable losses inherent in the accounts receivable balance. Management determines the allowance based on known troubled accounts, historical experience and other currently available evidence. At December 31, 2018, an allowance for doubtful accounts is not provided, since in the opinion of management, all accounts are deemed collectible.

#### *FAIR VALUE*

ASC 820 – Fair Value Measurement defines fair value, establishes a framework for measuring fair value and establishes a hierarchy of fair value inputs. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market. Valuation techniques that are consistent with the market, income or cost approach, as specified by ASC 820, are used to measure fair value. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

# MTS SECURITIES, LLC

## NOTES TO FINANCIAL STATEMENT

DECEMBER 31, 2018

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### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES (CONTINUED)

#### *FAIR VALUE (CONTINUED)*

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date.
- Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability either directly or indirectly.
- Level 3 – Unobservable inputs for the asset or liability.

#### *INCOME TAXES*

The Company is a Delaware Limited Liability Company (“LLC”) and files consolidated federal, state and local tax returns with its Parent, which is a limited partnership (“LP”). The members of an LLC and partners in an LP are taxed on their proportionate share of a company’s federal and state taxable income. Accordingly, no provision or liability for federal or state income taxes has been included in this financial statement. The Company’s share of the consolidated group’s New York City Unincorporated Business Tax is calculated as if the Company files on a separate return basis and tax payments are paid to the Parent for its proportionate share of taxes.

The Company recognizes and measures its unrecognized tax benefits in accordance with ASC 740 – Income Taxes. Under that guidance, the Company assesses the likelihood, based on their technical merit, that tax positions will be sustained upon examination based on the facts, circumstances and information available at the end of each period. The measurement of unrecognized tax benefits is adjusted when new information is available, or when an event occurs that requires a change.

The Company recognizes the accrual of any interest and penalties related to unrecognized tax benefits. As of December 31, 2018, no liability for unrecognized tax benefits was required to be recorded.

The Parent files income tax returns in its local jurisdictions. The Parent is no longer subject to local income tax examinations by tax authorities for years prior to 2015

# MTS SECURITIES, LLC

## NOTES TO FINANCIAL STATEMENT

**DECEMBER 31, 2018**

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### NOTE 4 - FAIR VALUE

Certain financial instruments are carried at cost on the balance sheet, which approximates fair value due to their short-term, highly liquid nature. These financial instruments include cash, accounts receivable, deposit, prepaid expenses and accounts payable and accrued expenses.

The following table presents the Company's fair value hierarchy for those assets measured at fair value on a recurring basis as of December 31, 2018:

Financial Assets:	Level 1	Level 2	Level 3	Total
Common stock	\$2,875,905	\$ --	\$ --	\$2,875,905
Restricted common stock	542,349	--	--	542,349
Warrants	<u>          --</u>	<u>          --</u>	<u>20,806</u>	<u>20,806</u>
Total	<u>\$ 3,418,254</u>	<u>\$ --</u>	<u>\$ 20,806</u>	<u>\$3,439,060</u>

There were no transfers between Level 1 and Level 2 during the year.

The following is a reconciliation of the beginning and ending balances for financial assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the year ended December 31, 2018:

Financial Assets:	Beginning Balance	Transfers into Level 3	Transfers out of Level 3	Unrealized Losses	Ending Balance
Warrants	<u>\$ 27,283</u>	<u>          --</u>	<u>          --</u>	<u>6,477</u>	<u>\$20,806</u>

The fair values of publicly traded equity securities are based on quoted market prices in active markets for identical assets and are classified as Level 1 in the fair value hierarchy.

Estimated fair values for privately held equity securities are determined using discounted cash flow, earnings multiple and other valuation models that require a substantial level of judgment around inputs and therefore are classified within Level 3 of the fair value hierarchy.

The fair value of warrants is determined using the Black-Scholes model or similar valuation techniques. Valuation inputs used in the Black-Scholes model include observable inputs such as interest rate, expected term and market price of the underlying stock, in addition to unobservable inputs such as stock volatility. As these require significant management assumptions, they are classified as Level 3 in the fair value hierarchy.

# MTS SECURITIES, LLC

## NOTES TO FINANCIAL STATEMENT

DECEMBER 31, 2017

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### NOTE 4- CONCENTRATIONS AND CREDIT RISK

The Company maintains checking and money market accounts in a financial institution. At times, cash may be uninsured or in deposit accounts that exceed the Federal Deposit Insurance Corporation insurance limit. The Company has not experienced any losses in the account.

The Company performs certain credit evaluation procedures and generally does not require collateral. The Company believes that credit risk is limited because the Company routinely assesses the financial strength of its clients, and based upon factors surrounding the credit risk of its clients, establishes an allowance for uncollectible accounts and, therefore, believes that its accounts receivable credit risk exposure beyond such allowances is limited.

At December 31, 2018, one customer accounted for approximately 99% of the Company's accounts receivable.

### NOTE 5 - RELATED-PARTY TRANSACTIONS

The Company has an agreement with its Parent, under which the Parent provides various administrative services in the ordinary course of business in exchange for receiving a service fee. As of December 31, 2018, the Company has a payable to Parent of \$1,060,526.

The accompanying financial statement has been prepared from the separate records maintained by the Company and, due to certain transactions and agreements with affiliated entities may not necessarily be indicative of the financial condition that would have existed had the Company operated as an unaffiliated entity.

### NOTE 7 - NET CAPITAL REQUIREMENTS

The Company is subject to the SEC Uniform Net Capital Rule (SEC Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, should not exceed 15 to 1. At December 31, 2018, the Company had net capital of \$10,172,581, which was \$10,072,581 in excess of its required net capital of \$100,000. The Company's percentage of aggregate indebtedness to net capital was 11.00%.

The Company qualifies under the exemptive provisions of Rule SEC 15c3-3 – Customer Protection – Reserves and Custody of Securities under section (k)(2)(i) as the Company does not carry security accounts for customers or perform custodial functions related to customer securities.