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

SEC FILE NUMBER
8-51965

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 1/1/18 AND ENDING 12/31/18  
 mm/dd/yy mm/dd/yy

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Martin Wolf Securities, LLC  
 ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
7033 E. Greenway Parkway Suite 160  
 (No. and Street)  
Scottsdale Arizona 85254  
 (City) (State) (Zip Code)

OFFICIAL USE ONLY
FIRM I.D. NO.

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Martin D. Wolf 925-355-0110  
 (Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Ernst Wintter & Associates LLP  
 (Name -- if individual, state last, first, middle name)  
675 Ygnacio Valley Road, Suite A200 Walnut Creek California 94596  
 (Address) (City) (State) (Zip Code)

CHECK ONE:

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

<b>FOR OFFICIAL USE ONLY</b>

*\*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)

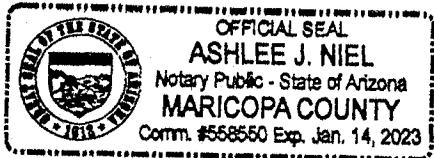
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OATH OR AFFIRMATION

I, Martin Wolf, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Martin Wolf 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:

NONE



Handwritten signature of Martin Wolf on a line labeled 'Signature'. Below it, the word 'Proprietor' is handwritten on a line labeled 'Title'.

Handwritten signature of Ashlee J. Niel on a line labeled '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 Cash Flows.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's 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 Requirement 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).

**NOTARY ACKNOWLEDGEMENT ATTACHMENT**

**for**  
**ANNUAL AUDIT REPORT**

State of Arizona  
County of Maricopa

On this 11 day of MARCH, 2019, before me personally appeared MARTIN DOUGLAS WOLF, whose identity was proven to me on the basis of satisfactory evidence to be the person who he or she claims to be, and acknowledged that he or she signed the above/attached document.



(Affix notary seal here)

*Ashlee J. Niel*

Notary Public

My commission expires on JAN 14, 2023

# **Martin Wolf Securities, LLC**

**December 31, 2018**

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Walnut Creek, CA 94596

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**Report of Independent Registered Public Accounting Firm**

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To the Member of  
Martin Wolf Securities, LLC

**Opinion on the Financial Statements**

We have audited the accompanying statement of financial condition of Martin Wolf Securities, LLC (the "Company") as of December 31, 2018, the related statements of income, changes in member's equity, and cash flows for the year then ended, and the related notes and schedules I and II (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, 2018, 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.

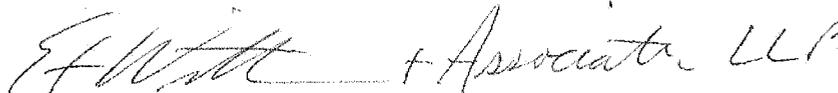
**Basis for Opinion**

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 Martin Wolf Securities, LLC 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.

**Supplemental Information**

Schedules I and II have 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, Schedules I and II are fairly stated, in all material respects, in relation to the financial statements as a whole.

 + Associates LLP

We have served as Martin Wolf Securities, LLC's auditor since 2000.  
Walnut Creek, California  
March 12, 2019

# Martin Wolf Securities, LLC

## Statement of Financial Condition

December 31, 2018

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### Assets

Cash and cash equivalents	\$ 1,563,878
Accounts receivable	69,415
Prepaid expense	1,898
<b>Total Assets</b>	<b>\$ 1,635,191</b>

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### Liabilities and Member's Equity

#### Liabilities

Accounts payable and accrued expenses	\$ 28,935
Unearned income	36,667
Due to member	32,848
<b>Total Liabilities</b>	<b>98,450</b>

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<b>Member's Equity</b>	<b>1,536,741</b>
<b>Total Liabilities and Member's Equity</b>	<b>\$ 1,635,191</b>

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See accompanying notes.

# Martin Wolf Securities, LLC

## Statement of Income

For the Year Ended December 31, 2018

<b>Revenue</b>	
Investment banking fees	\$ 2,722,508
Interest and other income	4,885
<b>Total Revenue</b>	<b>2,727,393</b>
<b>Expenses</b>	
Professional fees	25,170
Regulatory fees	11,045
Operating expenses	64,018
<b>Total Expenses</b>	<b>100,233</b>
<b>Net Income</b>	<b>\$ 2,627,160</b>

See accompanying notes.

**Martin Wolf Securities, LLC**

**Statement of Changes in Member's Equity**

**For the Year Ended December 31, 2018**

January 1, 2018	\$	726,581
Distributions		(1,817,000)
Net income		2,627,160
<b>December 31, 2018</b>	<b>\$</b>	<b>1,536,741</b>

See accompanying notes.

# Martin Wolf Securities, LLC

## Statement of Cash Flows

For the Year Ended December 31, 2018

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### Cash Flows from Operating Activities

Net income	\$ 2,627,160
Adjustments to reconcile net income to net cash provided by operating activities:	
(Increase) decrease in:	
Accounts receivable	215,901
Prepaid expenses	1,325
Increase (decrease) in:	
Accounts payable and accrued expenses	241
Unearned income	36,667
Due to member	(5,328)
<b>Net Cash Provided by Operating Activities</b>	<b>2,875,966</b>

### Cash Flows from Financing Activities

Distributions	(1,817,000)
<b>Net Cash Used in Financing Activities</b>	<b>(1,817,000)</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>1,058,966</b>
Cash and cash equivalents at beginning of year	504,912
<b>Cash and Cash Equivalents at End of Year</b>	<b>\$ 1,563,878</b>

See accompanying notes.

# **Martin Wolf Securities, LLC**

## **Notes to the Financial Statements**

**December 31, 2018**

### **1. Organization**

Martin Wolf Securities, LLC (the "Company") was organized as a California limited liability company on June 25, 1999 and terminates on June 25, 2029 unless extended or terminated sooner. In 2018, the Company became an Arizona limited liability company. The Company is a wholly owned subsidiary of Martin Wolf Associates Incorporated ("MWA") and operates in Scottsdale, Arizona. The Company is registered with the Securities and Exchange Commission as a securities broker dealer and engages in mergers and acquisition consulting primarily with high technology companies on a fee basis.

### **2. Significant Accounting Policies**

#### **Cash and Cash Equivalents**

The Company considers all demand deposits held in banks and certain highly liquid investments with original maturities of three months or less, other than those held for sale in the ordinary course of business, to be cash equivalents.

#### **Accounts Receivable**

Accounts receivable are carried at the invoiced or contract amounts. The allowance for doubtful accounts is based on management's estimate of the amount of probable credit loss in existing accounts receivable. The Company considers accounts receivable to be fully collectible, and accordingly, no allowance for doubtful accounts has been provided.

#### **Use of Estimates**

The preparation of financial statements in accordance 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 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 and may have an impact on future periods.

#### **Fair Value of Financial Instruments**

Unless otherwise indicated, the fair values of all reported assets and liabilities that represent financial instruments (none of which are held for trading purposes) approximate the carrying values of such amounts.

#### **Income Taxes**

The Company is a single member limited liability company and is treated as a disregarded entity for tax purposes. In lieu of income taxes, the Company passes 100% of its taxable income and expenses to its sole member. Therefore, no provision or liability for federal or state income taxes is included in these financial statements. However, the Company is subject to the annual California LLC tax of \$800 and the California LLC fee based on gross revenue. The Company is no longer subject to examinations by major tax jurisdictions for years before 2014.

# Martin Wolf Securities, LLC

## Notes to the Financial Statements

December 31, 2018

### 3. Fair Value Measurements

The Fair Value Measurements Topic of the FASB Accounting Standards Codification establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1      Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to 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.

#### Determination of Fair Value

Under the Fair Value Measurements Topic of the FASB Accounting Standards Codification, the Company bases its fair value on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between participants at the measurement date. It is the Company's policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon management's own estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, that could significantly affect the results of current or future value.

Following is a description of valuation methodologies used for assets recorded at fair value.

#### Money Market Funds

Money market funds are invested in Schwab's treasury and government short-term funds and are valued at closing price in active market.

#### Assets and Liabilities Measured and Recognized at Fair Value on a Recurring Basis

The table below presents the amounts of assets measured at fair value on a recurring basis as of December 31, 2018:

	Level 1	Level 2	Level 3	Total
Assets at fair value				
Money market funds \$	1,002,285	\$ -	\$ -	\$ 1,002,285
Total assets at fair value \$	1,002,285	\$ -	\$ -	\$ 1,002,285

# **Martin Wolf Securities, LLC**

## **Notes to the Financial Statements**

**December 31, 2018**

### **4. Net Capital Requirements**

The Company is subject to the Securities and Exchange Commission's uniform net capital rule (Rule 15c3-1) which requires the Company to maintain a minimum net capital equal to or greater than \$5,000 and a ratio of aggregate indebtedness to net capital not exceeding 15 to 1, both as defined. At December 31, 2018, the Company's net capital was \$1,445,382 which exceeded the requirement by \$1,438,819.

### **5. Risk Concentration**

Due to the nature of the merger and acquisition business, the Company's investment banking fees during the year were primarily the result of a few transactions. Approximately 76% of revenue was generated from one customer. At December 31, 2018 96% of accounts receivable was due from one customer.

Deposits at a financial institution exceeded the federally insured limits by \$312,246.

### **6. Related Party Transaction**

MWA provides office space and pays most overhead expenses for the Company. The Company's results of operations and financial position could differ significantly from those that would have been obtained if the entities were autonomous. At December 31, 2018, \$32,848 was due to MWA for reimbursable expenses collected on its behalf.

### **7. Revenue from Contracts with Customers:**

On January 1, 2008 the Company adopted ASU 2014-09, "Revenue from Contracts with Customers" using the full retrospective method. Revenue from contracts with customers is recognized when, or as, the Company satisfies its performance obligations by transferring the promised goods or services to the customers. A good or service is transferred to a customer when, or as, the customer obtains control of that good or service. A performance obligation may be satisfied over time or at a point in time. Revenue from a performance obligation satisfied at a point in time is recognized at the point in time that the Company determines the customer obtains control over the promised good or service. The amount of revenue recognized reflects the consideration to which the Company expects to be entitled in exchange for those promised goods or services (i.e., the "transactions price"). In determining the transaction price, the Company considers multiple factors, including the effects of variable consideration. Variable consideration is included in the transaction price only to the extent it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainties with respect to the amount are resolved. In determining when to include variable consideration in the transaction price, the Company considers the range of possible outcomes, the predictive value of the Company's past experiences, the time period of when uncertainties expect to be resolved and the amount of consideration that is susceptible to factors outside of the Company's influence, such as market volatility or the judgment and actions of third parties.

# Martin Wolf Securities, LLC

## Notes to the Financial Statements

December 31, 2018

### 7. Revenue from Contracts with Customers (Continued):

The following provides detailed information on the recognition of the Company's revenues from contracts with customers:

**Investment banking fees:** The Company provides advisory services on mergers and acquisitions (M&A). The fees are either fixed or variable. The variable consideration cannot be determined until after a transaction closes and are based on a percentage of the transaction value. Revenue for advisory arrangements is generally recognized at the point in time that performance under the arrangement is completed (the closing date of the transaction) or the contract is cancelled. However, for certain contracts, revenue is recognized over time for advisory arrangements in which the performance obligations are simultaneously provided by the Company and consumed by the customer.

#### *Disaggregated Revenue from Contracts with Customers*

The following table presents revenue by major source for the year ended December 31, 2018:

Revenues from contracts with customers:

Investment banking fees	
Success fees	\$ 2,228,130
Commitment and retainer fees	438,958
Expense reimbursement income	<u>55,420</u>
Total investment banking fees	<u>\$ 2,722,508</u>

#### *Contract Balances*

Retainers and other fees received from customers prior to completion of a performance obligation are reflected as unearned income. Unearned income at December 31, 2018 and January 1, 2018 were \$36,667 and \$0, respectively. The timing of the Company's revenue recognition may differ from the timing of payment by its customers. The Company records receivables when revenue is recognized prior to payment and it has an unconditional right to payment. Alternatively, when payment precedes the provision of the related services, the Company records deferred revenue until the performance obligations are satisfied.

The Company had receivables related to revenues from contracts with customers of \$69,415 and \$285,316 at December 31, 2018 and January 1, 2018, respectively. The Company had no significant impairments related to these receivables during the year ended December 31, 2018. The Company recognizes revenue from expense reimbursements on a gross basis and includes this income in investment banking fees on the accompanying statement of income. Direct costs to obtain or fulfill a contract are evaluated under the criteria for capitalization. There were no capitalized costs at December 31, 2018.

The Company has performed an assessment of its revenue contracts as well as worked with industry participants on matters of interpretation and application and has not identified any material changes to the timing or amount of its revenue recognition under ASU 2014-09. 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.

# **Martin Wolf Securities, LLC**

## **Notes to the Financial Statements**

**December 31, 2018**

### **8. Recently Issued Accounting Pronouncements, Not Yet Adopted**

**Financial Instruments - Credit Losses:** In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326)" ("ASU 2016-13"), which will change the impairment model for most financial assets and require additional disclosures. The amended guidance requires financial assets that are measured at amortized cost be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial assets. The amended guidance also requires us to consider historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount in estimating credit losses. ASU 2016-13 is effective for us commencing in the first quarter of fiscal 2020 and will be applied through a cumulative-effect adjustment to retained earnings at the beginning of the year of adoption. Early adoption is permitted. We are evaluating the impact of the adoption of this standard on our financial statements and do not expect a material impact.

### **9. Subsequent Events**

The Company has evaluated subsequent events through March 12, 2019, the date which the financial statements were issued.

***SUPPLEMENTAL INFORMATION***

**Martin Wolf Securities, 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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<b>Net Capital</b>	
Total member's equity	\$ 1,536,741
Less: Non-allowable assets	
Accounts receivable	69,415
Prepaid expenses	1,898
<b>Total non-allowable assets</b>	<b>71,313</b>
Net capital before haircuts	1,465,428
Less: haircuts	20,046
<b>Net Capital</b>	<b>\$ 1,445,382</b>
Net minimum capital requirement of 6 2/3% of aggregate indebtedness of \$98,450 or \$5,000, whichever is greater	6,563
<b>Excess Net Capital</b>	<b>\$ 1,438,819</b>

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**Reconciliation with Company's Net Capital Computation (Included in Part II of Amended Form X-17A5 as  
of December 31, 2018)**

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**There were no material differences noted in the Company's net capital computation at December 31, 2018**

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See accompanying notes.

**Martin Wolf Securities, LLC**  
**Schedule II**

**Computation for Determination of Reserve Requirements Under  
Rule 15c3-3 of the Securities and Exchange Commission**

**For the Year Ended December 31, 2018**

An exemption from Rule 15c3-3 is claimed, based upon section (k)(2)(i). All customer transactions processed in accordance with Rule 15c3-1(a)(2).

**Information Relating to Possession or Control Requirements Under  
Rule 15c3-3 of the Securities and Exchange Commissions**

**For the Year Ended December 31, 2018**

An exemption from Rule 15c3-3 is claimed, based upon section (k)(2)(i).

675 Ygnacio Valley Road, Suite A200  
Walnut Creek, CA 94596

(925) 933-2626  
Fax (925) 944-6333

**Review Report of Independent Registered Public Accounting Firm**

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To the Member of  
Martin Wolf Securities, LLC

We have reviewed management's statements, included in the accompanying SEA 15c3-3 Exemption Report, in which (1) Martin Wolf Securities, LLC (the "Company") identified the following provisions of 17 C.F.R. §15c3-3(k) under which the Company claimed an exemption from 17 C.F.R. §240.15c3-3: (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 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.

 + Associates LLP

Walnut Creek, California  
March 12, 2019

**SEA 15c3-3 Exemption Report**

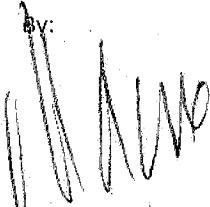
Martin Wolf Securities, LLC (the "Company") is a registered broker-dealer subject to Rule 17a-5 promulgated by the Securities and Exchange Commission (17 C.F.R. §240.17a-5, "Reports to be made by certain brokers and dealers"). This Exemption Report was prepared as required by 17 C.F.R. §240.17a-5(d)(1) and (4). To the best of its knowledge and belief, the Company states the following:

(1) The Company claimed an exemption from 17 C.F.R. §240.15c3-3 under the following provisions of 17 C.F.R. §240.15c3-3 (k)(2)(i)

(2) The Company met the identified exemption provisions in 17 C.F.R. §240.15c3-3(k) throughout the most recent fiscal year ended December 31, 2018 without exception.

Martin Wolf Securities, LLC

I, Martin D. Wolf, affirm that, to my best knowledge and belief, this exemption report is true and correct.

By:   
Martin D. Wolf  
President

February 15, 2019