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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

ANNUAL REPORTS  
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PART III  
XXXXXXXX

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Information Required Pursuant to Rules 17a-5, 17a-12, and 18a-7 under the Securities Exchange Act of 1934

FILING FOR THE PERIOD BEGINNING 09/17/2021 AND ENDING 12/31/2021  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF FIRM: Constellation P2P, LLC

TYPE OF REGISTRANT (check all applicable boxes):

- Broker-dealer  Security-based swap dealer  Major security-based swap participant  
 Check here if respondent is also an SEC derivatives dealer

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use a P.O. box no.)

2 14th Street - Apt 722

(No. and Street)

Hoboken

NJ

07030

(City)

(State)

(Zip Code)

PERSON TO CONTACT WITH REGARD TO THIS FILING

Patrick J Maron

516 287 2726

pat@finopevcs.com

(Name)

(Area Code - Telephone Number)

(Email Address)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose reports are contained in this filing\*

RBSM LLP

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

805 Third Avenue - Ste 1430

New York

NY

10022

(Address)

(City)

(State)

(Zip Code)

09/24/2003

387

(Date of Registration with PCAOB) (if applicable)

(PCAOB Registration Number, if applicable)

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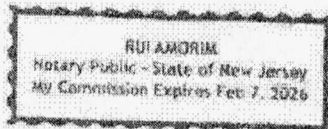
\* Claims for exemption from the requirement that the annual reports be covered by the reports of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis of the exemption. See 17 CFR 240.17a-5(e)(1)(ii), if applicable.

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

RMS

**OATH OR AFFIRMATION**

I, Oliver Esslinger, swear (or affirm) that, to the best of my knowledge and belief, the financial report pertaining to the firm of Constellation P2P, LLC as of December 31, 2021 is true and correct. I further swear (or affirm) that neither the company nor any partner, officer, director, or equivalent person, as the case may be, has any proprietary interest in any account classified solely as that of a customer.

Signature: Oliver Esslinger  
 Title: CEO

Notary Public

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

- (a) Statement of financial condition.
- (b) Notes to consolidated statement of financial condition.
- (c) Statement of income (loss) or, if there is other comprehensive income in the period(s) presented, a statement of comprehensive income (as defined in § 210.2-02 of Regulation S-X).
- (d) Statement of cash flows.
- (e) Statement of changes in stockholders' or partners' or sole proprietor's equity.
- (f) Statement of changes in liabilities subordinated to claims of creditors.
- (g) Notes to consolidated financial statements.
- (h) Computation of net capital under 17 CFR 240.15c3-1 or 17 CFR 240.18a-1, as applicable.
- (i) Computation of tangible net worth under 17 CFR 240.18a-2.
- (j) Computation for determination of customer reserve requirements pursuant to Exhibit A to 17 CFR 240.15c3-3.
- (k) Computation for determination of security-based swap reserve requirements pursuant to Exhibit B to 17 CFR 240.15c3-3 or Exhibit A to 17 CFR 240.18a-4, as applicable.
- (l) Computation for Determination of PAB Requirements under Exhibit A to § 240.15c3-3.
- (m) Information relating to possession or control requirements for customers under 17 CFR 240.15c3-3.
- (n) Information relating to possession or control requirements for security-based swap customers under 17 CFR 240.15c3-3(p)(2) or 17 CFR 240.18a-4, as applicable.
- (o) Reconciliations, including appropriate explanations, of the FOCUS Report with computation of net capital or tangible net worth under 17 CFR 240.15c3-1, 17 CFR 240.18a-1, or 17 CFR 240.18a-2, as applicable, and the reserve requirements under 17 CFR 240.15c3-3 or 17 CFR 240.18a-4, as applicable, if material differences exist, or a statement that no material differences exist.
- (p) Summary of financial data for subsidiaries not consolidated in the statement of financial condition.
- (q) Oath or affirmation in accordance with 17 CFR 240.17a-5, 17 CFR 240.17a-12, or 17 CFR 240.18a-7, as applicable.
- (r) Compliance report in accordance with 17 CFR 240.17a-5 or 17 CFR 240.18a-7, as applicable.
- (s) Exemption report in accordance with 17 CFR 240.17a-5 or 17 CFR 240.18a-7, as applicable.
- (t) Independent public accountant's report based on an examination of the statement of financial condition.
- (u) Independent public accountant's report based on an examination of the financial report or financial statements under 17 CFR 240.17a-5, 17 CFR 240.18a-7, or 17 CFR 240.17a-12, as applicable.
- (v) Independent public accountant's report based on an examination of certain statements in the compliance report under 17 CFR 240.17a-5 or 17 CFR 240.18a-7, as applicable.
- (w) Independent public accountant's report based on a review of the exemption report under 17 CFR 240.17a-5 or 17 CFR 240.18a-7, as applicable.
- (x) Supplemental reports on applying agreed-upon procedures, in accordance with 17 CFR 240.15c3-1e or 17 CFR 240.17a-12, as applicable.
- (y) Report describing any material inadequacies found to exist or found to have existed since the date of the previous audit, or a statement that no material inadequacies exist, under 17 CFR 240.17a-12(k).
- (z) Other: \_\_\_\_\_

\*\*To request confidential treatment of certain portions of this filing, see 17 CFR 240.17a-5(e)(3) or 17 CFR 240.18a-7(d)(2), as applicable.



Accountants & Advisors

805 Third Avenue  
14<sup>TH</sup> Floor  
New York, NY 10022  
212.838.5100  
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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Managing Member of  
Constellation P2P, LLC  
Hoboken, NJ

***Opinion on the Financial Statements***

We have audited the accompanying statement of financial condition of Constellation P2P, LLC (the "Company"), as of December 31, 2021, and the related statement of operations and changes in members' equity and cash flows for the period September 17, 2021 (commencement of operations) and the related notes to the financial statements (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, 2021 and the results of its operations and its cash flows for the period 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 the Company in accordance with the U.S. federal securities laws and 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. 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 financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

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

The supplemental information required by Rule 17a-5 under the Securities Exchange Act of 1934 ("SEA") 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 information in 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 supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including their form and content, are 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.

**RBSM LLP**

We have served as the Company's auditor since 2021.

New York, NY  
February 22, 2022

**Constellation P2P, LLC**  
**Statement of Financial Condition**  
**December 31, 2021**

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**Assets**

Cash and cash equivalents	\$ 115,505
Prepaid expenses	<u>5,900</u>

**Total assets** \$ 121,405

**Liabilities and Member's Equity**

**Liabilities**

Accrued professional fees	\$ 12,250
Payable to Parent	<u>9,478</u>
Total	<u>21,728</u>

**Commitments and contingencies**

Member's equity 99,677

**Total liabilities and member's equity** \$ 121,405

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

**Constellation P2P, LLC**

**Statement of Operations**

**September 17, 2021 (commencement of operations) to December 31, 2021**

<b>Revenues</b>	<u>\$</u>	<u>-</u>
<b>Expenses</b>		
Employee compensation and benefits	\$	11,802
Professional fees		20,945
Technology and communications		780
Regulatory		655
Other		285
		<u>34,467</u>
<b>Net loss</b>	<u>\$</u>	<u>(34,467)</u>

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

**Constellation P2P, LLC**  
**Statement of Changes in Member's Equity**  
**For the period September 17, 2021 (commencement of operations) to December 31, 2021**

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Member's equity, September 16, 2021	\$	134,144
Net loss		<u>(34,467)</u>
Member's equity, December 31, 2021	\$	<u>99,677</u>

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

**Constellation P2P, LLC**

**Statement of Cash Flows**

**For the period September 17, 2021 (commencement of operations) to December 31, 2021**

<b>Cash flows from operating activities</b>	
Net loss	\$ (34,467)
Adjustments to reconcile net loss to net cash used in operating activities	
Net change in operating assets and liabilities	
Increase in accrued professional fees	10,729
Increase in payable to Parent	9,478
Increase in prepaid expenses	4,135
<b>Net cash used in operating activities</b>	<u>(10,125)</u>
<b>Cash and Cash Equivalents - September 16, 2021</b>	<u>125,630</u>
<b>Cash and Cash Equivalents - December 31, 2021</b>	<u>\$ 115,505</u>

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

**Constellation P2P, LLC**  
**Notes to Financial Statements**  
**For the Period September 17, 2021 (commencement of operations) to December 31, 2021**

**1. Organization**

Constellation P2P, LLC (the "Company"), formed on April 21, 2020, is a Delaware limited liability company which is wholly owned by FinOptSys, Inc. (the "Parent") which is incorporated in Delaware. The Company registered as a broker-dealer with the Securities and Exchange Commission ("SEC") and the Financial Industry Regulatory Authority, Inc. ("FINRA") and was permitted to commence operations on September 17, 2021.

Although no transactions have taken place as of December 31, 2021, the Company will collect commission/fee transaction proceeds resulting from the execution of securities orders for institutional investors. These orders will be negotiated/introduced on the Company's Parent's platform and executed off the platform.

The liability of a limited liability company's member for the losses, debts and obligations of the Company is generally limited to its capital contributions.

**2. Summary of Significant Accounting Policies**

**Basis of Presentation**

The accompanying financial statements of the Company have been prepared on the accrual basis of accounting.

**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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

**Cash and Cash Equivalents**

Cash and cash equivalents include highly liquid investments with maturities of three months or less. The Company's cash balances are insured up to \$250,000 by the Federal Deposit Insurance Corporation.

**Revenues**

The Company will endeavor to operate serving institutional investors through activities which consist solely of supporting communication tools for peer-to-peer securities finance orders and utilizing straight through processing where applicable via the Company's Parent's platform. Securities finance orders will not be effected on the platform nor will the Company provide execution, settlement, clearing or custody services – rather all such activities will occur on a bilateral basis between each customer off-platform.

The Company will charge customers a brokerage commission based on the underlying notional amount of the transactions agreed through the platform.

**Constellation P2P, LLC**

**Notes to Financial Statements**

**For the Period September 17, 2021 (commencement of operations) to December 31, 2021**

The Company does not have any performance obligations in that customer activities generating revenues will be effected solely between the customers.

**Income Taxes**

The Company is a disregarded entity for income tax purposes as its results of operations are included in the income tax returns of its Parent. As of December 31, 2021, the Company has not recognized any contingencies in the financial statements related to uncertain tax positions. There are no uncertain tax positions requiring disclosure.

**Office Lease**

As the Company's office lease does not exceed one year, it is not subject to ASC 842 *Leases*.

**Evaluation of Subsequent Events**

The Company has evaluated subsequent events through February 22, 2022, the date the financial statements were available for issuance.

**Recent Accounting Pronouncements**

The Company has reviewed recently issued accounting pronouncements and determined that they will not have a material impact on the Company's financial statements.

**3. Net Capital Requirements**

The Company is subject to the SEC Uniform Net Capital Rule (SEC Rule 15c3-1, the "Rule"), which requires the maintenance of minimum net capital of the greater of \$5,000 or 6 2/3% of aggregate indebtedness (12.5% of aggregate indebtedness during its initial year of operations).

At December 31, 2021, the Company had net capital, as defined, of \$93,777, which exceeded the required minimum net capital of \$5,000 by \$88,777. Aggregate indebtedness at December 31, 2021 totaled \$21,728. The percentage of aggregate indebtedness to net capital was 23.17%.

**4. Related Party Transactions – Allocated Expenses**

The Company and the Parent entered into an Administrative Services Agreement (the "Agreement") in a manner consistent with Securities and Exchange Commission (SEC) rules 15c3-1, 17a-3, 17a-4 and 17a-5 and other relevant SEC and Financial Industry Regulatory Authority (FINRA) regulations and interpretations, whereas the Parent agrees to pay certain of the administrative and other expenses relating to the operation of the Company and the Company agrees to reimburse the Parent for such expenses. Expenses covered by the Agreement for the period September 17, 2021 to December 31, 2021 aggregated \$11,802, and consisted of employee compensation and benefits which is also reflected in the accompanying statement of operations and in the statement of financial condition in the amount of \$9,478 as payable to Parent.

**Constellation P2P, LLC**  
**Computation of Net Capital**  
**Under Rule 15c3-1 of the Securities and Exchange Commission**  
**December 31, 2021**

Schedule I

<b>Net capital:</b>	
Total member's equity	\$ 99,677
Deduct nonallowable assets:	
Prepaid expenses	5,900
	<u>5,900</u>
Net capital before haircuts on securities (tentative net capital)	93,777
Haircuts on securities	
	<u>-</u>
<b>Net capital</b>	<b><u>\$ 93,777</u></b>
<b>Aggregate indebtedness:</b>	
Accrued professional fees	12,250
Payable to Parent	9,478
	<u>21,728</u>
Total aggregate indebtedness	<b><u>\$ 21,728</u></b>
<b>Computation of basic net capital requirement:</b>	
Minimum net capital requirement (12 1/2 % of aggregate indebtedness or \$5,000, whichever is greater)	\$ 5,000
<b>Excess net capital</b>	<b><u>\$ 88,777</u></b>
<b>Percentage of aggregate indebtedness to net capital</b>	<b><u>23.17%</u></b>

**Constellation P2P, LLC**

**Schedule II**

**Computation for Determination of Reserve Requirement Under Rule 15c3-3  
of the Securities and Exchange Commission  
December 31, 2021**

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The Company did not claim an exemption under paragraph (k) of Rule 15c3-3, in reliance on Footnote 74 to SEC release 34-70073.

The Company will collect commission/fee transaction proceeds resulting from the execution of security orders for institutional investors. These orders will be negotiated/introduced on the Company's Parent's platform and executed off the platform. *(No such transactions took place during the period September 17, 2021 (commencement of operations) through December 31, 2021)*

The Company represents that during the reporting period it

- (1) did not directly or indirectly receive, hold, or otherwise owe funds or securities for or to customers
- (2) did not carry accounts of or for customers
- (3) did not carry PAB accounts (as defined in Rule 15c3-3)

Constellation P2P, LLC

Schedule III

Reconciliations

Under Rule 17a-5(d)(2) of the Securities and Exchange Commission  
December 31, 2021

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A. Reconciliation of Computation of Net Capital

1. Net capital, per FOCUS Report, Part IIA	\$	<u>93,777</u>
Net Capital, per schedule I	\$	<u>93,777</u>
2. Aggregate indebtedness per FOCUS Report, Part IIA	\$	<u>21,728</u>
Aggregate indebtedness, per schedule I	\$	<u>21,728</u>

**RBSM** LLP

Accountants & Advisors

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14<sup>TH</sup> Floor  
New York, NY 10022  
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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Managing Member of  
Constellation P2P, LLC  
Hoboken, NJ

We have reviewed management's statements, included in the accompanying Exemption Report, in which (1) Constellation P2P, LLC (the Company) did not claim an exemption under paragraph (k) of 17 C.F.R. §240.15c3-3 and (2) the Company is filing this Exemption Report relying on Footnote 74 of the SEC Release No. 34-70073 adopting amendments to 17 C.F.R. §240.17a-5 because the Company limits its business activities exclusively to participating in distributions of securities (other than firm commitment underwritings) in accordance with the requirements of paragraphs (a) or (b)(2) of 17 C.F.R. §240.15c2-4. In addition, the Company did not directly or indirectly receive, hold, or otherwise owe funds or securities for or to customers, other than money or other consideration received and promptly transmitted in compliance with paragraph (a) or (b)(2) of Rule 15c2-4 and/or funds received and promptly transmitted for effecting transactions via subscriptions on a subscription way basis where the funds are payable to the issuer or its agent and not to the Company; did not carry accounts of or for customers; and did not carry PAB accounts (as defined in Rule 15c3-3) throughout the period September 17, 2021 to December 31, 2021 without exception.

Constellation P2P, LLC's management is responsible for compliance with the exemption provisions and its statements.

Our review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included inquiries and other required procedures to obtain evidence about Constellation P2P, LLC's compliance with the exemption provisions. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's statements. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to management's statements referred to above for them to be fairly stated, in all material respects, based upon the Company's business activities contemplated by Footnote 74 of the SEC Release No. 34-70073 adopting amendments to 17 C.F.R. § 240.17a-5, and related SEC Staff Frequently Asked Questions.

**RBSM LLP**

New York, NY  
February 22, 2022

New York, NY Washington DC Mumbai & Pune, India San Francisco, CA Las Vegas, NV Beijing, China Athens, Greece

Member: ANTEA Alliance with offices in major cities worldwide

Rule 15c3-3 Exemption Report  
December 31, 2021


Constellation P2P, LLC ("the Company")

The Company, to its best knowledge and belief, during the period September 17, 2021 to December 31, 2021, did not claim an exemption under paragraph (k) of Rule 15c3-3, in reliance on Footnote 74 to SEC release 34-70073.

The Company will collect commission/fee transaction proceeds resulting from the execution of securities orders for institutional investors. These orders are negotiated/introduced on the Company's Parent's platform and executed off the platform. *(No such transactions took place during the period September 17, 2021 (commencement of operations) through December 31, 2021).*

The Company represents that during the reporting period it

- (1) did not directly or indirectly receive, hold, or otherwise owe funds or securities for or to customers
- (2) did not carry accounts of or for customers
- (3) did not carry PAB accounts (as defined in Rule 15c3-3)

Designed by:  
  
338275708847110

Name: Oliver Esslinger  
Title: CCO  
Date: February 22, 2022