

**Part 2A Appendix 1B of Form ADV:
Wrap Fee Program Brochure – Independent Advisors Wrap Fee Program**

Item 1. Cover Page

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**INDEPENDENT ADVISORS
WRAP FEE PROGRAM**

This wrap fee program brochure provides information about the qualifications and business practices of Dominick & Dominick LLC. If you have any questions about the contents of this brochure, please contact us at (212) 558-8800 or info@dominickanddominick.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Dominick & Dominick LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

The registration of Dominick & Dominick LLC as a “registered investment adviser” does not imply a certain level of skill or training.

September 30, 2012

ITEM 2. SUMMARY OF MATERIAL CHANGES

The United States Securities and Exchange Commission requires that we provide to all clients an annual summary of material changes in ADV Part 2A. This summary discusses only specific material changes that we made to this brochure since the brochure dated March 25, 2011.

- Under Educational and Business Background of Our Executives, Alex Seiler has become President and Chief Executive Officer, effective October 1, 2012.

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Item 4. Services, Fees and Compensation

Dominick & Dominick LLC is a federally registered investment adviser and broker-dealer that provides personalized investment advisory services to individuals, pension and profit sharing plans, individual retirement accounts, trusts, estates, charitable organizations and corporations on a discretionary and non-discretionary basis in accordance with our clients' stated investment objectives and policies. Any reference in this brochure to "we," "us," "our" or "D&D" refer to Dominick & Dominick LLC.

D&D sponsors the Independent Advisors Wrap Fee Program, which we refer to in this brochure as the "Wrap Fee Program." Under the Wrap Fee Program, we offer investment management services to our clients based on a range of investment strategies for an annual, asset-based, all-inclusive fee.

In addition to offering the Wrap Fee Program, we offer a Portfolio Management Wrap Fee Program, a Fee Plus Commission Program, a Commission Based Advisory Account Program and a Non-Discretionary Investment Advisory Service Program. You may obtain a copy of our Form ADV, Part 2, or the Portfolio Management Wrap Fee Program brochure by contacting us at (212) 558-8800 or info@dominickanddominick.com at any time during our normal business hours, from 9:00 AM to 5:00 PM Eastern.

We encourage you to contact one of our financial advisers if you have any questions about the Wrap Fee Program.

Services

The Wrap Fee Program provides you with access to the investment advisory services of professional portfolio management firms that are not affiliated with us for the individual management of your accounts. We refer to these professional portfolio management firms in this brochure as "Portfolio Managers."

In the Wrap Fee Program, you will select the Portfolio Manager or Portfolio Managers for your account.

If you choose to become a client of D&D, you will be asked to complete an Investor Profile Questionnaire, which we refer to in this brochure as your "Investor Profile." The information contained in your Investor Profile will be reviewed by one of our representatives, which we refer to in this brochure as our "financial advisers." The Investor Profile will identify your intended use of an account with us, your purposes for investing, your goals and your risk profile. We will review and analyze your Investor Profile to aid in our analysis of your investment objectives and risk-to-return preferences, thus assisting in a determination of your investment style and the identification of appropriate Portfolio Managers for your accounts. You are responsible for promptly notifying us in writing of any material change in your investment objectives or financial condition. A financial adviser will be available to assist you in your ultimate selection of your Portfolio Manager or Portfolio Managers and to be your primary point of contact with respect to your Wrap Fee Program account.

We will provide a copy of your Investor Profile to any Portfolio Manager you choose and the Portfolio Manager will independently determine whether to accept your account. A Portfolio Manager will consider your Investor Profile as well as any other factors it deems appropriate when making a decision on accepting your account.

If you choose to open a Wrap Fee Program account, you will be required to enter into a Client Services Agreement (see “Item 5. Account Requirements and Types of Clients” for additional information on the Client Services Agreement). Pursuant to the Client Services Agreement, you agree to provide, through your introducing broker-dealer or your financial adviser, information regarding any material changes in your financial circumstances or investment objectives. Upon receipt of a notice of any changes, Pershing LLC, or “Pershing,” will forward such information to your Portfolio Managers. You may communicate such information to, or otherwise communicate directly with, your Portfolio Managers, although you are encouraged to direct communications through your financial advisers.

Portfolio Managers may be selected primarily from the following investment styles, however, from time to time, additional or different styles may be available:

Large Capitalization Equity <ul style="list-style-type: none"> - Core - Growth - Value 	Small Capitalization Equity <ul style="list-style-type: none"> - Value 	Fixed Income <ul style="list-style-type: none"> - Income
Mid Capitalization Equity <ul style="list-style-type: none"> - Core - Value 	International Equity <ul style="list-style-type: none"> - Global Equity (ADR) - International Equity (ADR) 	

We act as broker-dealer for securities transactions on behalf of our advisory clients. The execution and clearance of those transactions is generally done by Pershing who acts as custodian for the accounts. Under certain limited circumstances, Portfolio Managers participating in the Wrap Fee Program may seek to effect a transaction for the Wrap Fee Program’s accounts with a third party broker-dealer on a principal or agency basis, when consistent with the Portfolio Manager’s best execution duty. When such transactions are made, the third-party broker-dealer may receive an implicit profit (or loss) depending on the price that the broker-dealer paid for the securities or will receive on the resale of the securities. However, no mark-ups or mark-downs or other transaction fees will be charged to you for these trades. As a client of the Wrap Fee Program, you will receive confirmations as required by law on each of the Wrap Fee Program’s trades made on your behalf, account statements for every month in which there is brokerage activity in your account, quarterly performance evaluations, and quarterly Portfolio Manager commentaries.

Fees and Compensation

The Wrap Fee Program's standard program fee schedule is set forth below and is expressed in terms of an annual percentage of account asset value:

<u>Total Account Value</u>	<u>Total Annual Program Fee</u>	
	<u>Equity and Balanced Accounts</u>	<u>Fixed Income</u>
Up to \$1,000,000	3.00%	2%
\$1,000,001 - \$2,000,000	2.50%	1.5%
\$2,000,001- \$3,000,000	2.00%	1.25%
\$3,000,001 and up	1.50%	1%

In the event you open your account in the middle of a quarter, the applicable fee will be charged on a prorated basis to reflect the number of days remaining in the calendar quarter. If you terminate an account with us at any time other than the end of a calendar quarter, fees collected in advance will be prorated based on the actual number of days we managed the account and the balance will be refunded to you. Amounts of \$20,000 or more deposited into, or withdrawn from, an account by you in a single business day will be charged or refunded a portion of the quarterly fee, pro rated by the number of days during the current quarter the assets were held in the account. The Wrap Fee Program's fees may be negotiable in our discretion.

The portion of the program fee paid to Portfolio Managers of equity and balanced accounts ranges from 40 to 75 basis points per annum. For fixed income Portfolio Managers, the program fee ranges from 12 to 37 basis points per annum. The fees paid to Portfolio Managers in the Wrap Fee Program are generally less than the Portfolio Manager would charge a client seeking to establish a direct relationship with the Portfolio Manager outside of a wrap fee program. These reduced fees are principally due to the fact that we absorb many of the billing, administrative, and marketing expenses that would otherwise be the responsibility of the Portfolio Manager. Portfolio Managers generally have higher minimum account size requirements and fees for direct accounts because of such additional expenses.

Any Securities Exchange Commission, or "SEC," and exchange fees arising from account activity are absorbed by Pershing. Custodial and maintenance fees normally applicable to retirement accounts and qualified retirement plans for which Pershing acts as custodian are waived for the Wrap Fee Program. One-time fees related to the set-up of 401(k) plans and the termination of retirement accounts and qualified retirement plans for which Pershing acts as custodian will apply.

Pershing, subject to certain exceptions, may act as principal on securities transactions for the Wrap Fee Program's accounts. There is no mark-up or mark-down on such trades. Cash balances in the Wrap Fee Program's accounts are automatically swept to a money market fund. As a client, you would pay internal expenses of such funds, including management fees of the funds. This program may cost you more or less than purchasing such wrap account services separately, assuming that similar services could be purchased directly from the various providers thereof. As indicated, Portfolio Managers may impose higher account minimums outside of a wrap program context. Additionally, providers of portfolio evaluation services may not offer

such services for client accounts of the size typically associated with wrap account programs, or, if so, only at a higher cost as such service providers do not benefit from the economies of scale associated with providing services to clients of a wrap fee program. We may negotiate the Wrap Fee Program's service charges with Pershing.

As a client of the Wrap Fee Program, you would not be charged brokerage and execution costs with respect to securities transactions executed by us. However, where third party investment managers are used to execute securities transactions through broker-dealers other than D&D, you may be charged additional brokerage and execution costs charged to us by such broker-dealers.

Educational and Business Background of Our Executives.

Generally, our investment executives have a wide range of business and educational backgrounds. At a minimum, we require a college degree or comparable business experience as our standard of education and business background for those employees providing securities advice to our clients.

Alex Seiler has served as President and Chief Executive Officer since October 1, 2012. Mr. Seiler joined Dominick & Dominick LLC in October, 2011 as Executive Vice President. Mr. Seiler brings over 30 years of securities industry experience, having served as Chief Executive Officer of Merriman Capital, a Director in the Institutional Equity Division of CS First Boston and Managing Director at UBS and Morgan Stanley. Mr. Seiler attended Northeastern University from 1976 to 1977 and Manhattan College from 1972 to 1973.

Kevin McKay has served as our General Counsel and Senior Managing Director since 2003. Prior to joining D&D, Mr. McKay was the General Counsel & Executive Vice President of Tucker Anthony Sutro from 1993 to 2002. Mr. McKay was also General Counsel, Senior Vice President of Prudential Securities 1990-1994. Mr. McKay received a B.S. from University of Bridgeport in 1971 and a J.D. from Fordham Law School in 1974.

Robert X. Reilly has served as our Senior Managing Director since 2003. Prior to joining D&D, Mr. Reilly was a Director at Credit Suisse First Boston from 2000 to 2003 and a Senior Vice President at Donaldson, Lufkin Jenrette from 1992 to 2000. Mr. Reilly received a B.A. from Georgetown University in 1990 and an M.B.A. from New York University in 1998.

Robert M. Hladek has served as our Director of Compliance since 1991. Mr. Hladek received a B.S. from St. Peters College in 1965.

Item 5. Account Requirements and Types of Clients

Account minimums in the Wrap Fee Program range from \$100,000 to \$250,000 (pursuant to the requirements of the applicable Portfolio Manager), which is generally less than the minimums required by the Portfolio Managers outside of participation in the Wrap Fee Program.

In addition to the minimum investment amount, you are required to enter into a written advisory agreement, or a "Client Services Agreement," prior to the establishment of an account in the

Wrap Fee Program. The Client Services Agreement is terminable by either party at any time upon written notice to the other party. Fees paid in advance of the effectiveness of the termination will be prorated to the date of termination specified in the notice of termination.

Generally, we do not enter into agreements related to the introduction of accounts to the Wrap Fee Program. However, in the event such introductions are accepted, written agreements shall be executed between us and solicitors as required by Rule 206(4)-3 of the Act. Pursuant to such agreements, D&D shall provide solicitors with the appropriate Form ADV disclosure document and an “Additional Disclosure Statement” which are to be furnished to prospective clients at the time of solicitation by the solicitor.

Item 6. Portfolio Manager Selection and Evaluation

Participating Portfolio Managers are selected for the Wrap Fee Program and reviewed by us on an ongoing basis. We rely on data about Portfolio Managers provided by the Portfolio Managers to third parties and directly to us. Utilizing quantitative and qualitative information, we review and analyze Portfolio Managers based on the following criteria:

Quantitative Criteria

Quantitative criteria are evaluated in terms of the Portfolio Manager’s absolute performance and performance relative to the Portfolio Manager’s investment style group and may include:

- Rate of return,
- Standard deviation of returns, and
- Consistency of returns.

Qualitative Criteria

Qualitative criteria evaluated may include:

- Number of years in the business.
- Assets under management.
- Investment philosophy.
- Adherence to investment philosophy, and
- Client servicing resources

We review the Portfolio Managers that are currently participating in the Wrap Fee Program on an ongoing basis and will assist in facilitating the addition of new Portfolio Managers to the Wrap Fee Program as well as the replacement of existing Portfolio Managers in the Wrap Fee Program. We may elect to replace a participating Portfolio Manager should we determine that the Portfolio Manager has failed to meet one or more of the above-listed selection criteria. In making a decision to replace a Portfolio Manager, we take into consideration all criteria and no one criterion is necessarily a determining factor in the replacement decision. Additionally, during our review process, we place emphasis on long-term, overall Portfolio Manager

performance from both a qualitative and quantitative viewpoint. Short-term developments are monitored but are not necessarily sufficient for a decision to replace a Portfolio Manager.

We do not have discretionary authority over the investment of the Wrap Fee Program's assets. We do not have discretionary authority to hire and fire Portfolio Managers on your behalf, nor do we have discretionary authority to reallocate your assets among Portfolio Managers. We will report the rate of return performance for each Portfolio Manager on a quarterly basis.

There are no returns for the Wrap Fee Program as a whole. However, the Portfolio Managers will provide returns for each of their accounts (which may include institutional accounts) either through third parties or directly to us. Since Portfolio Managers may use different methods for selecting accounts to be included in their performance composites and for calculating performance, returns of different Portfolio Managers may not be comparable. Past performance is not an indication of future results. Portfolio Manager rate of return performance is calculated by the Portfolio Managers in a manner that is compliant with the Global Investment Performance standard ("GIPs"). The GIPs Disclosure can be found in the Portfolio Manager's Form ADV.

There is no guarantee of the successful performance of any asset allocation model or recommendation. Investments, such as those under the Wrap Fee Program, are subject to various market, currency, economic, political, and business issues and investment decisions may not always prove profitable.

As a client of the Wrap Fee Program, you will receive individual quarterly portfolio evaluations. Portfolio evaluations, distributed by Pershing, use performance reporting software provided by an unaffiliated third party. Portfolio evaluations are intended to inform you regarding how your investments have performed over a period of time, both on an absolute basis and compared to leading investment indices.

Item 7. Client Information Provided to Portfolio Managers

A copy of your Investor Profile will be provided to any Portfolio Managers you have selected. Your Portfolio Manager will be notified if you have provided any information regarding material changes in your financial circumstances or investment objectives only if you ask us to provide your Portfolio Manager with such information. See "Item 4. Services, Fees and Compensation" for additional information.

Item 8. Client Contact with Portfolio Managers

Your D&D financial adviser will be your primary point of contact with respect to your Wrap Fee Program account. You are responsible for promptly notifying us in writing of any material change in your investment objectives or financial condition and we will communicate these changes to your Portfolio Manager. We encourage you to contact us with any questions you may have with regard to your account, however, you may communicate directly with your Portfolio Manager.

Item 9. Additional Information

Our broker-dealer business is our principal business and accounts for the vast majority of our time, energy and resources. Our office is located at 150 E. 52nd Street New York, NY 10022.

Potential Conflicts of Interest

D&D and the Portfolio Managers may handle accounts for, and may render investment advice to and perform other investment management services for, other investors and institutions. Additionally, D&D's and the Portfolio Manager's own accounts may hold, purchase, sell, or otherwise trade in and deal with securities that are the same or similar to those recommended to you. The Portfolio Managers may hold positions in the same securities as we do in our proprietary accounts and on behalf of our other clients. Further, the Portfolio Managers may engage in transactions that are inconsistent with recommendations otherwise issued by us. We have no knowledge of the securities that the Portfolio Managers may recommend on behalf of clients of the Wrap Fee Program prior to their purchase.

Pershing effects transactions as a broker or an agent for both our advisory clients and our other clients. In this connection, Pershing may, from time to time, act simultaneously as principal in transactions with advisory clients and other clients. Pershing may, on occasion, act as broker for an advisory client on one side and a client for whom it does not act as advisor on the other side of a securities transaction. Such "agency cross" transactions are permitted when you have granted prior permission in conformity with Rule 206(3)-2 of the Investment Advisers Act of 1940, or the "Act," or when permission to effect the individual transaction has been granted prior to the completion of the transaction. In the event of a principal transaction in annual inclusive fee programs, you will pay the reported price of the security at the time of the execution and will not be charged any mark-ups or mark-downs. Otherwise, the confirmation issued by Pershing will disclose the mark-up or mark-down as required under Rule 10b-10 of the Securities Exchange Act of 1934. With regard to its market making activities, we do not participate in any market.

Our financial advisers are compensated for their participation in the Wrap Fee Program. Such compensation may be more than such financial adviser might otherwise receive if a client participated in other programs offered by us or, in instances of an annual inclusive fee, if such client paid separately for the investment advice, brokerage and other services. Therefore, our financial advisers may have a financial incentive to recommend the Wrap Fee Program to you.

We may pay referral fees to individuals who have referred investment advisory clients to us. These individuals may receive a portion of the fees paid to us. If a broker has introduced an account to us, we will generally direct the account's orders to the introducing broker.

The potential conflicts of interest set forth above are not intended to specify all of the possible conflicts that may arise in connection with the management of your account.

Code of Ethics

We have adopted a code of ethics, which we refer to as our “Code of Ethics,” relating to employee personal securities transactions. The Code of Ethics alerts our employees to their ethical and legal responsibilities with respect to certain securities transactions involving possible conflicts of interest with advisory clients and the possession of certain material non-public information. Specifically, the Code of Ethics states that your interest takes priority over the interests of D&D or our employees. Employees may not take advantage of their knowledge of your orders; employees may not favor the interests of one client over another client; personal transactions of employees are reported and reviewed for conflicts of interest and compliance with D&D policies; and employees must comply with policies regarding insider trading, gifts and entertainment, electronic communications and recordkeeping. We will provide a copy of the Code of Ethics to you upon request to the telephone number or email address set forth on the cover of this brochure.

Money Laundering

We have implemented an anti-money laundering policy which prohibits and actively prevents money laundering and any activity that facilitates money laundering or the funding of terrorist or criminal activities. Money laundering is generally the movement of criminally derived funds to conceal the true source, ownership, or use of the funds. The funds are filtered through a maze or series of transactions, so the funds are “cleared” or “laundered” to look like proceeds from legal activities. In order to safeguard us against such activities, we have established procedures to report money laundering violations or suspicious activity to the appropriate governmental agencies.

Privacy Policy

We have also adopted a privacy policy to safeguard your information and records. The privacy policy is furnished to you at the time you open an account with us and annually thereafter. The policy explains what type of information is collected from you, how we protect your information and what information is disclosed to affiliated and non-affiliated third parties. For example, we may disclose your information to non-affiliated third parties with whom we have contracted to perform services, such as our clearing firm or our portfolio managers. For more information about our privacy policy, go to our website at www.dominickanddominick.com.

Disciplinary Information

The National Association of Securities Dealers, or NASD, pursuant to NASD Rules 2110, 2440, 3010, Interpretative Material 2440, identified during a review period in 2004, eight (8) instances in which D&D bought/sold a security for its own account from/to another broker-dealer and failed to sell/buy the security to/from a D&D customer at a price that was fair and reasonable, taking into consideration all relevant circumstances, including market conditions with respect to the security at the time of the transaction, the expense involved and that D&D was entitled to a profit. When D&D became aware of the markups in question, we promptly adjusted the markups to be consistent with our guidelines (which resulted in price adjustments totaling \$1,653), enhanced our policies and procedures and implemented additional training prior to any

regulatory action. NASD's findings stated that we failed to adequately enforce our written supervisory procedures to ensure compliance with the applicable laws, regulations and NASD rules concerning fair pricing and markups. On July 11, 2007, pursuant to an Acceptance, Waiver & Consent, without admitting or denying the NASD's findings, we consented to the described sanctions and to the entry of findings, and we were censured and fined \$18,000.

During the period from October 1, 2005 through December 31, 2005, our broker-dealer failed to timely report 19 of 46 corporate bond transactions to the trade reporting and compliance engine, referred to in the industry as "Trace," as required by NASD Rules 2110 and 6230. On March 19, 2007, pursuant to an Acceptance, Waiver & Consent, without admitting or denying the findings, D&D consented to a \$5,000 fine and the entry of findings.