

**Part 2A Appendix 1A of Form ADV:  
Wrap Fee Program Brochure – Portfolio Management Wrap Fee Program**

**Item 1. Cover Page**

SEC File Number  
801-63247

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**PORTFOLIO MANAGEMENT  
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 and/or [info@dominickanddominick.com](mailto: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](http://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.**

March 27, 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.

- Amount of regulatory assets under management is approximately \$321,908,889 as of December 31, 2011.
- Potential conflict of interest regarding proprietary research (see page 8).

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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 Portfolio Management Wrap Fee Program, which we refer to as the "Wrap Fee Program." The Wrap Fee Program is a customized investment management service provided and sponsored by D&D.

In addition to offering this Portfolio Management Wrap Fee Program, we offer the Independent Advisors 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 Independent Advisors Wrap Fee Program Brochure by contacting us at (212) 558-8800 or [info@dominickanddominick.com](mailto: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 is a customized investment management service provided and sponsored by D&D. Pursuant to the Wrap Fee Program, D&D will work closely with you to analyze and define your investment objectives and needs. The following account services are available to you in the Wrap Fee Program:

- Our initial analysis of your investment objectives and needs,
- Periodic re-evaluations of your investment objectives and need; and
- Custodial, brokerage services and reporting.

Account assets may include a wide variety of securities, including equity securities, bonds (both taxable and non-taxable), options, warrants and derivatives, subject to any limitations imposed by you. For services rendered under the Wrap Fee Program, you will pay one fee based on the type of securities in your account as described under "Fees" below.

#### **Investment Advisory Services**

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 Investor Profile will seek to identify investment objectives for your account based on your goals, financial information, investment experience, age and risk 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.” Your Investor Profile will be utilized by your individual financial adviser, who will serve as your portfolio manager under the Wrap Fee Program, to assist you in determining which options and allocations are appropriate for you. The Investor Profile you provide will be utilized, should you open an account, to guide us in making investment recommendations or decisions for your account. You are responsible for promptly notifying us in writing of any material change in your investment objectives or financial condition.

All accounts are managed by us as the portfolio manager, and we may have discretionary trading authority with respect to the accounts. You are advised and should understand that: (i) our past performance is no guarantee of future results, and (ii) market, interest rate, and other investment-related risks exist that may adversely affect, and cause a loss in, your account.

### ***Fees***

The Wrap Fee Program has an all inclusive fee. The total cost of the services provided through the Wrap Fee Program could be more or less if purchased separately.

The inclusive fee is payable in advance on a quarterly basis and calculated based on our appraisal of the market value of the assets in your account as of the last business day of the preceding calendar quarter. Fees are assessed on all assets under management including securities, cash, and money market balances. Margin debit balances do not reduce the value of assets under management. Fees will be subject to later adjustment if there are deposits or withdrawals of \$20,000 or more on any day in the quarter.

The following table describes how the total fees will be calculated for equity and balanced accounts:

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

The fee schedule may be negotiated in our discretion.

Unless otherwise agreed to by us your fees will be deducted from your D&D account.

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.

If we act as an underwriter or participate in the selling group in the offering of securities you purchase, you will incur additional costs representing any underwriter compensation related to such underwriting (for example, selling concessions) paid to us. We cannot rebate any such fees.

### ***Comparability of Costs***

Your total cost of each of the services provided through the Wrap Fee Program, if purchased separately, could be more or less than the costs of the wrapped fee, depending on, among other things, the costs of obtaining advisory, trading, and execution services to you. When making cost comparisons, you should be aware that the combination of consulting and brokerage services available through the Wrap Fee Program may not be available separately or may require multiple accounts, documentation, and fees. You should also consider the amount of trading activity you anticipate when assessing the overall costs of the Wrap Fee Program. If an account is actively traded through us, the Wrap Fee Program may be less expensive than separately paying consulting fees and commissions. If an account is not actively traded, then the Wrap Fee Program may be more expensive than separately paying consulting fees and commissions.

### **Educational and Business Background of Our Executives.**

*Michael J. Campbell* has served as our President and Chief Executive Officer since 2003. Prior to joining D&D, Mr. Campbell was the Managing Director at Credit Suisse First Boston from 2000 to 2003 and the Managing Director ISG at Donaldson, Lufkin & Jenrette from 1976 to 2000. Mr. Campbell received a B.A. from Adelphi University in 1965 and an M.B.A. from New York University in 1972.

*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 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.

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.

### **Item 5. Account Requirements and Types of Clients**

In general, a minimum initial account value of \$100,000 in investable assets is required under the Wrap Fee Program. The Wrap Fee Program is offered and available to individuals, pension and profit sharing plans, individual retirement accounts, trusts, charitable organizations and corporations.

## **Item 6. Portfolio Manager Selection and Evaluation**

A D&D financial adviser will act as your portfolio manager in the Wrap Fee Program. Our financial advisers are required to be registered to provide investment advisory services and meet our internal hiring requirements. At a minimum, we require a college degree or comparable business experience as a standard of education and business background for those employees providing securities advice to our clients.

As a result, a full gamut of investment strategies is offered. Particular approaches and risks are discussed in the individual supplement that will be provided to you with regard to the financial adviser you may be considering using as your portfolio manager.

We will review your account on an ongoing basis and will notify you if, for any reason, we conclude that a different financial adviser would better serve as your portfolio manager. However, which individual financial adviser serves as your portfolio manager is your decision.

We utilize the Investor Profile to assist in determining which of our services are right for each client. The Investor Profile is also utilized to guide us in making investment recommendations or decisions for each client's account. However, clients can generally impose restrictions on investing in certain securities or types of securities in such client's account.

We will not vote the securities in your account, absent your direction to do so. Any proxy materials received through Pershing will be forwarded to you by Pershing.

As an overall matter, all securities investments involve the risk of loss and you should only invest if you are prepared to bear such loss.

In addition to the Wrap Fee Program, we provide the following investment advisory services to our clients:

1. an Independent Advisors Wrap Fee Program;
2. a Fee Plus Commission Program;
3. a Commission Based Advisory Account Program; and
4. a Non-Discretionary Investment Advisory Service Program.

You can learn more about these services in the brochure included in Part 2 of our Form ADV filed with the Securities and Exchange Commission. Please contact us if you would like a copy of that brochure.

**Item 7. Client Information Provided to Portfolio Managers**

We utilize your Investor Profile to make investment decisions about your account and therefore , you are responsible for promptly bringing to D&D's attention any material change in your investment objectives or financial condition. Your portfolio manager will be a D&D financial adviser who will have access to your Investor Profile and any information you make available to us.

**Item 8. Client Contact with Portfolio Managers**

The financial adviser that serves as your portfolio manager will be your primary point of contact with respect to your Wrap Fee Program account. We encourage you to contact us with any questions you may have with regard to your account. You are responsible for promptly notifying us in writing of any material change in your investment objectives or financial condition.

**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***

Our principal business is that of a full service general securities broker-dealer registered with the Securities and Exchange Commission and Financial Industry Regulatory Authority. In this capacity, we are involved in the sale of various types of securities, including but not limited to, stocks, bonds, mutual funds, equity options, derivatives and money market instruments. It is anticipated that our principals spend the vast majority of their time managing brokerage activities and a small amount of time providing investment advisory services and managing the advisory business.

We, in our capacity as an investment adviser and broker-dealer, are routinely engaged in various securities transactions and trading activities for various clients and customers (in addition to you), which could create conflicts of interest among our duties to you and our duties to other clients and customers.

D&D and Pershing LLC, or "Pershing," on an ongoing basis and as permitted by applicable law, may, when appropriate:

- (a) act as broker or agent and effect securities transactions for compensation for a client;
- (b) act as broker or agent for a person other than a client and effect transactions in which client securities are sold to or bought from a brokerage client;

- (c) recommend to clients that they buy or sell securities or investment products in which we or a related person has some financial interest; or
- (d) buy or sell for itself securities that it also recommends to clients.

We may give advice and take action in performing our duties to the client that differ from advice given, or the timing and nature of action taken, with respect to the Wrap Fee Program accounts. In the course of our activities or otherwise, we may from time to time acquire material non-public or other information about corporations or other entities or their securities. D&D is not obligated and may not be permitted to divulge any such information to or for your benefit, or otherwise act on the basis of any such information in providing services to you.

We or our employees may handle accounts for, and may render investment advice and other investment management and broker-dealer services to, other investors and institutions with respect to securities that D&D purchases, sells, or otherwise trades in for our clients' accounts. We or our employees may, for our own accounts, have a financial interest in, hold, purchase, sell or otherwise trade in and deal with securities that are the same as or similar to the securities that D&D purchases, sells, or otherwise trades in for our clients' accounts. We may take action with respect to investments in securities for your account that are the same as or different from the action taken by us and/or any of our employees in handling other accounts, rendering other investment management or broker-dealer services, or handling our own investments.

D&D now issues proprietary research. D&D may have clients who hold securities of companies subject to our research or we may receive compensation for services rendered (i.e. investment banking fees or advisory fees) from companies covered by our research. Therefore, we may have a conflict of interest that could affect the objectivity of our research reports.

We have adopted and enforce internal policies and procedures with respect to conflicts of interest between us and our clients. Pursuant to these policies and procedures, when engaging in the activities enumerated above, we treat your orders fairly and do not give our own orders preference over client orders. Where required by applicable law or regulations, we obtain the consent of affected clients in advance of any transactions in which we will be engaging in the enumerated activities. When we engage in the enumerated activities, all statements and/or confirmations of such transactions contain the disclosure required by applicable law and regulations.

When the same investment decision is made for multiple accounts, we may bunch or aggregate orders and allocate the investment among the participating accounts in a manner we determine appropriate. Since we frequently do not receive the same price or execution on the entire order, all participating accounts will be charged or credited with the average price. In some instances, this may operate to the disadvantage of one or more accounts. In addition, under certain circumstances, not all clients participating in the bunched trade will be charged the same commission rate. For example, on bunched trades effected through our broker-dealer, the commission rate charged certain clients may differ from, and may be higher than, the rate charged other clients participating in the same transaction through another broker-dealer. Where our financial adviser manages an investment advisory account and services a non-discretionary account, the investment advisory account may not receive a more advantageous execution price when purchasing the same security at approximately the same time.



Under the annual inclusive fee, you pay a fee that covers, among other services and costs, most transactional charges relating to securities trades effected with or through us, and, depending on the fee level and the portfolio turnover rate in your account, the bundled compensation arrangement may provide more or less total compensation to us than the combined compensation from you in an unbundled arrangement; that is, if you were to pay D&D separately for consulting services, brokerage, reports, and other services. Therefore, we might have a financial incentive to recommend this program over the non-wrap fee programs that we offer. In addition, 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 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.

Your account may invest in index share products or exchange traded funds. These generally charge an administrative fee, which will increase your costs of investing over and above the fees described in this brochure. Similarly, if you invest in mutual funds, they may charge a management fee and administrative fee similarly raising your costs. Consequently, you will, in effect, be paying two fees on these investments.

On occasion, we may recommend to our advisory clients investments in mutual funds from which we receive 12b-1 fees and/or brokerage commissions. Such 12b-1 fees (which would be disclosed in the prospectus of the fund) would be an additional benefit to D&D, as would any commissions paid to us by the fund manager. You should be aware of this potential conflict on any such investment.

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 the account.

### ***Performance Monitoring and Client Reports***

We review and analyze your accounts no less than quarterly. To allow such review to be meaningful, you are responsible for promptly notifying us of any material change in your investment objective or financial condition. In reviewing your account, we will look at the specific securities owned by you, the asset mix of your account as compared to the composition of any applicable benchmark account, the availability of cash for investment, adherence to any guidelines you have established with us and the overall performance of your account.

On a quarterly basis, we will provide you with portfolio valuations that include the securities currently owned by you, their cost and market value, realized gains and losses, and a comparison of the performance of your account against appropriate indices, such as the S&P 500.

You will receive a trade confirmation for each purchase or sale of a security on your behalf. No less than quarterly, we will send you a statement showing, at a minimum, any positions held in

your account at the end of the period and all of the transactions executed for your account during the period.

D&D also provides comprehensive fiscal year-end reports to pension and profit sharing plan accounts to assist in their annual reporting.

We encourage you to periodically discuss with your financial adviser account performance as well as other topics such as fundamental investment planning and theory, investment performance, and general economic conditions impacting the performance of the market.

In general, Pershing maintains custody of our clients' account assets and perform custodial functions, including, among other things, crediting of interest and dividends on account assets and crediting of principal on called or matured securities in the account, together with other custodial functions customarily performed with respect to securities brokerage accounts. From time to time, a client may have made special arrangements to maintain their assets at another location, in which case, such clients would receive their activity statements, confirmations of trades, and other notifications from that third party custodian and will be bound by the terms of the client's agreement with that third party custodian.

Unless there is a special arrangement, if you have an account through an investment advisory relationship with us, Pershing will forward confirmations of each purchase and sale to you. Additionally, your account statements will be forwarded by Pershing directly to you, for each month in which activity occurs in your account. Account statements will be forwarded by Pershing directly to you no less than quarterly, regardless of whether or not there has been any activity in your account. All deliveries of these statements will be made either electronically or by U.S. mail, at your direction. Pershing will also act as general administrator of the account fees and the processing of deposits to and withdrawals from your account.

You are advised and should understand that: (1) our past performance is not a guarantee of future results; and (2) market, interest rate and other investment-related risks exist that may adversely affect, and cause a loss in, the value of an account.

Additionally, we do not guarantee the successful performance of any asset allocation model or recommendation. Nor do we guarantee that a model or recommendation will produce the desired results. 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.

### ***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](http://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.