

Item 1 - Cover Page

Cohen Capital Management, LLC

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This brochure provides information about the qualifications and business practices of Cohen Capital Management, LLC ("CCM"). If you have any questions about the contents of this brochure, please contact us at (718) 404-0007. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Additional information about CCM also is available on the SEC's website at
www.AdviserInfo.sec.gov.

Item 2 - Material Changes

There have been no material changes to this Brochure since it was initially filed in April, 2013.

Item 3 - Table of Contents

Page

Item 1 - Cover Page	1
Item 2 - Material Changes.....	2
Item 3 - Table of Contents	3
Item 4 - Advisory Business	4
Item 5 - Fees and Compensation	5
Item 6 - Performance-Based Fees and Side-By-Side Management	5
Item 7 - Types of Clients	6
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9 - Disciplinary Information	8
Item 10 - Other Financial Industry Activities and Affiliations	8
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	8
Item 12 - Brokerage Practices	9
Item 13 - Review of Accounts	9
Item 14 - Client Referrals and Other Compensation	9
Item 15 - Custody.....	9
Item 16 - Investment Discretion.....	10
Item 17 - Voting Client Securities	10
Item 18 - Financial Information.....	10
Brochure Supplement.....	Appendix A

Item 4 - Advisory Business

General Information

Cohen Capital Management, LLC was formed in 2004, but was a continuation of a predecessor entity formed in 1998. CCM provides portfolio management services to its clients. At the outset of each client relationship, CCM spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and reviewing options for the client. Based on its reviews, CCM generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile"); and
- the client's investment objectives and guidelines (the "Investment Plan").

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments CCM will make on behalf of the client in order to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

Portfolio Management

As described above, at the beginning of a client relationship, CCM meets with the client, gathers information, and performs research and analysis as necessary to develop the client's Investment Plan. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by CCM based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, CCM will manage the client's investment portfolio on a discretionary basis. As a discretionary investment adviser, CCM will have the authority to supervise and direct the portfolio without prior consultation with the client.

Clients should be aware that all assets are managed on a fully discretionary basis and that clients may not impose any restrictions on CCM in the management of their investment portfolios. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of CCM.

Principal Owners

Daniel Martin Cohen is the sole principal owner of CCM. Please see ***Brochure Supplement***, Appendix A, for more information on Mr. Cohen.

Type and Value of Assets Currently Managed

As of March 21, 2014, CCM managed approximately \$40,000,000 on a discretionary basis.

Item 5 - Fees and Compensation

General Fee Information

Fees paid to CCM are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Please see ***Item 12 – Brokerage Practices*** for additional information. Fees paid to CCM are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, CCM and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Portfolio Management Fees

CCM's Portfolio Management Fee is 2% of assets under management. As described below, under ***Item 6-Performance-Based Fees and Side-by-Side Management***, CCM also charges a performance based fee equal to 20% of a portfolio's profits in a given year.

The minimum portfolio value is generally set at \$1 million. CCM may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where CCM deems it appropriate under the circumstances. In addition, CCM may, in its discretion, enter into performance-based fee arrangements with clients as described below under

Item 6 - Performance-Based Fees and Side-by-Side Management.

Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. Fees are normally debited directly from client account(s), unless other arrangements are made.

Either CCM or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client based on the number of days that the account was managed, and any fees due to CCM from the client will be invoiced or deducted from the client's account prior to termination.

Item 6 - Performance-Based Fees and Side-By-Side Management

As noted above, CCM may offer to manage client portfolios pursuant to a "performance fee" arrangement. A performance arrangement is one in which a client compensates CCM, at least in part, for its services by paying CCM a percentage of the net profits of the client's investment portfolio. CCM generally charges an annual performance-based fee equal to 20% of the portfolio's gains. However, if a portfolio subject to such a fee arrangement declines in value, no performance fee will be charged until prior losses have been recouped.

Performance-based fee arrangements are only available to clients who meet the eligibility requirements of Rule 205-3 under the Investment Advisers Act of 1940. The minimum requirements under the rule state that the client generally is not eligible unless he/she has at least \$1,000,000 under management with CCM or has a net worth of at least \$2,000,000. Performance-based fees are calculated and assessed in arrears, and the client should carefully review the fee calculations for accuracy.

Performance-based fee arrangements may create certain conflicts of interest for CCM. For example, performance-based fee arrangements may create an incentive for CCM to take more risk in a client's portfolio than CCM would otherwise take in a non-performance fee based account. In addition, CCM may have an incentive to favor performance-based accounts by placing trades for these accounts before non-performance fee based accounts.

Item 7 - Types of Clients

CCM serves primarily individual, corporate, and pension fund clients. With some exceptions, the minimum portfolio value eligible for conventional investment advisory services is \$1 million. Under certain circumstances and in its sole discretion, CCM may negotiate such minimums.

Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategies

CCM focuses on creating a concentrated, non-diversified portfolio of investments. CCM generally seeks to make long term (longer than 12 month) investments for client portfolios and for client portfolios to have low turnover in investments.

Methods of Analysis

In analyzing potential investments for client portfolios CCM performs a fundamental analysis of various companies in which investments may be made. In selecting investments to make, CCM also conducts a thorough review of company financials, including an assessment of balance sheet strength.

Investment Strategies

CCM seeks to employ a value-oriented investment strategy in managing client portfolios. Using its value-oriented approach to investing, CCM generally seeks to identify and invest in investment opportunities that it believes exhibit significant valuation discrepancies between current trading prices for a company's stock and CCM's assessment of the intrinsic business (or net asset) value of the company.

Risk of Loss

While CCM seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While CCM manages client investment portfolios based on CCM's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that CCM allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that CCM's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, CCM may invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Risks Related to Alternative Investment Vehicles. From time to time and as appropriate, CCM may invest a portion of a client's portfolio in alternative vehicles. The value of client portfolios will be based in part on the value of alternative investment vehicles in which they are invested, the success of each of which will depend heavily upon the efforts of their respective Managers. When the investment objectives and strategies of a Manager are out of favor in the market or a Manager makes unsuccessful investment decisions, the alternative investment vehicles managed by the Manager may lose money. A client account may lose a substantial percentage of its value if the investment objectives and strategies of many or most of the alternative investment vehicles in which it is invested are out of favor at the same time, or many or most of the Managers make unsuccessful investment decisions at the same time.

Equity Market Risks. CCM will generally invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. CCM may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. CCM may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of CCM or the integrity of CCM's management. CCM has no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

CCM does not have any other financial industry activities or affiliations to report.

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics and Personal Trading

CCM has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. CCM's Code has several goals. First, the Code is designed to assist CCM in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, CCM owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires CCM associated persons to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for CCM's associated persons (managers, officers and employees). Under the Code's Professional Standards, CCM expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, CCM associated persons are not to take inappropriate advantage of their positions in relation to CCM clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time CCM's associated persons may invest in the same securities recommended to clients. Under its Code, CCM has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

As outlined above, CCM has adopted procedures to protect client interests when its associated persons invest in the same securities as those selected for or recommended to clients. In the event of any identified potential trading conflicts of interest, CCM's goal is to place client interests first.

Consistent with the foregoing, CCM maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with CCM's written policy.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, CCM seeks “best execution” for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, CCM may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of CCM’s clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

Directed Brokerage

CCM does not allow directed brokerage accounts. To the extent consistent with its duty to seek best execution, CCM generally trades with the broker who has custody of the applicable assets.

Aggregated Trade Policy

CCM may aggregate trades for different clients. When CCM aggregates trades it generally only aggregates trades across clients who use the same custodian.

Item 13 - Review of Accounts

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by CCM. These factors may include, but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. Daniel Cohen, CCM’s Managing Member, President and Chief Compliance Officer, reviews all accounts.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. CCM will provide additional written reports as needed or requested by the client.

Item 14 - Client Referrals and Other Compensation

CCM does not pay any other party to refer clients to CCM.

Item 15 - Custody

Wells Fargo, Deutsche Bank, Chase, Barclays and Goldman Sachs are the custodians of nearly all client accounts at CCM. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian’s responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify CCM of any questions or concerns. Clients are also asked to promptly notify CCM if the custodian fails to provide statements on each account held.

From time to time and in accordance with CCM’s agreement with clients, CCM will provide additional reports. The account balances reflected on these reports should be compared to the

balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades or other similar issues.

Item 16 - Investment Discretion

As described above under ***Item 4 - Advisory Business***, CCM manages portfolios on a discretionary basis. This means that after an Investment Plan is developed for the client's investment portfolio, CCM will execute that plan without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving CCM the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. CCM then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with CCM and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between CCM and the client.

Item 17 - Voting Client Securities

CCM's clients generally receive proxy statements directly from their custodian. Therefore, CCM generally does not vote proxies on behalf of its clients. Clients who receive their proxies directly may consult CCM for advice on how the client should vote its proxies. If asked to do so by a client, CCM may vote proxies on behalf of that particular client.

Item 18 - Financial Information

CCM does not require or solicit prepayment of client fees six months or more in advance, and therefore has no disclosure with respect to this item.