

The AICPA and SIFMA’s Financial Management Society, whose members include individuals associated with various independent public accounting firms and independent financial services firms, provide this sample compliance report for information purposes only. The compliance report required by SEC Rule 17a-5 is the responsibility of the firm making such report, and the AICPA and SIFMA recommend that firms seek the advice of their own legal and/or other advisers with respect to their compliance reports.

[Company]’s Compliance Report

[Name of Company] (the “Company”) is a registered broker-dealer subject to Rule 17a-5 promulgated by the Securities and Exchange Commission (17 C.F.R. §240.17a-5, “Reports to be made by certain brokers and dealers”). As required by 17 C.F.R. § 240.17a-5(d)(1) and (3), the Company states as follows:

- (1) The Company [has][has not] established and maintained Internal Control Over Compliance, as that term is defined in paragraph (d)(3)(ii) of Rule 17a-5.
- (2) The Company’s Internal Control Over Compliance [was][was not] effective during the most recent fiscal year ended **[date]**;¹
- (3) The Company’s Internal Control Over Compliance [was][was not] effective as of the end of the most recent fiscal year ended **[date]**;
- (4) The Company [was] [was not] in compliance with 17 C.F.R. § 240.15c3-1 and 17 C.F.R. §240.15c3-3(e) as of the end of the most recent fiscal year ended **[date]**; and
- (5) The information the Company used to state that the Company was in compliance with 17 C.F.R. §240.15c3-1 and 17 C.F.R. §240.15c3-3(e) [was][was not] derived from the books and records of the Company.

[If applicable, include a description of each material weakness in the Company’s Internal Control Over Compliance during the most recent fiscal year ended **[date]**]

[If applicable, include a description of any instance of non-compliance with 17 C.F.R. § 240.15c3-1 and 17 C.F.R. §240.15c3-3(e) as of the end of the most recent fiscal year ended **[date]**]

[Name of Company]

I, _____, swear (or affirm) that, to my best knowledge and belief, this Compliance Report is true and correct.

By: [Signature]

¹ Where a broker-dealer’s 2014 or 2015 fiscal year begins prior to June 1, 2014, the broker-dealer’s Compliance Report may cover the portion of its fiscal year beginning on or after June 1, 2014. However, the broker-dealer may elect to have its Compliance Report cover the entire fiscal year.

Title:

[Date of report]