

SIEBERT FINANCIAL CORP  
Form 10-Q  
August 14, 2006

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**U.S. SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 10-Q**

(Mark One)

Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **June 30, 2006**

Transition report under Section 13 or 15(d) of the Exchange Act

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number **0-5703**

**Siebert Financial Corp.**

(Exact Name of Issuer as Specified in its Charter)

**New York**

**11-1796714**

(State or Other Jurisdiction of Incorporation)

(I.R.S. Employer Identification No.)

**885 Third Avenue, New York, NY 10022**

(Address of Principal Executive Offices)

**(212) 644-2400**

(Issuer's Telephone Number, Including Area Code)

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated, an accelerated filer or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

(Check one) Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of August 3, 2006, there were 22,122,751 shares of Common Stock, par value \$.01 per share, outstanding.

*Unless the context otherwise requires, the Company shall mean Siebert Financial Corp. and its wholly owned subsidiaries and Siebert shall mean Muriel Siebert & Co., Inc., a wholly owned subsidiary of the Company.*

*Certain statements contained in the Management's Discussion and Analysis of Financial Condition and Results of Operations below and elsewhere in this document, as well as oral statements that may be made by the Company or by its officers, directors or employees acting on the Company's behalf, that are not statements of historical or current fact constitute forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward looking statements involve risks and uncertainties and known and unknown factors that could cause the actual results of the Company to be materially different from the historical results or from any future results expressed or implied by such forward looking statements, including, without limitation: changes in general economic and market conditions; fluctuations in volume and prices of securities; demand for brokerage and investment banking services; competition within and without the discount brokerage business, including the offer of broader services; competition from electronic discount brokerage firms offering lower rates on commissions than the Company; the prevalence of a flat fee environment; decline in participation in equity or municipal finance underwritings; limited trading opportunities; the method of placing trades by the Company's customers; computer and telephone system failures; the level of spending by the Company on advertising and promotions; trading errors and the possibility of losses from customer non-payment of amounts due; other increases in expenses and changes in net capital or other regulatory requirements. The Company undertakes no obligation to publicly release the results of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date when such statements were made or to reflect the occurrence of unanticipated events. An investment in the Company involves various risks, including those mentioned above and those which are detailed from time to time in the Company's Securities and Exchange Commission filings.*

## Part I - FINANCIAL INFORMATION

## Item 1. Financial Statements

Siebert Financial Corp. & Subsidiaries  
Consolidated Statements of Financial Condition

|   | June 30, 2006<br>(Unaudited) | December 31,<br>2005 |
|---|------------------------------|----------------------|
| <b>ASSETS</b>   |                              |                      |
| Cash and cash equivalents   | \$ 32,978,000                | \$ 30,980,000        |
| Cash equivalents restricted   | 1,300,000                    | 1,300,000            |
| Receivable from clearing brokers  | 1,621,000                    | 2,404,000            |
| Furniture, equipment and leasehold improvements, net  | 690,000                      | 828,000              |
| Investment in and advances to equity investees  | 5,155,000                    | 4,428,000            |
| Prepaid expenses and other assets   | 1,054,000                    | 992,000              |
| Intangibles, net  | 1,338,000                    | 1,494,000            |
| Deferred taxes  | 589,000                      | 601,000              |
|   | \$ 44,725,000                | \$ 43,027,000        |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>  |                              |                      |
| Liabilities:  |                              |                      |
| Accounts payable and accrued liabilities  | \$ 5,683,000                 | \$ 5,975,000         |
| Contingencies   |                              |                      |
| Stockholders equity:  |                              |                      |
| Common stock, \$.01 par value; 49,000,000 shares authorized, 23,039,402 shares issued at June 30, 2006 and December 31, 2005, 22,120,465 and 22,122,968 shares outstanding at June 30, 2006 and December 31, 2005, respectively | 230,000                      | 230,000              |
| Additional paid-in capital  | 18,166,000                   | 18,063,000           |
| Retained earnings   | 24,789,000                   | 22,896,000           |
| Less: 918,937 and 916,434 shares of treasury stock, at cost at June 30, 2006 and December 31, 2005, respectively  | (4,143,000)                  | (4,137,000)          |
|   | 39,042,000                   | 37,052,000           |
|   | \$ 44,725,000                | \$ 43,027,000        |

See notes to consolidated financial statements.

**Siebert Financial Corp. & Subsidiaries**  
**Consolidated Statements of Income**  
**(Unaudited)**

|  | Three Months Ended<br>June 30, |              | Six Months Ended<br>June 30, |               |
|--|--------------------------------|--------------|------------------------------|---------------|
|  | 2006                           | 2005         | 2006                         | 2005          |
| <b>Revenues:</b>   |                                |              |                              |               |
| Commissions and fees                                     | \$ 6,298,000                   | \$ 6,232,000 | \$ 12,900,000                | \$ 12,405,000 |
| Investment banking                                       | 283,000                        | 619,000      | 560,000                      | 982,000       |
| Trading profits  | 183,000                        | 221,000      | 353,000                      | 438,000       |
| Income from equity investees                             | 1,679,000                      | 718,000      | 2,084,000                    | 1,034,000     |
| Interest and dividends                                   | 413,000                        | 206,000      | 789,000                      | 363,000       |
|  | 8,856,000                      | 7,996,000    | 16,686,000                   | 15,222,000    |
| <b>Expenses:</b>   |                                |              |                              |               |
| Employee compensation and benefits                       | 2,592,000                      | 2,538,000    | 5,248,000                    | 5,210,000     |
| Clearing fees, including floor brokerage                 | 1,339,000                      | 1,346,000    | 2,830,000                    | 2,667,000     |
| Professional fees  | 887,000                        | 1,214,000    | 1,771,000                    | 2,129,000     |
| Advertising and promotion                                | 239,000                        | 202,000      | 674,000                      | 540,000       |
| Communications   | 412,000                        | 577,000      | 863,000                      | 1,184,000     |
| Occupancy  | 298,000                        | 263,000      | 566,000                      | 522,000       |
| Other general and administrative                         | 776,000                        | 837,000      | 1,470,000                    | 1,635,000     |
|  | 6,543,000                      | 6,977,000    | 13,422,000                   | 13,887,000    |
| Income before income taxes                               | 2,313,000                      | 1,019,000    | 3,264,000                    | 1,335,000     |
| Provision for income taxes                               | 972,000                        | 425,000      | 1,371,000                    | 560,000       |
| Net Income   | \$ 1,341,000                   | \$ 594,000   | \$ 1,893,000                 | \$ 775,000    |
| Net income per share of common stock - Basic and Diluted | \$ .06                         | \$ .03       | \$ .09                       | \$ .04        |
| Weighted average shares outstanding - Basic              | 22,122,421                     | 22,077,863   | 22,122,696                   | 22,076,340    |
| Weighted average shares outstanding - Diluted            | 22,144,707                     | 22,176,754   | 22,142,808                   | 22,181,343    |

See notes to consolidated financial statements.

**Siebert Financial Corp. & Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

|   | <b>Six Months Ended<br/>June 30,</b> |               |
|---|--------------------------------------|---------------|
|   | <b>2006</b>                          | <b>2005</b>   |
| <b>Cash flows from operating activities:</b>                                      |                                      |               |
| Net income  | \$ 1,893,000                         | \$ 775,000    |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                      |               |
| Depreciation and amortization   | 387,000                              | 630,000       |
| Income from equity investees  | (2,084,000)                          | (1,034,000)   |
| Deferred taxes  | 12,000                               | (100,000)     |
| Distribution from equity investees  | 1,408,000                            | 1,543,000     |
| Employee stock option expense   | 103,000                              |               |
| Changes in:   |                                      |               |
| Receivable from clearing brokers  | 783,000                              | 466,000       |
| Prepaid expenses and other assets   | (62,000)                             | 542,000       |
| Accounts payable and accrued liabilities  | (292,000)                            | (218,000)     |
| Net cash provided by operating activities   | 2,148,000                            | 2,604,000     |
| <b>Cash flows from investing activities:</b>                                      |                                      |               |
| Purchase of furniture, equipment and leasehold improvements                       | (93,000)                             | (52,000)      |
| Payment of advances to equity investees   | (51,000)                             | (411,000)     |
| Net cash used in investing activities   | (144,000)                            | (463,000)     |
| <b>Cash flows from financing activities:</b>                                      |                                      |               |
| Proceeds from exercise of options   |                                      | 27,000        |
| Repurchase of common stock  | (6,000)                              | (22,000)      |
| Net cash (used in) provided by financing activities                               | (6,000)                              | 5,000         |
| Net increase in cash and cash equivalents   | 1,998,000                            | 2,146,000     |
| Cash and cash equivalents - beginning of period                                   | 30,980,000                           | 28,748,000    |
| Cash and cash equivalents - end of period   | \$ 32,978,000                        | \$ 30,894,000 |
| <b>Supplemental cash flow disclosures:</b>  |                                      |               |
| Cash paid for:  |                                      |               |
| Income taxes  | \$ 1,408,000                         | \$ 149,000    |
| See notes to consolidated financial statements.                                   |                                      |               |

**Siebert Financial Corp. & Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**Six Months Ended June 30, 2006 and 2005**  
**(Unaudited)**

**1. Organization and Basis of Presentation:**

The consolidated financial statements include the accounts of Siebert Financial Corp. (the Company) and its wholly owned subsidiaries Muriel Siebert & Co., Inc. (Siebert) and Siebert Women's Financial Network, Inc. (WFN). All material intercompany balances have been eliminated. Investments in two entities in which the Company has ownership interest of 49% and 33% are accounted for by the equity method. The statements are unaudited; however, in the opinion of management, all adjustments considered necessary to reflect fairly the Company's financial position and results of operations, consisting of normal recurring adjustments, have been included.

The accompanying consolidated financial statements do not include all of the information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America. Accordingly, the statements should be read in conjunction with the audited financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005. Because of the nature of the Company's business, the results of any interim period are not necessarily indicative of results for a full year.

Certain prior period amounts have been reclassified to conform with current period presentation.

**2. Stock-Based Compensation**

In December 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123R Share-Based Payment (SFAS 123R), which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the statement of operations as an operating expense, based on their fair values on grant date. Prior to the adoption of SFAS 123R the Company accounted for stock based compensation using the intrinsic value. The Company adopted the provision of SFAS No. 123R effective January 1, 2006, using the modified prospective transition method. Under the modified prospective method, non-cash compensation expense is recognized for the portion of outstanding stock option awards granted prior to the adoption of SFAS 123R for which service has not been rendered, and for any future stock option grants. Accordingly, periods prior to adoption have not been restated. The Company recognizes share-based compensation costs on a straight-line basis over the requisite service periods of awards. That cost is recognized as compensation expense over the service period, which would normally be the vesting period of the options.

The following table illustrates the effect on net income and earnings per share if the fair value based method had been applied to the prior periods.

|   | Three months ended,<br>June 30, 2005 | Six months ended,<br>June 30, 2005 |
|---|--------------------------------------|------------------------------------|
| Net income, as reported   | \$ 594,000                           | \$ 775,000                         |
| Stock-based employee compensation determined under the fair value-based method, prior to the adoption of SFAS 123R, net of tax effect | (68,000)                             | (136,000)                          |
| Pro forma net income  | \$ 526,000                           | \$ 639,000                         |
| Net income per share basic:   |                                      |                                    |
| As reported   | \$ .03                               | \$ .04                             |
| Pro forma   | \$ .02                               | \$ .03                             |
| Net income per share diluted:   |                                      |                                    |
| As reported   | \$ .03                               | \$ .04                             |
| Pro forma   | \$ .02                               | \$ .03                             |

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Stock based compensation expense recognized in the Consolidated Statement of Income was \$29,000 and \$103,000, respectively, for the three and six months ended June 30, 2006.

The following table summarizes the activity of the Company's stock options for the six months ended June 30, 2006:

|  | Shares    | Weighted-Average<br>Exercise<br>Price per<br>Share | Weighted-Average<br>Remaining<br>Contractual<br>Term | Aggregate<br>Intrinsic<br>Value |
|--|-----------|--|--|---------------------------------|
| Outstanding at January 1, 2006                     | 1,767,610 | \$ 4.16  |  |                                 |
| Granted  | 0         | \$   |  |                                 |
| Exercised  | 0         | \$   |  |                                 |
| Cancelled  | 14,000    | \$ 3.48  |  |                                 |
| Outstanding at June 30, 2006                       | 1,753,610 | \$ 4.16  | 4.64   | \$ 18,000                       |
| Fully vested and expected to vest at June 30, 2006 | 1,671,610 | \$ 4.18  | 4.52   | \$ 16,000                       |
| Exercisable at June 30, 2006                       | 1,671,610 | \$ 4.18  | 4.52   | \$ 16,000                       |

As of June 30, 2006, there was \$105,000 of total unrecognized compensation cost related to unvested options which is expected to be recognized over a weighted-average period of 4.5 years.

### 3. Net Capital:

Siebert is subject to the Securities and Exchange Commission's Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital. Siebert has elected to use the alternative method, permitted by the rule, which requires that Siebert maintain minimum net capital, as defined, equal to the greater of \$250,000 or two percent of aggregate debit balances arising from customer transactions, as defined. (The net capital rule of the New York Stock Exchange also provides that equity capital may not be withdrawn or cash dividends paid if resulting net capital would be less than five percent of aggregate debits.) As of June 30, 2006, Siebert had net capital of approximately \$28,139,000 as compared with net capital requirements of \$250,000.

### 4. Capital Transactions:

On May 15, 2000, the board of directors of the Company authorized a stock buy back program of up to one million common shares. Shares will be purchased from time to time in the open market and in private transactions. Through June 30, 2006, 918,937 shares have been purchased at an average price of \$4.51 per share.

### 5. Intuit Lawsuit Update:

Siebert filed a lawsuit against Intuit Inc. ( Intuit ) in New York State Supreme Court on September 17, 2003 seeking not less than \$11.1 million in compensatory damages and \$33.3 million in punitive damages for claims

relating to the Joint Brokerage Service (the JBS ) conducted during the years ended December 31, 2003 and 2002 under the Strategic Alliance Agreement between Siebert and Intuit. The Court denied Intuit's motion to dismiss Siebert's causes of action for breach of fiduciary duty, breach of contractual obligations to pay shared expenses, promissory estoppel, and breach of the implied covenant of good faith and fair dealing. The Court granted Intuit's motion to dismiss Siebert's causes of action for breach of the express covenant of good faith and fair dealing, misrepresentation and/or fraud, and its request for punitive damages. Intuit has counterclaimed against Siebert, seeking not less than \$6.6 million. Siebert and Intuit have appealed from certain portions of the Court's decision and Siebert has also moved for reargument of that decision regarding punitive damages. In November 2005, Intuit's counsel was disqualified by the Court from representing Intuit in this action. Any further activity in the action is stayed pending a decision on Intuit's appeal from the Order of Disqualification, which was heard by the Appellate Court on April 21, 2006. The outcome of this matter cannot now be predicted.

**6. Siebert Brandford Shank & Co., LLC:**

Summarized financial data (presented in thousands) of Siebert Brandford Shank & Co., LLC, ( SBS ) as of and for the six months ended June 30, 2006 and 2005 is set forth below. Siebert holds a 49% ownership interest in SBS.

|   | 2006          | 2005          |
|---|---------------|---------------|
| Total assets including secured demand note of \$1,200,000 in each period due from Siebert         | \$ 17,470,000 | \$ 16,976,000 |
| Total liabilities including subordinated liabilities of \$1,200,000 in each period due to Siebert | 10,358,000    | 10,860,000    |
| Total members' capital  | 7,112,000     | 6,117,000     |
| Total revenues  | 11,770,000    | 10,086,000    |
| Net income  | 2,279,000     | 1,821,000     |

Siebert charged SBS \$120,000 for the six months ended June 30, 2006 for general and administrative services, which Siebert believes approximates the cost of furnishing such services.

Income of SBS for the three and six months ended June 30, 2006 amounted to \$686,000 and \$1,117,000, respectively. Income for the three and six months ended June 30, 2005 amounted to \$577,000 and \$893,000, respectively.

Siebert's share of undistributed earnings from SBS amounted to \$3,093,000 and \$2,605,000 at June 30, 2006 and 2005, respectively. Such amounts may not be immediately available for distribution to Siebert for various reasons including the amount of SBS's available cash, the provisions of the agreement between Siebert and the principals and SBS's continued compliance with its regulatory and net capital requirements.

**7. SBS Financial Products Company, LLC**

The Company entered into an Operating Agreement, effective as of April 19, 2005 (the Operating Agreement ), with the two individual principals of SBS (the Principals ) for the formation of SBS Financial Products Company, LLC, a Delaware limited liability company ( SBSFPC ). Pursuant to the terms of the Operating Agreement, the Company and each of the Principals made an initial capital contribution of \$400,000 in exchange for a 33.33% initial interest in SBSFPC. SBSFPC engages in derivatives transactions related to the municipal underwriting business. The Operating Agreement provides that profit will be shared 66.66% by the Principals and 33.33% by the Company.

Summarized financial data of SBSFPC as of and for the six months June 30, 2006 is set forth below. Siebert holds a 33.33% ownership interest in SBSFPC.



|                       |              |
|-----------------------|--------------|
| Total assets          | \$ 7,514,000 |
| Total liabilities     | 2,974,000    |
| Total members capital | 4,540,000    |
| Total revenues        | 4,771,000    |
| Net income            | 2,905,000    |

Income of SBSFPC for the three and six months ended June 30, 2006 amounted to \$993,000 and \$967,000, respectively. Income for the three and six months ended June 30, 2005 amounted to \$141,000, respectively. SBSFPC began operations in April 2005.

Siebert's share of undistributed earnings from SBSFPC amounted to \$1,113,000 at June 30, 2006.

#### 8. Commitments and Contingent Liabilities:

Siebert terminated the fully disclosed clearing agreement (the "Clearing Agreement") with Pershing LLC (formerly the Pershing division of Donaldson, Lufkin & Jenrette Securities Corporation) ("Pershing") in 2003. Based on consultation with counsel, Siebert believes that the \$1,500,000 that it advanced to Pershing in January 2003 should have been returned and that Pershing may be liable for damages. Pershing has expressed its belief that it is entitled to retain the advance and receive a minimum of \$3 million for its unreimbursed costs, a termination fee of \$500,000 and \$5 million for lost revenues. Siebert believes the Pershing claims are without merit and that the ultimate resolution of this matter will not have a material adverse effect on its results of operations or financial position. Siebert in 2004 decided not to commence proceedings against Pershing and charged off the \$1,500,000 advance to Pershing. Siebert and Pershing in 2005 entered into a Limited Release Agreement under which Siebert received a release from the \$3 million disputed claims for unreimbursed fees and costs, and Pershing was released from any liability to Siebert based upon the disputed fees and costs, and Siebert paid a consideration to Pershing that had been previously accrued by Siebert. The outcome of this matter cannot now be predicted.

The Company is involved in various routine lawsuits of a nature deemed by the Company customary and incidental to its business. In the opinion of management, the ultimate disposition of such actions will not have a material adverse effect on its financial position or results of operations.

#### 9. Subsequent Event

On August 9, 2006, The Board of Directors declared a dividend of eight cents per share on common stock of the Company, payable August 30, 2006 to shareholders of record at the close of business on August 21, 2006.

As a majority shareholder of the Company, the Chief Executive Officer has waived her right to receive the dividends in excess of the aggregate amount to be paid to other shareholders.

#### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This discussion should be read in conjunction with the Company's audited consolidated financial statements as of and for the year ended December 31, 2005, and the unaudited consolidated financial statements and the notes thereto contained elsewhere in this Quarterly Report.

#### Business Environment

The uncertainty over the state of the economy weighed on the markets in the second quarter of 2006 due to the high price of oil and rising interest rates and continues to affect interest in buying stocks. Competition in the brokerage industry remains intense although many of Siebert's competitors have been consolidated or have gone out of business.

The Company, like other securities firms, is directly affected by general economic and market conditions including fluctuations in volume and prices of securities, changes and prospects for changes in interest rates and demand for brokerage and investment banking services, all of which can affect the Company's relative profitability. In periods of reduced market activity, profitability is likely to be adversely affected because certain expenses, including salaries and related costs, portions of communications costs and occupancy expenses remain relatively fixed. Earnings, or loss, for any period should not be considered representative of any other period.

#### Recent Developments

On August 9, 2006, The Board of Directors declared a dividend of eight cents per share on common stock of the Company, payable August 30, 2006 to shareholders of record at the close of business on August 21, 2006.

As a majority shareholder of the Company, the Chief Executive Officer has waived her right to receive the dividends in excess of the aggregate amount to be paid to other shareholders.

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On May 15, 2000, the board of directors of the Company authorized the repurchase of up to 1,000,000 shares of the Company's common stock. Shares will be purchased from time to time, in the discretion of the Company, in the open market and in private transactions. Through June 30, 2006, 918,937 shares have been purchased at an average

price of \$4.51 per share. The Company intends to continue acquiring shares pursuant to its stock repurchase program based upon the price of the stock and in accordance with applicable rules and regulations.

### **Critical Accounting Policies**

The Company follows accounting policies standard in the brokerage industry and believes that its policies appropriately reflect its financial position and results of operations. Management has identified the use of "Estimates" as a critical accounting policy. These estimates relate primarily to revenue and expense items in the normal course of business as to which the Company receives no confirmations, invoices, or other documentation at the time the books are closed for a period. The Company uses its best judgment, based on its knowledge of these revenue transactions and expenses incurred, to estimate the amounts of such revenue and expense. The Company is not aware of any material differences between the estimates used in closing its books for the last five years and the actual amounts of revenue received and expenses incurred when the Company subsequently receives the actual confirmations, invoices or other documentation. Estimates are also used in determining the useful lives of tangible and intangible assets, and the fair market value of intangible assets. Management believes that its estimates are reasonable.

### **Results of Operations**

The Company believes that its core business is performing relatively well, given the current difficult business environment for discount and online brokers. The Company had net income of \$1,341,000 and \$1,893,000 for the three months and six months ended June 30, 2006, respectively.

#### ***Three Months Ended June 30, 2006 Compared to Three Months Ended June 30, 2005***

Total revenues for the three months ended June 30, 2006 were \$8.9 million, an increase of \$860,000 or 10.8% from the same period in 2005.

Commission and fee income for the three months ended June 30, 2006 was \$6.3 million, an increase of \$66,000 or 1.1% from the same period in 2005 due to an increase in retail trading volume offset by a decrease in commissions generated by the commission recapture and institutional trading.

Investment banking revenues for the three months ended June 30, 2006 were \$283,000, a decrease of \$336,000 or 54.3% due to the Company participating in fewer new issues in the equity capital markets.

Income from the Company's equity investment in Siebert Brandford Shank & Co., LLC, an entity in which the Company holds a 49% equity interest (SBS), for the three months ended June 30, 2006, was \$686,000 compared to income of \$577,000, an increase of \$109,000 or 18.9% from the same period in 2005. SBS serves as an underwriter for municipal bond offerings. This increase was due primarily to an increase in group sales. Income from the Company's equity investment in SBS Financial Products Company, LLC, an entity in which the Company holds a 33% equity interest (SBSFPC) for the three months ended June 30, 2006, was \$993,000 compared to income of \$141,000, an increase of \$852,000 or 604.3% from the same period in 2005. This increase was due to an increase in the number and size of the transactions SBSFPC entered into in the second quarter of 2006. SBSFPC began operations in April 2005.

Trading profits were \$183,000 for the three months ended June 30, 2006, a decrease of \$38,000 or 17.2% over the same period in 2005 due to an overall decrease in trading margins and volume.

Interest and dividends for the three months ended June 30, 2006 were \$413,000, an increase of \$207,000 or 100.5% from the same period in 2005 primarily due to higher interest rates and higher cash balances.

Total expenses for the three months ended June 30, 2006 were \$6.5 million, a decrease of \$434,000 or 6.2% from the same period in 2005.

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Employee compensation and benefit costs for the three months ended June 30, 2006 were \$2.6 million, an increase of \$54,000 or 2.1% from the same period in 2005. This increase was due to an increase in employee benefits, bonus accrual and the expensing of employee stock options offset by a decrease in compensation to registered representatives and executives, and the decrease of the New York Stock Exchange Floor Operation.

Clearing and floor brokerage costs for the three months ended June 30, 2006 were \$1.3 million, a decrease of \$7,000 or 1.0% from the same period in 2005 primarily due to a decrease in floor brokerage costs relating to the decreased volume of institutional trades executed at the New York Stock Exchange.

Professional fees for the three months ended June 30, 2006, was \$887,000, a decrease of \$327,000 or 26.9% from the same period in 2005 due to a decrease in consulting fees relating to the commission recapture business, Sarbanes-Oxley related costs and legal fees.

Advertising and promotion expenses for the three months ended June 30, 2006 were \$239,000, an increase of \$37,000 or 18.3% from the same period in 2005 primarily due to the production and airing of television commercials in the Florida region.

Communications expense for the three months ended June 30, 2006, was \$412,000, a decrease of \$165,000 or 28.6% from the same period in 2005 due primarily to actively pursuing alternative vendors and utilizing new technologies and solutions.

Occupancy costs for the three months ended June 30, 2006 were \$298,000, an increase of \$35,000 or 13.3% from the same period in 2005. This was due to the increase in escalation costs in the Jersey City, New Jersey office.

Other general and administrative expenses for the three months ended June 30, 2006 were \$776,000, a decrease of \$61,000 or 7.3% from the same period in 2005 due to the decrease in depreciation and amortization expenses and cost relating to the institutional direct access operations offset by increases in travel and entertainment and placement fees.

For the three months ended June 30, 2006 and 2005, there was a tax provision of \$972,000 and 425,000, respectively, due to the Company's income before income tax of \$2,313,000 and \$1,019,000, respectively. The effective tax rate was 42% in both periods.

### ***Six Months Ended June 30, 2006 Compared to Six Months Ended June 30, 2005***

Total revenues for the six months ended June 30, 2006 were \$16.7 million, an increase of \$1.5 million or 9.6% from the same period in 2005.

Commission and fee income for the six months ended June 30, 2006 was \$12.9 million, an increase of \$495,000 or 4.0% from the same period in 2005 due to an increase in retail customers trading volumes offset by a decrease in commissions generated by the commission recapture, institutional trading and institutional direct access operations.

Investment banking revenues for the six months ended June 30, 2006 were \$560,000, a decrease of \$422,000 or 43.0% from the same period in 2005 due to the Company participating in fewer new issues in the equity capital markets.

Income from the Company's equity investment in Siebert Brandford Shank & Co., LLC, an entity in which the Company holds a 49% equity interest ( SBS ) for the six months ended June 30, 2006, was \$1,117,000 compared to income of \$893,000, an increase of \$224,000 or 25.1% from the same period in 2005. This increase was due to an increase in trading and sales at SBS. SBS serves as an underwriter for municipal bond offerings. Income from the Company's equity investment in SBS Financial Products Company, LLC an entity in which the Company holds a 33% equity interest ( SBSFPC ) for the six months ended June 30, 2006, was \$967,000 an increase of \$826,000 or 585.8%

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from the same period in 2005. This increase was due to an increase in the number and size of the transactions SBSFPC entered into in the second quarter of 2006. SBSFPC began operations in April 2005.

Trading profits were \$353,000 for the six months ended June 30, 2006, a decrease of \$85,000 or 19.4% over the same period in 2005 due to an overall decrease in trading margins and volume.

Interest and dividends for the six months ended June 30, 2006 were \$789,000, an increase of \$426,000 or 117.4% from the same period in 2005 primarily due to higher interest rates and higher cash balances.

Total expenses for the six months ended June 30, 2006 were \$13.4 million, a decrease of \$465,000 or 3.4% from the same period in 2005.

Employee compensation and benefit costs for the six months ended June 30, 2006 were \$5.3 million, an increase of \$38,000 or .7% from the same period in 2005. This increase was due to an increase in bonus accruals and health benefits offset by a decrease in compensation to registered representatives and executives, and the decrease of The Stock Exchange Floor Operation.

Clearing and floor brokerage costs for the six months ended June 30, 2006 were \$2.8 million, an increase of \$163,000 or 6.1% from the same period in 2005 primarily due to increase in retail customer trading volume and other related clearing fees offset by a decrease in floor brokerage costs relating to the decreased volume of institutional trades executed at the New York Stock Exchange.

Professional fees for the six months ended June 30, 2006, was \$1.8 million, a decrease of \$358,000 or 16.8% from the same period in 2005 due to a decrease in consulting fees relating to the commission recapture business, Sarbanes-Oxley related costs and legal fees.

Advertising and promotion expenses for the six months ended June 30, 2006 were \$674,000, an increase of \$134,000 or 24.8% from the same period in 2005 primarily due to the production and airing of television commercials in the Florida region.

Communications expense for the six months ended June 30, 2006, was \$863,000, a decrease of \$321,000 or 27.1% from the same period in 2005 due to primarily actively pursuing alternative vendors and utilizing new technologies and solutions.

Occupancy costs for the six months ended June 30, 2006 were \$566,000, an increase of \$44,000 or 8.4% from the same period in 2005. This was due to the increase in escalation costs in the Jersey City, New Jersey office and rents in the Boca Raton, Florida office.

Other general and administrative expenses for the six months ended June 30, 2006 were \$1.5 million, a decrease of \$165,000 or 10.1% from the same period in 2005 due to the decrease in depreciation and amortization expenses and cost relating to the institutional direct access operations offset by increases in travel and entertainment and placement fees.

For the six months ended June 30, 2006 and 2005, there was a tax provision of \$1,371,000 and \$560,000, respectively, due to the Company's income before income tax of \$3,264,000 and \$1,335,000, respectively. The effective tax rate was 42% in both periods.

### **Liquidity and Capital Resources**

The Company's assets are highly liquid, consisting generally of cash, money market funds and commercial paper. The Company's total assets at June 30, 2006 were \$45 million. As of that date, \$34.6 million, or 77%, of total assets were regarded by the Company as highly liquid.

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Siebert is subject to the net capital requirements of the SEC, the NYSE and other regulatory authorities. At June 30, 2006, Siebert's regulatory net capital was \$28.1 million, \$27.9 million in excess of its minimum capital requirement of \$250,000.

The Company also intends to acquire additional shares of its common stock pursuant to its share buy back program.

Siebert has entered into a Secured Demand Note Collateral Agreement with SBS under which it is obligated to lend to SBS up to \$1.2 million pursuant to a secured promissory note on a subordinated basis. Amounts pledged by Siebert under the facility are reflected on the Company's balance sheet as cash equivalents restricted. SBS pays Siebert interest on this amount at the rate of 8% per annum. The facility expires on August 31, 2007, at which time SBS is obligated to repay to Siebert any amounts borrowed by SBS thereunder.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Working capital is generally temporarily invested in dollar denominated money market funds and commercial paper. These investments are not subject to material changes in value due to interest rate movements. The Company also invests in certain short-term municipal bonds, the values of which may fluctuate during the period they are held by the Company.

In the normal course of its business, Siebert enters into transactions in various financial instruments with off-balance sheet risk. This risk includes both market and credit risk, which may be in excess of the amounts recognized in the Company's financial statements. Retail customer transactions are cleared through clearing brokers on a fully disclosed basis. If customers do not fulfill their contractual obligations, the clearing broker may charge Siebert for any loss incurred in connection with the purchase or sale of securities at prevailing market prices to satisfy the customers' obligations. Siebert regularly monitors the activity in its customer accounts for compliance with its margin requirements. Siebert is exposed to the risk of loss on unsettled customer transactions if customers and other counter parties are unable to fulfill their contractual obligations.

### **Item 4. Controls and Procedures**

The Company carried out an evaluation, under the supervision and with the participation of management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report pursuant to Exchange Act Rule 13a-15 under the Securities Exchange Act of 1934, as amended. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) required to be included in the Company's periodic filings with the Securities and Exchange Commission filings.

There were no changes in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Part II - OTHER INFORMATION****Item 1. Legal Proceedings**

See Part I-Item 1 Notes to Consolidated Financial Statements-Intuit Lawsuit Update with respect to the Company's lawsuit against Intuit Inc. which was filed in New York State Supreme Court, County of New York on September 17, 2003, alleging, among other things, Intuit's breach of contractual obligations, breach of fiduciary duties and misrepresentation and/or fraud, all relating to the Joint Brokerage services conducted under the Strategic Alliance Agreement between Siebert and Intuit.

The Company is involved in various routine lawsuits of a nature deemed by the Company customary and incidental to its business. In the opinion of management, the ultimate disposition of such actions will not have a material adverse effect on its financial position or results of operations.

**Item 1A. Risk Factors**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2005, which could materially affect our business, financial position and results of operations. There are no material changes from the risk factors set forth in Part I, Item 1A, Risk Factors, of the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

**Item 2. Unregistered Sale of Equity Securities and Use of Proceeds**

On May 15, 2000, the Board of Directors of the Company authorized a buy back of up to one million shares of the Company's common stock. Under this program, shares are purchased from time to time, at the Company's discretion, in the open market and in private transactions. A summary of the Company's repurchase activity for the three months ended June 30, 2006 is as follows:

| <b>Period</b> | <b>Total Number<br/>Of Shares<br/>Purchased</b> | <b>Average Price<br/>Paid Per Share</b> | <b>Total Number of<br/>Shares Purchased<br/>as Part of Publicly<br/>Announced Plans</b> | <b>Maximum<br/>Number of Shares<br/>That May Yet Be<br/>Purchased Under<br/>The Plan</b> |
|---------------|---|---|---|--|
| April 2006    | 0   |   | 916,434   | 83,566   |
| May 2006      | 489   | \$ 2.77                                 | 916,923   | 83,077   |
| June 2006     | 2,014   | \$ 2.70                                 | 918,937   | 81,063   |
| Total         | 2,503   | \$ 2.71                                 | 918,937   | 81,063   |

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Submission of Matters to a Vote of Security Holders**

The Company held its annual meeting on June 12, 2006. At that meeting, the following matter was voted on and received

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the votes indicated:

| (1) Election of Directors | For        | Withheld |
|---------------------------|------------|----------|
| Muriel F. Siebert         | 21,871,529 | 117,895  |
| Patricia L. Francy        | 21,852,609 | 136,815  |
| Jane H. Macon             | 21,809,814 | 179,610  |
| Leonard M. Leiman         | 21,854,109 | 135,315  |
| Nancy S. Peterson         | 21,957,484 | 31,940   |
| Robert P. Mazzarella      | 21,958,184 | 31,240   |

Item 5. Other Information

None

Item 6. Exhibits

(a)

- 31.1 Certification of Muriel F. Siebert pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Joseph M. Ramos, Jr. pursuant to Exchange Act Rule 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Muriel F. Siebert of Periodic Financial Report under Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Joseph M. Ramos, Jr. of Periodic Financial Report under Section 906 of the Sarbanes-Oxley Act of 2002.



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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SIEBERT FINANCIAL CORP.

By: /s/ Muriel F. Siebert

Muriel F. Siebert  
Chairwoman and President  
(principal executive officer)

Dated: August 14, 2006

By: /s/ Joseph M. Ramos, Jr

Joseph M. Ramos, Jr.  
Executive Vice President and Chief  
Financial Officer  
(principal financial and accounting officer)

Dated: August 14, 2006

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