

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Date: 2/25/14 4:55 PM
Status: Amendment - Submitted

FORM
X-17A-5

FOCUS REPORT
(FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT)
PART II 11

(Please read instructions before preparing Form)

This report is being filed pursuant to (Check Applicable Block(s)):

- 1) Rule 17a-5(a) 16
- 2) Rule 17a-5(b) 17
- 3) Rule 17a-11 18
- 4) Special request by designated examining authority 19
- 5) Other 26

NAME OF BROKER-DEALER

BNY MELLON CAPITAL MARKETS, LLC 13

ADDRESS OF PRINCIPAL PLACE OF BUSINESS (Do not use P.O. Box No.)

32 OLD SLIP, 15TH FLOOR 20

(No. and Street)

NEW YORK 21 NY 22 10286 23

(City)

(State)

(Zip Code)

SEC. FILE NO.

8-35255 14

FIRM ID NO.

17454 15

FOR PERIOD BEGINNING (MM/DD/YY)

10/01/13 24

AND ENDING (MM/DD/YY)

12/31/13 25

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT (Area code) - Telephone No.

Robert Murphy 30

(212) 635-8833 31

NAME(S) OF SUBSIDIARIES OR AFFILIATES CONSOLIDATED IN THIS REPORT

OFFICIAL USE

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DOES RESPONDENT CARRY ITS OWN CUSTOMER ACCOUNTS ? YES 40 NO 41

CHECK HERE IF RESPONDENT IS FILING AN AUDITED REPORT 42

EXECUTION:

The registrant/broker or dealer submitting this Form and its attachments and the person(s) by whom it is executed represent hereby that all information contained therein is true, correct and complete. It is understood that all required items, statements, and schedules are considered integral parts of this Form and that the submission of any amendment represents that all unamended items, statements and schedules remain true, correct and complete as previously submitted.

Dated the _____ day of _____ 20 _____

Manual Signatures of:

1) _____
Principal Executive Officer or Managing Partner

2) _____
Principal Financial Officer or Partner

3) _____
Principal Operations Officer or Partner

ATTENTION - Intentional misstatements or omissions of facts constitute Federal Criminal Violations. (See 18 U.S.C. 1001 and 15 U.S.C. 78:f (a))

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FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART II

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BROKER OR DEALER	as of <u>12/31/13</u>
BNY MELLON CAPITAL MARKETS, LLC	

STATEMENT OF FINANCIAL CONDITION

	ASSETS (continued)		
	Allowable	Nonallowable	Total
E. Stocks and warrants	\$ 271,917,746		410
F. Options	44,581,972		420
G. Arbitrage			422
H. Other securities			424
I. Spot Commodities			430
J. Total inventory - includes encumbered securities of ...	\$ 120		\$ 4,890,817,067 850
8. Securities owned not readily marketable:			
A. At Cost	\$ 1,206,275 130	\$ 1,147,645 610	1,147,645 860
9. Other investments not readily marketable:			
B. At estimated fair value	140	620	870
10. Securities borrowed under subordination agreements and partners' individual and capital securities accounts, at market value:			
A. Exempted securities	\$ 150		
B. Other	\$ 160	630	880
11. Secured demand notes- market value of collateral:			
A. Exempted securities	\$ 170		
B. Other	\$ 180	640	890
12. Memberships in exchanges:			
A. Owned, at market value	\$ 190		
B. Owned at cost		650	
C. Contributed for use of company, at market value		660	900
13. Investment in and receivables from affiliates, subsidiaries and associated partnerships	480	899,563 670	899,563 910
14. Property, furniture, equipment, leasehold improvements and rights under lease agreements:			
At cost (net of accumulated depreciation and amortization)	490	614,032 680	614,032 920
15. Other Assets:			
A. Dividends and interest receivable	19,985,072 500	690	
B. Free shipments	510	700	
C. Loans and advances	520	710	
D. Miscellaneous	23,101,599 530	77,423,654 720	
E. Collateral accepted under SFAS 140	536		
F. SPE Assets	537		120,510,325 930
16. TOTAL ASSETS	\$ 5,257,569,945 540	\$ 80,084,894 740	\$ 5,337,654,839 940

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
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BROKER OR DEALER
BNY MELLON CAPITAL MARKETS, LLC

as of 12/31/13

STATEMENT OF FINANCIAL CONDITION
LIABILITIES AND OWNERSHIP EQUITY

Liabilities	A.I. Liabilities *	Non-A.I. Liabilities *	Total
17. Bank loans payable:			
A. Includable in "Formula for Reserve Requirements" \$	1030	\$ 1240	\$ 1460
B. Other	1040	1250	1470
18. Securities sold under repurchase agreements.		1260	2,266,005,514 1480
19. Payable to brokers or dealers and clearing organizations:			
A. Failed to receive:			
1. Includable in "Formula for Reserve Requirements"	1050	1270	65,905 1490
2. Other	1060	1280	43,843,026 1500
B. Securities loaned:			
1. Includable in "Formula for Reserve Requirements"	1070		1510
2. Other	1080	1290	1520
C. Omnibus accounts:			
1. Includable in "Formula for Reserve Requirements"	1090		1530
2. Other	1095	1300	1540
D. Clearing organizations:			
1. Includable in "Formula for Reserve Requirements"	1100		1550
2. Other	1105	1310	1560
E. Other	1110	1320	1,351,527,954 1570
20. Payable to customers:			
A. Securities accounts - including free credits of \$	950	1120	999,731 1580
B. Commodities accounts	1130	1330	1590
21. Payable to non customers:			
A. Securities accounts	1140	1340	1600
B. Commodities accounts	1150	1350	1610
22. Securities sold not yet purchased at market value - including arbitrage of \$	960	1360	1,128,928,480 1620
23. Accounts payable and accrued liabilities and expenses:			
A. Drafts payable	1160		1630
B. Accounts payable	1170		15,607,596 1640
C. Income taxes payable	1180		5,141,446 1650
D. Deferred income taxes		1370	1660
E. Accrued expenses and other liabilities	1190		47,147,247 1670
F. Other	1200	1380	1680
G. Obligation to return securities		1386	1686
H. SPE Liabilities		1387	1687

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*Brokers or Dealers electing the alternative net capital requirement method need not complete these columns.

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BROKER OR DEALER BNY MELLON CAPITAL MARKETS, LLC	as of <u>12/31/13</u>
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STATEMENT OF FINANCIAL CONDITION
LIABILITIES AND OWNERSHIP EQUITY (continued)

	<u>Liabilities</u>	<u>A.I. Liabilities</u> *	<u>Non-A.I. Liabilities</u> *	<u>Total</u>
24. Notes and mortgages payable:				
A. Unsecured	\$	<u>1210</u>		\$ <u>1690</u>
B. Secured		<u>1211</u>	\$ <u>1390</u>	<u>1700</u>
25. Liabilities subordinated to claims of general creditors:				
A. Cash borrowings:			<u>1400</u>	<u>50,000,000 1710</u>
1. from outsiders \$	<u>0970</u>			
2. Includes equity subordination(15c3-1(d)) of	\$ <u>0980</u>			
B. Securities borrowings, at market value:			<u>1410</u>	<u>1720</u>
from outsiders \$	<u>0990</u>			
C. Pursuant to secured demand note collateral agreements:			<u>1420</u>	<u>1730</u>
1. from outsiders \$	<u>1000</u>			
2. Includes equity subordination(15c3-1(d)) of	\$ <u>1010</u>			
D. Exchange memberships contributed for use of company, at market value			<u>1430</u>	<u>1740</u>
E. Accounts and other borrowings not qualified for net capital purposes		<u>1220</u>	<u>1440</u>	<u>1750</u>
26. TOTAL LIABILITIES	\$	<u>1230</u>	\$ <u>1450</u>	\$ <u>4,909,266,899 1760</u>
<u>Ownership Equity</u>				
27. Sole proprietorship				\$ <u>1770</u>
28. Partnership - limited partners	\$	<u>1020</u>		<u>1780</u>
29. Corporation:				
A. Preferred stock				<u>1791</u>
B. Common stock				<u>1792</u>
C. Additional paid- in capital			213,454,062	<u>1793</u>
D. Retained Earnings			214,933,878	<u>1794</u>
E. Total			428,387,940	<u>1795</u>
F. Less capital stock in treasury			()	<u>1796</u>
30. TOTAL OWNERSHIP EQUITY				\$ <u>428,387,940 1800</u>
31. TOTAL LIABILITIES AND OWNERSHIP EQUITY				\$ <u>5,337,654,839 1810</u>

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BROKER OR DEALER

BNY MELLON CAPITAL MARKETS, LLC

as of 12/31/13

COMPUTATION OF NET CAPITAL

1. Total ownership equity (from Statement of Financial Condition - Item 1800)	\$	428,387,940	3480
2. Deduct: Ownership equity not allowable for Net Capital	(3490
3. Total ownership equity qualified for Net Capital		428,387,940	3500
4. Add:			
A. Liabilities subordinated to claims of general creditors allowable in computation of net capital	_____	50,000,000	3520
B. Other (deductions) or allowable credits (List)	_____		3525
5. Total capital and allowable subordinated liabilities	\$	478,387,940	3530
6. Deductions and/or charges:			
A. Total non-allowable assets from			
Statement of Financial Condition (Notes B and C)	\$	80,084,894	3540
1. Additional charges for customers' and non-customers' security accounts			3550
2. Additional charges for customers' and non-customers' commodity accounts			3560
B. Aged fail-to-deliver:		151,132	3570
1. number of items			3450
C. Aged short security differences-less reserve of	\$		3580
number of items			3470
D. Secured demand note deficiency			3590
E. Commodity futures contracts and spot commodities - proprietary capital charges			3600
F. Other deductions and/or charges		167,452	3610
G. Deductions for accounts carried under Rule 15c3-1(a)(6), (a)(7) and (c)(2)(x)			3615
H. Total deductions and/or charges	(80,403,478	3620
7. Other additions and/or allowable credits (List)		5,320,967	3630
8. Net Capital before haircuts on securities positions	\$	403,305,429	3640
9. Haircuts on securities: (computed, where applicable, pursuant to 15c3-1(f)):			
A. Contractual securities commitments	\$	0	3660
B. Subordinated securities borrowings			3670
C. Trading and investment securities:			
1. Bankers' acceptances, certificates of deposit and commercial paper		3,802,695	3680
2. U.S. and Canadian government obligations		23,358,041	3690
3. State and municipal government obligations		2,845,795	3700
4. Corporate obligations		75,296,838	3710
5. Stocks and warrants		1,176,422	3720
6. Options		18,545,448	3730
7. Arbitrage			3732
8. Other securities			3734
D. Undue concentration		24,174	3650
E. Other (List)		3,159,097	3736
E. Other (List)		128,208,510	3740
10. Net Capital	\$	275,096,919	3750

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COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Part A

11. Minimal net capital required (6-2/3% of line 19)	\$	3756
12. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with Note (A)	\$	3758
13. Net capital requirement (greater of line 11 or 12)	\$	3760
14. Excess net capital (line 10 less 13)	\$	3770
15. Net capital less greater of 10% of line 19 or 120% of line 12	\$	3780

COMPUTATION OF AGGREGATE INDEBTEDNESS

16. Total A.I. liabilities from Statement of Financial Condition	\$	3790
17. Add:		
A. Drafts for immediate credit	\$	3800
B. Market value of securities borrowed for which no equivalent value is paid or credited	\$	3810
C. Other unrecorded amounts (List)	\$	3820
18. Deduct: Adjustment based on deposits in Special Reserve Bank Accounts(15c3-1(c)(1)(vii))	\$	3838
19. Total aggregate indebtedness	\$	3840
20. Percentage of aggregate indebtedness to net capital (line 19 divided by line 10)	%	3850
21. Percentage of aggregate indebtedness to net capital after anticipated capital withdrawals (line 19 divided by line 10 less item 4880 page 12)	%	3853

COMPUTATION OF ALTERNATE NET CAPITAL REQUIREMENT

Part B

22. 2% of combined aggregate debit items as shown in Formula for Reserve Requirements pursuant to Rule 15c3-3 prepared as of the date of net capital computation including both brokers or dealers and consolidated subsidiaries' debits	\$	12,529	3870
23. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with Note(A)	\$	1,000,000	3880
24. Net capital requirement (greater of line 22 or 23)	\$	1,000,000	3760
25. Excess net capital (line 10 less 24)	\$	274,096,919	3910
26. Percentage of Net Capital to Aggregate Debits (line 10 divided by line 18 page 8)	%	43912.37	3851
27. Percentage of Net Capital, after anticipated capital withdrawals, to Aggregate Debits item 10 less Item 4880 page 12 divided by line 17 page 8)	%	43912.37	3854
28. Net capital in excess of the greater of: 5% of combined aggregate debit items or 120% of minimum net capital requirement	\$	273,896,919	3920

OTHER RATIOS

Part C

29. Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1 (d)	%	10.45	3860
30. Options deductions/Net Capital ratio (1000% test) total deductions exclusive of liquidating equity under Rule 15c3-1(a)(6), (a)(7) and (c)(2)(x) divided by Net Capital	%		3852

NOTES:

- (A) The minimum net capital requirement should be computed by adding the minimum dollar net capital requirement of the reporting broker dealer and, for each subsidiary to be consolidated, the greater of:
 1. Minimum dollar net capital requirement, or
 2. 6-2/3% of aggregate indebtedness or 2% of aggregate debits if alternate method is used.
- (B) Do not deduct the value of securities borrowed under subordination agreements or secured demand notes covered by subordination agreements not in satisfactory form and the market values of memberships in exchanges contributed for use of company (contra to item 1740) and partners' securities which were included in non-allowable assets.
- (C) For reports filed pursuant to paragraph (d) of Rule 17a-5, respondent should provide a list of material non-allowable assets.