

SIEBERT FINANCIAL CORP
Form DEF 14A
November 09, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Under Rule 14a-12

Siebert Financial Corp.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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| 1) | Title of each class of securities to which transaction applies: |
| 2) | Aggregate number of securities to which transaction applies: |
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1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice & Proxy Statement, Annual Report is/are available at www.proxyvote.com.

SIEBERT FINANCIAL CORP.
885 Third Avenue, Suite 3100
New York, New York 10022
(212) 644-2400

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 11, 2015

Dear Shareholders:

Notice is hereby given of the Annual Meeting of Shareholders of Siebert Financial Corp., a New York corporation, at the offices of Norton Rose Fulbright US LLP, 666 Fifth Avenue, New York, NY, on Friday, December 11, 2015 at 10:00 a.m., local time. The meeting's purpose is to:

1. Elect four directors.
2. Consider any other matters that are properly presented at the Annual Meeting and any adjournment thereof.

You may vote at the Annual Meeting if you were one of our shareholders of record at the close of business on Friday, October 30, 2015.

Along with the attached Proxy Statement, we are also enclosing a copy of our Annual Report to Shareholders, which includes our financial statements.

To assure your representation at the meeting, please vote by Internet or telephone or sign and mail the enclosed proxy as soon as possible. We have enclosed a return envelope, which requires no postage if mailed in the United States. Your proxy is being solicited by the Board of Directors. Shareholders who attend the meeting may revoke their proxy and vote their shares in person.

PLEASE VOTE—YOUR VOTE IS IMPORTANT

Joseph M. Ramos, Jr.
Secretary

New York, New York
November 11, 2015

IMPORTANT NOTICE REGARDING INTERNET AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING:

This Notice and Proxy Statement, our Proxy Card and our Annual Report also are available at www.proxyvote.com by entering the control number found on the enclosed Proxy Card

SIEBERT FINANCIAL CORP.
885 Third Avenue, Suite 3100
New York, New York 10022
(212) 644-2400

**PROXY STATEMENT FOR THE 2015 ANNUAL MEETING OF
SHAREHOLDERS TO BE HELD ON DECEMBER 11, 2015**

INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

Annual Meeting: December
11,
2015
10:00 a.m. at Norton Rose Fulbright US LLP
666 Fifth Avenue, New York, NY
local
time

Record Date: Close of business on Friday, October
30, 2015. If you were a shareholder at
that time, you may vote at the meeting.
Each share is entitled to one vote. On
the record date, we had 23,215,692
shares of our common stock
outstanding and entitled to vote. Of
those shares, 19,878,700 shares were
beneficially owned or controlled by
the Estate of Muriel F. Siebert, our
former Chairwoman, President and
Chief Executive Officer. This proxy
statement and form of proxy were first
mailed to shareholders on or about
November 11, 2015.

Quorum: The holders of a majority of the
outstanding shares of our common
stock, present in person or by proxy
and entitled to vote, will constitute a
quorum at the meeting. Abstentions
and broker non-votes will be counted
for purposes of determining the

presence or absence of a quorum.

Agenda:

1. Elect four directors.

Any other proper business.

2. However, we currently are not aware of any other matters that will come before the meeting.

Vote Required:

In the case of the proposal to elect directors, the four nominees for director who receive the most votes will be elected. If you withhold authority to vote for any nominee on your proxy card, your vote will not count either for or against the nominee.

Broker Non-votes:

“Broker non-votes” are shares held by brokers or nominees which are present in person or represented by proxy, but which are not voted on a particular matter because instructions have not been received from the beneficial owner. Under the rules of the Financial Industry Regulatory Authority, member brokers generally may not vote shares held by them in street name for customers unless they are permitted to do so under the rules of any national securities exchange of which they are a member.

Under the rules of the New York Stock Exchange, New York Stock Exchange-member brokers who hold shares of our common stock in street name for their customers and have transmitted our proxy solicitation materials to their customers, but do not receive voting instructions from such customers, are not permitted to vote on non-routine matters.

Broker non-votes count for quorum purposes, but we do not count broker non-votes as votes for or against any non-routine proposal. Under the New York Stock Exchange rules, the proposal relating to the election of directors is deemed to be a non-routine matter with respect to which brokers and nominees may not exercise their voting discretion without receiving instructions from the beneficial owner of the shares.

Proxies:

Please vote; your vote is important. Prompt return of your proxy will help avoid the

costs of
re-solicitation. Unless
you tell us on the
proxy card to vote
differently, we will
vote signed returned
proxies “**FOR**” each of
the Board of
Directors’ nominees
for director.

If any nominee
cannot or will not
serve as a director,
your proxy will vote
in accordance with
his or her best
judgment. At the time
we began printing this
proxy statement, we
did not know of any
matters that needed to
be acted upon at the
meeting other than
those discussed in this
proxy statement.
However, if any
additional matters are
presented to the
shareholders for
action at the meeting,
your proxy will vote
in accordance with
his or her best
judgment.

Proxies Solicited By: The Board of
Directors.

Revoking Your Proxy: You may revoke your
proxy before it is
voted at the meeting.
Proxies may be
revoked if you:

1. deliver a
signed
revocation
letter,
dated later
than the

proxy, to
Joseph M.
Ramos, Jr.,
Secretary,
Siebert
Financial
Corp., 885
Third
Avenue,
Suite 3100,
New York,
New York
10022

2. deliver a
signed
proxy,
dated later
than the
first proxy,
to Mr.
Ramos at
the address
above; or

3. attend the
Annual
Meeting
and vote in
person or
by proxy.
Attending
the
meeting
without
doing
more will
not revoke
your
proxy.

Cost of Solicitation: We will pay all costs
of soliciting these
proxies, estimated at
approximately \$6,000
in the aggregate.
Although we are
mailing these proxy
materials, our
directors, officers and
employees may also

solicit proxies by
telephone, facsimile,
mail or personal
contact.

These persons will receive no compensation for their services, but we may reimburse them for reasonable out-of-pocket expenses. We will also furnish copies of solicitation materials to fiduciaries, custodians, nominees and brokerage houses for forwarding to beneficial owners of our shares of common stock held in their names, and we will reimburse them for reasonable out-of-pocket expenses. Broadridge Financial Solutions, Inc. is assisting us in the solicitation of proxies for the meeting for no additional fee.

Your
Comments:

Your comments about any aspects of our business are welcome. Although we may not respond on an individual basis, your comments help us to measure your satisfaction, and we may benefit from your suggestions.

**PROPOSAL
ELECTION OF DIRECTORS**

Our Board of Directors nominated four directors for election at the annual meeting. All the nominees for election as director are currently serving as our directors. All the nominees have consented to be named Generally: and have indicated their intent to serve if elected. If elected, each director will hold office until the next annual meeting or until the director's successor has been duly elected. All our directors other than Jane Macon are "independent directors" within the meaning of Rule 5605(a)(2) of The Nasdaq Stock Market.

PATRICIA L. FRANCY
Age 70

Patricia Francy retired as Special Advisor for Alumni Relations and Treasurer & Controller, Columbia University, December 31, 2005. Ms. Francy is a director of Old Westbury Funds, Inc., the Matheson Foundation, the Guttman Foundation and the Muriel F. Siebert Foundation. Ms. Francy became a director on March 11, 1997. Ms. Francy is one of two executors of the Estate of Muriel F. Siebert, our former Chairwoman, President and Chief Executive Officer, although she does not possess the power in that capacity to control the voting of the shares of our common stock held by the Estate.

Specific experience, qualifications, attributes or skills:

Ms. Francy served as Treasurer and Controller of Columbia University from 1989 until 2003. She had been affiliated with Columbia University since 1968, and has served as a Director of Finance and Director of Budget Operations. Ms. Francy was Governor of the Columbia University Club of New York, and a former director for the Children's Tumor Foundation and the Metropolitan New York Library Council. She serves on the Outward Bound Advisory Board. Ms. Francy is director emeritus of Junior Achievement Worldwide, and is a member of the Economic Club of New York and the International Women's Forum. Ms. Francy provides expertise on financial matters.

NANCY PETERSON HEARN
Age 81

Nancy Peterson Hearn is Chairwoman of Peterson Tool Company, Inc. and was its President/CEO from 1979 until 2012. Ms. Hearn became a director on June 4, 2001.

Specific experience, qualifications, attributes or skills:

A nationally recognized business entrepreneur, Nancy Peterson Hearn is chairman of Peterson Tool Company, Inc. Under her leadership, the company has made exponential gains in sales, production and reputation, and is ranked among the world's premier designers and manufacturers of custom insert tooling.

Peterson Tool successfully received ISO 9001 certification, and has earned numerous quality and certification awards including General Motors' Targets for Excellence Award and Caterpillar's coveted Certified Supplier of Quality Materials awards.

She was the first American to earn the prestigious Veuve Clicquot Business Woman of the Year Award (1990). Ms. Hearn has a distinguished leadership record that includes roles on some of the most prestigious boards in the nation. She has served as Vice Chair of the Foundation, Southeast Region Chair and Membership Chair for Committee of 200 ("C200"), an international organization of businesswomen, which has established the Nancy Sanders Peterson Scholars Award in her honor. She chaired the C200 Auction from 2000 to 2008, and her efforts helped raise several millions of dollars for the C200 Foundation. She has also served on the boards of The Society of International Business Fellows, the Aquinas College Board of Governors, the Mississippi University for Women's National Board of Distinguished Women, Nashville Symphony, Cheekwood Museum and Botanical Gardens and Nashville Ballet.

Most recently, she received the Golden Micrometer Award from Precision Machine Producers Association for 40 Years of service in the metal working industry.

Ms. Hearn has a longstanding record of community activism that includes roles in Leadership Nashville, the Tennessee Workforce Development Board, the Tennessee Council on Vocational Education, and has been recognized by The National Federation of Parents for Drug Free Youth. As a spokesperson for private industry, she champions the advancement of sound economic policies and professional healthcare standards.

Ms. Hearn is the mother of six adult children, two of whom are actively involved in Peterson Tool Company, Inc.

**JANE H.
MACON**
Age 69

Jane Macon is a Partner with the law firm of Bracewell & Giuliani, LLP. Prior to joining the Bracewell firm in October 2013, she was a Partner in the law firm of Fulbright & Jaworski L.L.P., San Antonio, Texas for nearly 30 years. Norton Rose Fulbright US LLP (formerly Fulbright & Jaworski L.L.P.) and Bracewell & Giuliani, LLP continue to provide legal services to the Company. Ms. Macon became a director on November 8, 1996 and was named Chairwoman in August 2013. Ms. Macon is one of two executors of the Estate of Muriel F. Siebert, our former Chairwoman, President and Chief Executive Officer and, in that capacity, she possesses the power to control the voting and disposition of the shares of our common stock held by the Estate.

Specific experience, qualifications, attributes or skills:

Ms. Macon centers her legal practice on public finance and administrative law, public and private partnerships, real estate, zoning, platting, condemnation and municipal bonds. Prior to joining Fulbright & Jaworski L.L.P. in 1983, Ms. Macon served as the first female city attorney of the City of San Antonio where she served in that position from 1977 to 1983. Active in professional organizations, Ms. Macon is a past president of the International Women's Forum, the Women Lawyers of Texas and the San Antonio Young Lawyers Association. She presently serves as the program chair of the San Antonio Bar Association. Ms. Macon currently serves as a member of the National Board of the After School All Stars, the Selective Service Appeal Board, the Muriel F. Siebert Foundation, Inc., NOW Legal Defense Fund, National Child Care Action Campaign, Center for Democracy, National Women's Political Caucus, National Nurses League and National Civic League (formerly National Municipal League), and National Western Art Foundation. She has also served as a member of the University of Texas Commission of 125, Southwest Legal Foundation, State of Texas Banking Board, Texas Public Affairs Network, Texas Women's Forum, University of Texas School of Architecture Foundation Advisory Council, University of Texas School of Law Advisory Council, Woman's Advocacy Project, Wilhelm Schole, City Year San Antonio, San Antonio Art League Museum, Lawyers' Committee for Civil Rights Under Law of Texas, Greater San Antonio After-School All-Stars, and San Antonio Zoological Society 2003.

Ms. Macon is a member of the San Antonio and American Bar Associations and the State Bar of Texas. She has received both awards as Outstanding Young Lawyer of Texas and the Outstanding Young Lawyer of San Antonio and is listed in Who's Who in America. Ms. Macon was recently awarded the Salute to Excellence Award by North SA Chamber of Commerce, Battered Women's Shelter Award, Bexar County Family Justice Center Award, Woman of Vision Award, Prevent Blindness Texas Person of Vision Award signed by Gov. Rick Perry and the Hope Award by the WOW (Women's Opportunity Week by the Greater San Antonio Chamber of Commerce). Ms. Macon provides expertise on legal matters.

**ROBERT P.
MAZZARELLA**
Age 69

Robert Mazzearella formerly served as a director and as a member of the audit and compensation committees of Placemark Investments, Inc., a registered investment adviser in Wellesley, Massachusetts, and Investors Capital Holdings Ltd., in Lynfield Massachusetts until 2014. Mr. Mazzearella also acts as a consultant to a number of major financial services firms and venture capital firms. Mr. Mazzearella became a director on March 1, 2004.

Specific experience, qualifications, attributes or skills:

Mr. Mazzearella retired from Fidelity Investments Brokerage Services LLC in January 2002, at which time he served as its president. The Board of Directors has determined that Mr. Mazzearella qualifies as an "audit committee financial expert" under the applicable rules of the Securities and Exchange Commission. Mr. Mazzearella provides expertise on financial and brokerage matters.

Vote
Required: The four nominees for director who receive the most votes will be elected. The enclosed proxy allows you to vote for the election of all the nominees listed, to withhold authority to vote for one or more of the nominees or to withhold authority to vote for all the nominees. If you withhold authority to vote for any nominee on your proxy card, your vote will not count either for or against the nominee.

The persons named in the enclosed proxy intend to vote “**FOR**” the election of all the nominees. Each of the nominees currently serves as a director and has consented to be nominated. We do not foresee that any of the nominees will be unable or unwilling to serve, but if such a situation should arise, your proxy will vote in accordance with his or her best judgment.

THE BOARD OF DIRECTORS DEEMS THIS PROPOSAL TO BE IN THE BEST INTEREST OF SIEBERT FINANCIAL CORP. AND ITS SHAREHOLDERS AND RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR.

CORPORATE GOVERNANCE

Board Meetings: The Board of Directors held 12 formal meetings during 2014. Each incumbent director attended at least 75% of his or her Board of Directors meetings and all of his or her committee meetings.

Controlled Company: We are a “Controlled Company” as defined in Rule 5615(c)(1) of The Nasdaq Stock Market because the Estate of Muriel F. Siebert, our former Chairwoman, President and Chief Executive Officer, holds more than 50% of our voting power for the election of directors. As a “Controlled Company” we are not required to have a majority of our Board of Directors comprised of independent directors, a compensation committee comprised solely of independent directors or a nominating committee comprised solely of independent directors.

Audit Committee of the Board of Directors: The Audit Committee of our Board of Directors currently consists of Ms. Francy, Chairwoman, Ms. Hearn and Mr. Mazzarella. The Board of Directors has determined that Ms. Francy, Ms. Hearn and Mr. Mazzarella is each an “independent director” within the meaning of Rule 5605(a)(2) of The Nasdaq Stock Market and within the meaning of the applicable rules and regulations of the Securities and Exchange Commission. The Audit Committee held six meetings during 2014.

The Board of Directors has determined that Mr. Mazzarella qualifies as an “audit committee financial expert” under the applicable rules of the Securities and Exchange Commission.

The Audit Committee was established to (i) assist the Board of Directors in its oversight responsibilities regarding the integrity of our financial statements, our compliance with legal and regulatory requirements and our auditor’s qualifications and independence, (ii) prepare the report of the Audit Committee contained herein, (iii) retain, consider the continued retention and terminate our independent auditors, (iv) approve audit and non-audit services performed by our independent auditors and (v) perform any other functions from time to time delegated by the Board of Directors. The Board of Directors has adopted a written charter for the Audit Committee, which is available on the website of Muriel Siebert & Co., Inc. at:

<https://www.siebertnet.com/get-started/about/siebert-financial-corp/audit-committee>

Compensation
Committee of the
Board of
Directors:

The Compensation Committee of our Board of Directors currently consists of Ms. Macon, Chairwoman, Ms. Francy and Mr. Mazzarella. The Compensation Committee reviews and determines all forms of compensation provided to our executive officers and directors. The Compensation Committee also administers our stock option and other employee benefit plans. The Compensation Committee does not function pursuant to a formal written charter and as a “Controlled Company” we are not required to comply with The Nasdaq Stock Market’s independence requirements. The Compensation Committee held no meetings during 2014.

The Compensation Committee evaluates the performance of the Chief Executive Officer in terms of our operating results and financial performance and determines her compensation in connection therewith. For the 2014 fiscal year, the cash compensation paid to our Acting Chief Executive was \$250,000

In accordance with general practice in the securities industry, our executive compensation includes base salaries, an annual discretionary cash bonus, and stock options and other equity incentives that are intended to align the financial interests of our executives with the returns to our shareholders. The Compensation Committee determines compensation of our executive officers (other than the Chief Executive Officer) after carefully reviewing self-evaluations completed by the executive officers, each executive officer’s business responsibilities, current compensation, the recommendation of our Chief Executive Officer and our financial performance. We did not award any stock options or other equity incentives to our executive officers in 2014.

As part of its oversight of the Company’s executive compensation, the Compensation Committee considers the impact of the Company’s executive compensation, and the incentives created by the compensation awards that it administers, on the Company’s risk profile. In addition, the Company reviews all of its compensation policies and procedures, including the incentives that they create and factors that may reduce the likelihood of excessive risk taking, to determine whether they present a significant risk to the Company. The review found that there were no excessive risks encouraged by the Company’s rewards programs and the rewards programs do not produce payments that have a material impact on the financial performance of the Company.

Nominating
Committee of the
Board of
Directors:

The Nominating Committee of the Board of Directors currently consists of Ms. Hearn, Chairwoman, Ms. Francy and Ms. Macon. The Nominating Committee does not function pursuant to a formal written charter and as a “Controlled Company” we are not required to comply with The Nasdaq Stock Market’s independence requirements.

The Nominating Committee did not meet in 2014, but acted in 2015 with respect to the recommendation to the Board of Directors of the nomination of each of the directors for re-election at the 2015 Annual Meeting of Shareholders.

The purpose of the Nominating Committee is to identify individuals qualified to become members of our Board of Directors and to recommend to the Board of Directors or the shareholders that such individuals be selected for directorship. In identifying and evaluating nominees for director, the Nominating Committee considers each candidate's experience, integrity, background and skills as well as other qualities that the candidate may possess and factors that the candidate may be able to bring to the Board of Directors. We do not have a formal policy with regard to the consideration of diversity in identifying director nominees. However, the Board of Directors believes that it is essential that its members represent diverse viewpoints, with a broad array of experiences, professions, skills, geographic representation and backgrounds that, when considered as a group, provide a sufficient mix of perspectives to allow the Board of Directors to best fulfill its responsibilities to the long-term interests of our shareholders.

The Nominating Committee will consider shareholder nominees for election to our Board of Directors. In evaluating such nominees, the Nominating Committee will use the same selection criteria the Nominating Committee uses to evaluate other potential nominees.

Any shareholder wishing to recommend a director candidate for consideration by the Nominating Committee must do so by sending written notice to our Secretary, Joseph M. Ramos, Jr. at 885 Third Avenue, Suite 3100, New York, New York 10022, no later than August 13, 2016. Such notice must include the recommended candidate's name, experience, qualifications and biographical data, as well as information as to whether such candidate would qualify as an "independent director" within the meaning of Rule 5605(a)(2) of The Nasdaq Stock Market and the applicable rules and regulations of the Securities and Exchange Commission or as an "audit committee financial expert" under applicable rules and regulations of the Securities and Exchange Commission. The submission must be accompanied by a written consent by the nominee to stand for election if nominated by the Board of Directors and to serve if elected by the shareholders and a representation that the information with respect to such nominee is truthful and accurate.

Indemnification of Officers and Directors:	We indemnify our executive officers and directors to the extent permitted by applicable law against liabilities incurred as a result of their service to us and against liabilities incurred as a result of their service as directors of other corporations when serving at our request. We have a director's and officer's liability insurance policy, underwritten by Illinois National Insurance Company, a member of the American International Group, Inc., in the annual aggregate amount of \$10 million and a director's and officer's liability insurance policy, underwritten by XL Specialty Insurance Company, in the annual aggregate amount of \$5 million. As to reimbursements by the insurer of our indemnification expenses, the policy has a \$250,000 deductible; there is no deductible for covered liabilities of individual directors and officers.
Annual Shareholders Meeting Attendance Policy:	It is the policy of our Board of Directors that all of our directors are strongly encouraged to attend each annual shareholders Meeting Attendance meeting. All of our directors attended the 2014 annual meeting of shareholders.
Code of Ethics:	We have adopted a Code of Ethics for Senior Financial Officers applicable to our chief executive officer, chief financial officer, treasurer, controller, principal accounting officer, and any of our other employees performing similar functions. A copy of the Code of Ethics for Senior Financial Officers is available on our website at https://www.siebertnet.com/get-started/about/siebert-financial-corp/governance
Board Leadership Structure and Board of Directors:	Jane Macon is the Chairwoman of our Board of directors. The Board of Directors does not have a lead independent director. The Company believes this structure allows all of the directors to participate in the full range of the Board's responsibilities with respect to its oversight of the Company's management. The Board of Directors has determined that this leadership structure is appropriate given the size of the Company, the number of directors overseeing the Company and the Board of Directors' oversight responsibilities. The Board of Directors holds four to seven regular meetings each year to consider and address matters involving the Company. The Board of Directors also may hold special meetings to address matters arising between regular meetings. These meetings may take place in person or by telephone. The independent directors also regularly meet in executive sessions outside the presence of management. The Board of Directors has access to legal counsel for consultation concerning any issues that may occur during or between regularly scheduled Board meetings. As discussed above, the Board has established an Audit Committee, a Compensation Committee and a Nominating Committee to assist the Board in performing its oversight responsibilities.

Consistent with its responsibility for oversight of the Company, the Board of Directors, among other things, oversees risk management of the Company's business affairs directly and through the committee structure that it has established. The principal risks associated with the Company are risks related to securities market volatility and the securities industry, lower price levels in the securities markets, intense competition in the brokerage industry, extensive government regulation, net capital requirements, customers' failure to pay, investment banking activities, an increase in volume on our systems or other events which could cause them to malfunction, reliance on information processing and communications systems, continuing changes in technology, dependence on the ability to attract and retain key personnel, the ability of our principal shareholder to control many key decisions and there may be no public market for our common stock.

The Board of Directors' Role in Risk Oversight:

The Board of Directors' role in the Company's risk oversight process includes regular reports from senior management on areas of material risk to the Company, including operational, financial, legal, regulatory, strategic and reputational risks. The full Board of Directors (or the appropriate committee) receives these reports from management to identify and discuss such risks.

The Board of Directors periodically reviews with management its strategies, techniques, policies and procedures designed to manage these risks. Under the overall supervision of the Board of Directors, management has implemented a variety of processes, procedures and controls to address these risks.

The Board of Directors requires management to report to the full Board of Directors on a variety of matters at regular meetings of the Board of Directors and on an as-needed basis, including the performance and operations of the Company and other matters relating to risk management. The Audit Committee also receives regular reports from the Company's independent registered public accounting firm on internal control and financial reporting matters. These reviews are conducted in conjunction with the Board of Directors' risk oversight function and enable the Board of Directors to review and assess any material risks facing the Company.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

**Management
Ownership:**

The following table lists share ownership of our common stock as of October 30, 2015. The information includes beneficial ownership by each of our directors, the persons named in the Summary Compensation Table, all directors and executive officers as a group and beneficial owners known by our management to hold at least 5% of our common stock. To our knowledge, each person named in the table has sole voting and investment power with respect to all shares of common stock shown as beneficially owned by such person. No persons or groups filed statements with the Securities and Exchange Commission during 2015 disclosing that they held more than 5% of our common stock.

Name of Beneficial Owner⁽¹⁾	Shares of Common Stock	Percent of Class
The Estate of Muriel F. Siebert	19,878,700	89.9 %
Joseph M. Ramos, Jr.	25,000 (2)	*
Patricia L. Francy	61,000 (3)(4)	*
Nancy Peterson Hearn	60,000 (2)	*
Jane H. Macon	61,000 (3)(4)	*
Robert P. Mazzarella	60,000 (2)	*
Directors and current executive officers as a group (6 persons)	267,000 (5)	1.2 %

*

Less than 1%

(1) The address for each person named in the table is c/o Siebert Financial Corp., 885 Third Avenue, Suite 3100, New York, New York 10022.

(2) Represents options to purchase shares of our common stock which are currently exercisable.

(3) Includes options to purchase 60,000 shares of our common stock which are currently exercisable.

(4) Ms. Francy and Ms. Macon are the executors of the Estate of Muriel F. Siebert, our former Chairwoman, President and Chief Executive Officer. In that capacity, Ms. Macon possesses the power to control the voting and disposition of the shares of our common stock held by the Estate, but Ms. Ms. Francy does not. Both Ms. Francy and Ms. Macon disclaim beneficial ownership of such shares.

- (5) Includes options to purchase an aggregate of 265,000 shares of our common stock described above which are currently exercisable.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table shows, during the years ended December 31, 2014 and 2013, the annual compensation paid to or earned by (1) our former Acting Chief Executive Officer and (2) our Chief Operating Officer and Chief Financial Officer (collectively, the “Named Executive Officers”).

Name and principal position	Year	Salary \$	Bonus (\$)	Stock Awards (\$)	Option Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)	Non-qualified Deferred Compensation Earnings (\$)	All Other ⁽⁷⁾ Compensation (\$)	Total (\$)
Suzanne Shank ⁽²⁾ <i>Acting Chief Executive Officer</i>	2014	250,000	—	—	—	—	—	—	250,000
	2013	52,000							52,000
Joseph M. Ramos, Jr. ⁽³⁾⁽⁴⁾ <i>Executive Vice President, Chief Operating Officer and Chief Financial Officer</i>	2014	385,000	100,000	—	—	—	—	—	485,000
	2013	285,000	—	—	—	—	—	—	285,000

(1) Represents the dollar amount recognized for financial statement reporting in accordance with ASC Topic 718.

(2) Ms. Shank was named Acting Chief Executive Officer effective September 16, 2013 at a salary of \$250,000 annually. Ms. Shank has resigned from her position as Acting Chief Executive Officer of Siebert Financial

Corporation effective as of February 27, 2015.

(3) Mr. Ramos also serves as Chief Financial Officer of Siebert, Brandford, Shank & Co., L.L.C. and is separately compensated by Siebert Brandford Shank for such services.

(4) Mr. Ramos was named to the additional position of Chief Operating Officer effective June 17, 2013.

Grants of Plan-Based Awards

Our Compensation Committee did not approve grants of options to purchase our common stock or other equity awards under our 2007 Long-Term Incentive Plan to any of our Named Executive Officers in 2014.

Outstanding Equity Awards at December 31, 2014

The following table sets forth the outstanding equity award holdings of our Named Executive Officers at December 31, 2014.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (#)	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (#)
Suzanne Shank Joseph M. Ramos, Jr.	—	—	—	—	—	—	—	—	—
M. Ramos, Jr.	25,000	—	—	2.75	8/17/2016	—	—	—	—

Termination of Employment and Change-in-Control Arrangements

Employment Agreements. We are not a party to an employment agreement with any Named Executive Officer. All of our Named Executive Officers are employees at will.

Option Agreements. The Option Agreements we entered into with our Named Executive Officers provide that in the event of a Change in Control (as defined below) of our Company, the options shall immediately become fully exercisable. A Change in Control means the occurrence of (i) any consolidation or merger in which we are not the continuing or surviving entity or pursuant to which shares of our common stock are converted into cash, securities or other property, other than a consolidation or merger in which the holders of our common stock immediately prior to such consolidation or merger own not less than 50% of the total voting power of the surviving entity immediately after the consolidation or merger, (ii) any sale, lease, exchange or other transfer of all or substantially all of our assets, (iii) the approval by our shareholders of any plan or proposal for our complete liquidation or dissolution or (iv) any person or entity becoming the owner of 50% or more of our common stock. All options to purchase our common stock issued to Mr. Ramos have vested and are fully exercisable.

Compensation of Directors

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Patricia L. Francy ⁽¹⁾	60,000	—	—	—	—	—	60,000
Nancy Peterson Hearn ⁽²⁾	60,000	—	—	—	—	—	60,000
Jane H. Macon ⁽³⁾	60,000	—	—	—	—	—	60,000
Robert P. Mazzarella ⁽⁴⁾	60,000	—	—	—	—	—	60,000

(1) Ms. Francy is the Chairwoman of the Audit Committee.

(2) Ms. Hearn is the Chairwoman of the Nominating Committee.

(3) Ms. Macon is the Chairwoman of the Board and Compensation Committee.

(4) Mr. Mazzarella is the Audit Committee Financial Expert.

Audit Committee Report to Shareholders: The Audit Committee has reviewed and discussed with management the audited financial statements for the fiscal year ended December 31, 2014. The Audit Committee has also discussed with our independent registered public accounting firm the matters required to be discussed by Auditing Standards No. 16, adopted by the Public Company Accounting Oversight Board (United States) regarding, "Communications with Audit Committees," including our critical accounting policies and our interests, if any, in "off balance sheet" entities. Additionally, the Audit Committee has received the written disclosures and representations from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board (United States) regarding "Communication with Audit Committees concerning Independence" and has discussed with the independent registered public accounting firm the independent registered public accounting firm's independence.

Based on the review and discussions referred to within this report, the Audit Committee recommended to the Board of Directors that the audited financial statements for the fiscal year ended December 31, 2014 be included in Siebert Financial Corp.'s Annual Report on Form 10-K for filing with the Securities and Exchange Commission.

Audit Committee,
Patricia L. Francy, Chairwoman
Nancy Peterson Hearn
Robert P. Mazarella

Section 16(a) Beneficial Ownership Reporting Compliance: Section 16(a) of the Exchange Act requires our executive officers and directors and persons who beneficially own more than 10% of our common stock to file initial reports of ownership and reports of changes in ownership with the Securities and Exchange Commission. These executive officers, directors and shareholders are required by the Securities and Exchange Commission to furnish us with copies of all forms they file pursuant to Section 16(a).

No forms were filed under Section 16(a) or were furnished to us during fiscal 2014. Based solely upon this review, we believe that during fiscal 2014 all Section 16(a) filing requirements applicable to our executive officers, directors and greater than 10% beneficial owners were complied with on a timely basis.

If you share an address with another shareholder, only one copy of our Annual Report and proxy statement is being delivered unless we have received contrary instructions from you. We will promptly deliver a separate copy of either document to, any shareholder upon written or oral request to our Secretary, Joseph M. Ramos, Jr., at Siebert Financial Corp., 885 Third Avenue, Suite 3100, New York, New York 10022, telephone (212) 644-2400. If you share an address with another shareholder and (i) would like to receive multiple copies of the proxy statement or Annual Report to Shareholders in the future, or (ii) if you are receiving multiple copies and would like to receive only one copy per household in the future, please contact your bank, broker, or other nominee record holder, or you may contact us at the above address and phone number.

RELATIONSHIP WITH INDEPENDENT AUDITORS

EisnerAmper LLP currently serves as our independent registered public accounting firm. A representative of EisnerAmper LLP will be present at the Annual Meeting and will have an opportunity to make a statement if he or she desires to do so, and will respond to appropriate questions from shareholders.

Audit Fees

Audit Fees. The aggregate fees billed by EisnerAmper LLP for professional services rendered for the audit of our annual financial statements and reviews of our quarterly financial statements were \$212,000 for the year ended December 31, 2014 and \$206,000 for the year ended December 31, 2013.

Audit-Related Fees. EisnerAmper LLP did not perform any audit-related services during the years ended December 31, 2014 and December 31, 2013.

Tax Fees. EisnerAmper LLP billed aggregate fees of \$50,000 during each the years ended December 31, 2014 and December 31, 2013 for tax compliance services.

All Other Fees. The aggregate fees billed by EisnerAmper LLP during the years ended December 31, 2014 and December 31, 2013 for other products and services totaled \$0 and \$22,000 for each year, respectively. Other fees during the year ended December 31, 2013 related to the audit of our 401(k) Plan.

Our Audit Committee has determined that the services described above that were rendered by EisnerAmper LLP are compatible with the maintenance of EisnerAmper LLP's independence from our management.

Pre-Approval Policy

The Audit Committee pre-approves all audit and non-audit services provided by our independent auditors prior to the engagement of the independent auditors with respect to such services.

With respect to audit services and permissible non-audit services not previously approved, the Audit Committee has authorized the Chairwoman of the Audit Committee to approve such audit services and permissible non-audit services, provided the Chairwoman informs the Audit Committee of such approval at the next regularly scheduled meeting. All “Audit Fees”, “Tax Fees” and “All Other Fees” set forth above were pre-approved by the Audit Committee in accordance with its pre-approval policy.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Review and Approval of Related Party Transactions

As set forth in our Amended and Restated Audit Committee Charter, the Audit Committee is responsible for reviewing and approving all related party transactions.

Our Code of Ethics for Senior Financial Officers, applicable to our chief executive officer, chief financial officer, controller, treasurer, principal accounting officer and other employees performing similar functions, provides that our Senior Financial Officers should endeavor to avoid any actual or potential conflict of interest between their personal and professional relationships and requires them to promptly report and disclose all material facts relating to any such relationships or financial interests which give rise, directly or indirectly, to an actual or potential conflict of interest to the Audit Committee. The Code of Ethics also provides that no Senior Financial Officer should knowingly become involved in any actual or potential conflict of interest without the relationship or financial interest having been approved by the Audit Committee. Our Code of Ethics does not specify the standards that the Audit Committee would apply to a request for a waiver of this policy.

SHAREHOLDER PROPOSALS FOR THE 2016 ANNUAL MEETING AND COMMUNICATIONS

If you wish to submit proposals to be presented at the 2016 Annual Meeting of Shareholders, the proposals must be received by us no later than July 13, 2016 to be included in our proxy materials for that meeting.

The Board of Directors maintains a process for shareholders to communicate with the Board of Directors or individual directors as follows. Shareholders who wish to communicate with the Board of Directors or an individual director should direct written correspondence to our Secretary, Joseph M. Ramos, Jr., at our principal office at 885 Third Avenue, Suite 3100, New York, New York 10022. Any such communication must contain (i) a representation that the

shareholder is a holder of record of our common stock, (ii) the name and address, as they appear on our books of the shareholder sending such communication and (iii) the number of shares of our common stock that are beneficially owned by such shareholder. The Secretary will forward such communications to the Board of Directors or a specified individual director to whom the communication is directed unless such communication is unduly hostile, threatening, illegal or similarly inappropriate, in which case the Secretary has the authority to discard the communication or take appropriate legal action regarding such communication.

OTHER MATTERS

The Board does not know of any other matters to be presented at the meeting. If any additional matters are properly presented to the shareholders for action at the meeting, the persons named in the enclosed proxies and acting thereunder will have discretion to vote on these matters in accordance with their best judgment.

YOU MAY OBTAIN A COPY OF OUR ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014 FILED WITH THE SECURITIES AND EXCHANGE COMMISSION WITHOUT CHARGE BY WRITING TO: JOSEPH M. RAMOS, JR., SECRETARY, SIEBERT FINANCIAL CORP., 885 THIRD AVENUE, SUITE 3100, NEW YORK, NEW YORK 10022 OR CALLING 1-800-872-0711.

By Order of the Board of Directors

Joseph M. Ramos, Jr.
Secretary

Dated: November 11, 2015

PLEASE VOTE BY INTERNET OR TELEPHONE OR COMPLETE,
DATE AND SIGN THE ENCLOSED PROXY AND RETURN IT PROMPTLY
IN THE ENCLOSED ENVELOPE.

PLEASE VOTE—YOUR VOTE IS IMPORTANT