SIEBERT

SIEBERT FINANCIAL CORP. • 2008 ANNUAL REPORT

SIEBERT

Siebert Financial Corp.

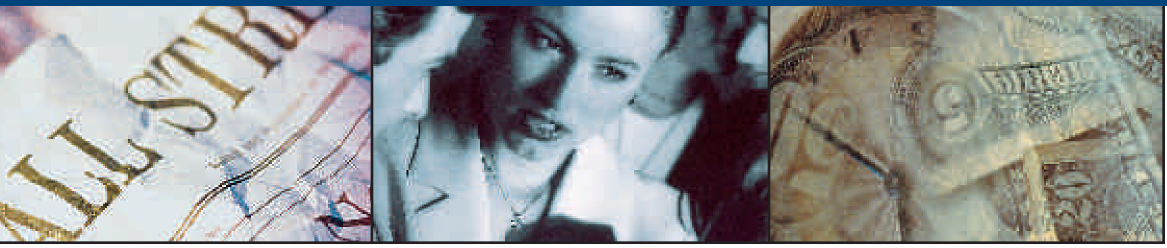
Maintaining Our Franchise in an Era of Uncertainty

For more than 40 years, the Siebert name and brand have stood for integrity, innovation and customer service in the financial services industry. Founded in 1969 by Muriel Siebert, who in 1967 became the first woman member of the New York Stock Exchange, our firm became a discount broker on May 1, 1975, the first day it was permitted, and was also an early provider of online brokerage services. Today, we are recognized as the country's most prominent Woman-Owned Business Enterprise in the capital markets industry.

In 2008, we maintained our focus on conservative business principles as the financial services industry, the markets and the global economy sustained the largest disruption in many decades. Investors were rightly concerned about the soundness of the institutions to which they had entrusted their money. Fortunately our long policy of putting safety first and managing our business conservatively protected us from the pitfalls of investing in or underwriting exotic derivatives or structured products. While other brokerage firms were swept away in a wave of involuntary consolidations last year, we remain well-positioned to acquire smaller firms.

Even as we enhanced our Web-based business by launching our own online trading platform, we strengthened personal relationships with our customers by offering those who prefer one-on-one interaction the services of professional registered representatives, both over the phone and at our seven branch offices. We made further progress in our institutional brokerage and investment banking areas, participating in equity and debt underwritings and stock buybacks for leading companies and adding new clients. Through our affiliate, Siebert Brandford Shank & Co., LLC, we solidified our top ranking among women and minority owned municipal bond underwriters.

At Siebert, our mission is the pursuit and delivery of value – both for our shareholders and for our clients. Our focus is to drive growth by playing to our traditional strengths in select areas of activity, while making continual advancements in our approach to take advantage of ever-evolving opportunities in the brokerage and capital markets areas. Having avoided the mistakes to which many others in our industry fell prey, we remain true to the principles that have guided us and are well-positioned for the future.



Stock Buy Back

On January 23, 2008, the Board of Directors of the Company authorized a buy back of up to 300,000 shares of common stock. Shares will be purchased from time to time in the open market and in private transactions.

Dividend Declaration

On June 9, 2008, the Company declared a dividend of $0.10 per share on its common stock, which was paid on June 30, 2008, to shareholders of record at the close of business on June 23, 2008. Chairwoman and majority shareholder Muriel F. Siebert waived her right to receive the dividend in excess of the aggregate amount of dividend to be paid to other shareholders. As a result she received a dividend of approximately $234,000 rather than the approximately $2.0 million that she would have been paid on her total holdings. The remaining waived amount of approximately $1.8 million will be retained by the company as capital available for use in its business.

Ms. Siebert and our Board of Directors intend to consider the payment of a regular annual dividend during the second quarter of each year based on earnings, capital requirements, economic forecasts and other such factors as are deemed relevant.

A Strong Foundation

We continue to operate on conservative business principles. Our balance sheet remains sound, with $46 million in assets at year-end, of which $31 million, or 69 percent, is in cash or cash equivalents, and no debt, positioning us well for further growth and expansion. Our commitment to providing the best discount brokerage services is absolute, as is our dedication to integrity. While other brokerage firms were swept away in a wave of involuntary consolidations last year, we remain well-positioned to acquire smaller firms. We continue to pursue potential opportunities throughout our core and ancillary businesses. We look forward to building on this strong foundation, as we begin another year of shared progress and achievement, working to enhance the value and extend the scope of your Company.

Thank you for your support,

Muriel Siebert

Muriel Siebert
Chairwoman, President and Chief Executive Officer

P.S. We encourage all shareholders to take advantage of the Shareholder Discount Program through which holders of at least 100 Siebert shares can receive five commission-free trades per year plus a special shareholder commission discount. For specific details, contact James Burzynski, Manager, New Accounts, at 800-872-0711 and identify yourself as a shareholder. The New Accounts Department is open from 7:30 a.m. to 7:30 p.m. ET, Monday – Friday.

May 2009

Dear Fellow Shareholders:

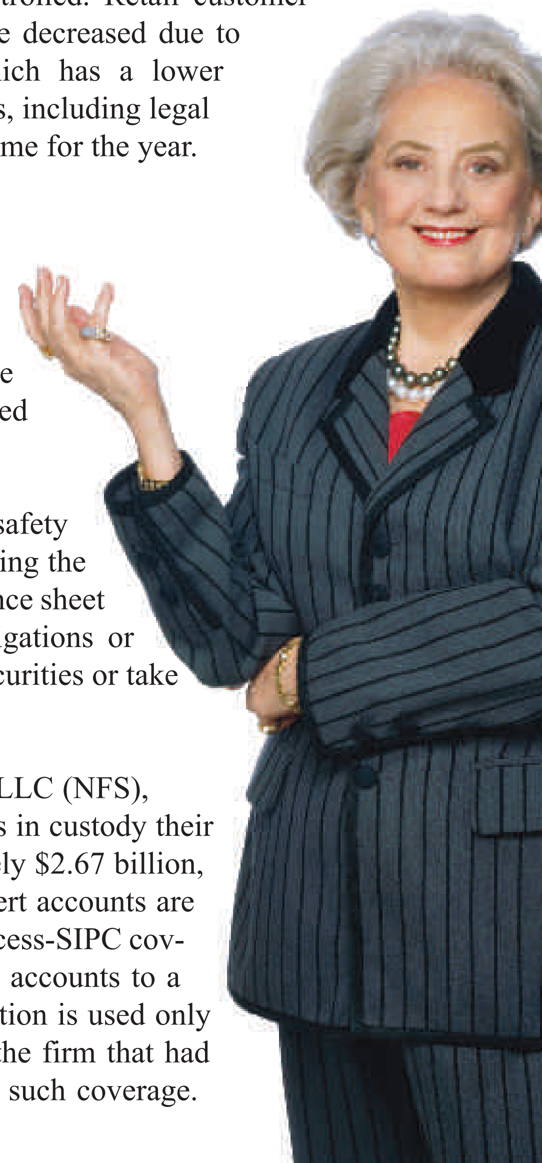
Last year, our country and the world experienced the beginning of a sharp economic decline that occurred and deepened faster than anyone anticipated. Equity markets deteriorated from 2007's all-time highs and many well-established financial services firms closed their doors, were forced to merge or were badly damaged.

For the first time, we saw clear evidence that the financial system is truly global. Markets remained highly volatile and, in the wake of substantial losses, some individual investors retreated to the sidelines. Unlike some of our competitors, we did not require money from the federal government nor did we underwrite, invest in or sell the exotic derivatives and structured products that were instrumental in bringing about the worldwide financial crisis and subsequent economic decline.

Financial Performance

Total 2008 revenue was $29.8 million, down $4.1 million, or 12.3 percent, from 2007. A net loss of $1.8 million or $0.08 per share compared with 2007's net income of $2.3 million or $0.10 per share. Although our revenues were down, our operating expenses were controlled. Retail customer volumes increased; however the average commission charged per trade decreased due to more retail customers executing trades online via the Internet, which has a lower commission charge per ticket. If not for substantial professional expenses, including legal expenses and Web site development fees, we would have shown net income for the year.

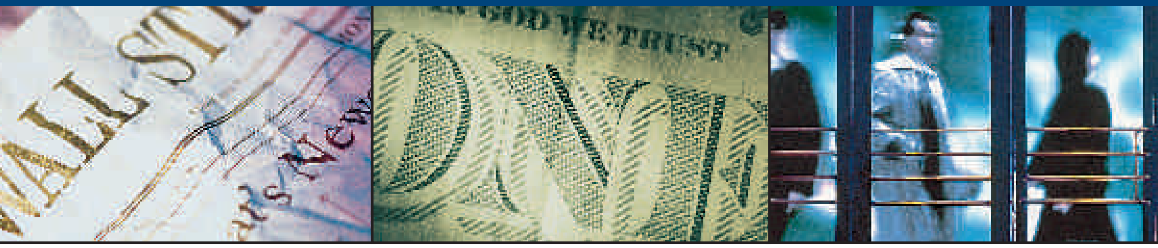
Retail Brokerage Services



The disappearance of long-standing firms in the financial industry, including well-known banks, along with ongoing disruptions in the markets, bad news about individual companies and key industries and the slide in the global economy prompted investors to become more concerned than ever before about the safety of their brokerage assets.

Due to the fact that I have always run our Firm conservatively, placing safety first, we were able to speak to clients from a very strong position regarding the issue of security of their assets. We maintain a solid foundation. Our balance sheet is strong. We have no debt or investments in collateralized debt obligations or similar instruments. As a matter of policy, we do not make markets in securities or take positions against customer orders.

We clear on a fully disclosed basis through National Financial Services LLC (NFS), a Fidelity Investments company. NFS clears our clients' trades and holds in custody their accounts. As of December 31, 2008, NFS had net capital of approximately $2.67 billion, which exceeded its minimum requirement by nearly $2.47 billion. Siebert accounts are protected by both Securities Investment Protection Corp., (SIPC), and excess-SIPC coverage. SIPC coverage, required of all broker dealers, protects customer accounts to a maximum of $500,000 including $100,000 in cash. Excess-SIPC protection is used only if SIPC coverage is exhausted. Effective February 16, 2009, CAPCO, the firm that had been providing excess-SIPC protection for NFS accounts, discontinued such coverage.

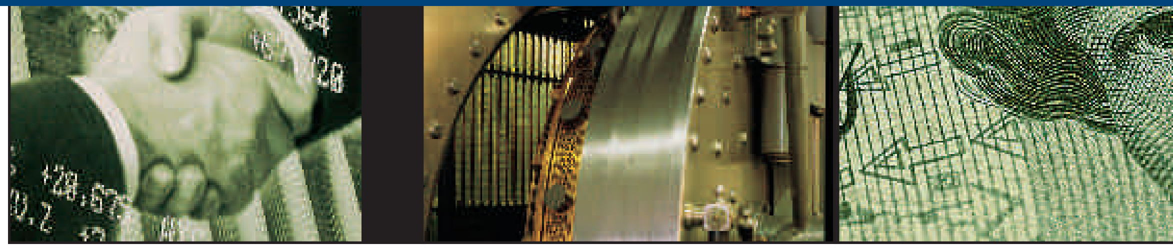


As a result, National Financial arranged to provide our clients with the highest level of excess-SIPC protection currently available in the brokerage industry. This additional protection, from Lloyd's of London, covers up to a $1 billion loss limit for NFS and all of its correspondents, including Siebert, for all NFS customer claims arising from any one excess-SIPC occurrence. Within the $1 billion aggregate loss limit, the Lloyd's coverage has no per account dollar limit for securities including money market funds. There is a per account limit of $1.9 million on coverage of cash awaiting investment, bringing the total cash coverage through SIPC and excess-SIPC through Lloyd's to $2 million for each account. Neither SIPC nor excess-SIPC coverage protects against losses due to declines in the market value of securities.

In this difficult market environment, many individual investors have turned from equities to the relative security of fixed-income investments. We are in an excellent position to serve them through our affiliation with Siebert Brandford Shank & Co., LLC, (SBS), the nation's 14th largest senior-managing book-running municipal bond underwriter. Moreover, our Siebert Capital Markets division underwrites corporate debt and equity issues. We believe that these relationships afford us a competitive advantage over other brokers, especially in the current environment. Our associations with SBS and our Capital Markets division enable us to offer municipal bonds that provide tax-free fixed income, corporate bonds, preferreds, fixed-income closed-end funds and other such securities at new-issue prices and in the secondary market. With years of experience and great familiarity with bond markets and dealers, our fixed-income professionals offer access to a broad range of products at competitive prices to meet the investment objectives of our clients. These capabilities are highly attractive to retail and institutional clients and we are committed to building upon these strengths in the future.

The year 2008 marked an important milestone for us: In November, we launched our new Web site. This is a complex undertaking and the first time we have developed our own trading site. We received early recognition from a respected industry publication for new features including our unique My SiebertNet page, which can be customized with up to eight mini-windows of account and market data including automated news headlines that match the symbols in clients' personal quote lists. Our new informative order entry tickets automatically display a real-time quote with charts and news, as well as balances, order status and positions that clients may choose to sell. Selling whole or partial tax lots is easy with lot details, including number of shares, cost basis and date of purchase, automatically displayed on the order entry ticket. To complement other new trading features, we added a new Fixed-Income Agencies Search to our Corporate and Municipal Markets Search capabilities. We also added a new Analysts Insights and Ideas page with new research content from Standard & Poor's and Thomas Weisel. We continue to believe that our online third-party research offering is superior to much of the competition's, with multiple sources of analysts' opinions, real-time news and research updates and four automated stock selection systems. We hope to add new features and functionality in the future.

We negotiate commissions and margin rates upon request for large and/or active customers whether they trade online or by broker. We position ourselves as the broker that provides a choice of excellent service through both the electronic venue and highly professional account representatives. We see this as the basis for a compelling value proposition.



In addition, we continue to differentiate ourselves through our:

Competence — Our representatives can work large and sensitive orders through multiple electronic channels as well as on the floor of the New York Stock Exchange; manage complex and advanced options strategies; and direct orders to preferred market centers or electronic communications networks. Our professionals have access to the trading tools and technology that are today essential resources in an evolving world of high-speed electronic transactions.

Customer Service — In an increasingly digital world, we provide investors a choice of whether to trade with us online or through our professional, licensed registered representatives. We believe investors deserve to be treated as valued clients rather than anonymous account numbers and we aim to stand out from the crowd by consistently demonstrating that in every client interaction.

Account Extras — In addition to the highest level of account protection currently available in the brokerage industry, we offer a choice of competitive taxable or tax-exempt money funds as well as margin interest rates that are among the lowest in the industry.

Siebert Capital Markets

The Siebert Capital Markets (SCM) division provides high-quality brokerage services to institutional clients and investment banking services to corporations. Backed by the latest information technology and systems, our traders and investment bankers offer value-added services to some of the nation’s largest investment managers, corporations and public retirement systems.

The division continued to expand its business in 2008, acting as co-manager or underwriter in more than $90 billion of global debt and equity offerings. SCM participated in debt and equity transactions for over 30 U.S. companies in 2008, including Bank of America Corp., JPMorgan Chase & Co., Morgan Stanley, PepsiCo, Inc., Verizon Communications, Inc., Visa Inc., Wal-Mart Stores, Inc. and Wells Fargo & Company. As a result of these underwritings, Siebert retail clients have access to new issue debt and equity securities including corporates, preferreds and more.

The division continues to add seasoned professionals to grow its business. On the institutional brokerage side, the trading department continues to bolster its electronic execution capabilities, resulting in a significant increase in its corporate share repurchase business.

Municipal Underwriting

Muriel Siebert and Co., Inc., owns 49 percent of Siebert Brandford Shank & Co., LLC (SBS), which had Member’s Capital of approximately $12.0 million at the end of 2008. SBS has ranked in the nation’s top 25 book-running senior-managing municipal bond underwriters for the past eight years. It is presently ranked 14th and is also the nation’s number one book-running senior-managing municipal bond underwriter among woman and minority-owned firms.

In 2008, SBS acted as book-running senior manager on over $3.49 billion in municipal financings and co-managed over $56.7 billion. Senior-managed deals included $1.75 billion for the State of California; $500 million for the State of Connecticut, and $504.9 million for the New York City Water Finance Authority.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

(Mark One)

☒ ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2008

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____________ to __________

Commission file number 0-5703

Siebert Financial Corp.

(Exact name of registrant as specified in its charter)

New York **(State or other jurisdiction of incorporation or organization)**	**11-1796714** **(I.R.S. Employer Identification No.)**
885 Third Avenue, New York, New York **(Address of principal executive offices)**	**10022** **(Zip Code)**

(212) 644-2400
Registrant's telephone number

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Name of each exchange on which registered
NONE	**NONE**

Securities registered under Section 12(g) of the Exchange Act:

COMMON STOCK, PAR VALUE $.01 PER SHARE
(Title of class)

Indicate by checkmark if the registrant is a well known seasoned issuer, as defined in Rule 405 of the Securities Act. YES ☐ NO ☒

Indicate by checkmark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES ☐ NO ☒

Indicate by checkmark 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 checkmark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act).

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☒

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2). YES ☐ NO ☒

The aggregate market value of the Common Stock held by non-affiliates of the registrant (based upon the last sale price of the Common Stock reported on the Nasdaq Stock Market as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2008)), was $6,551,775.

The number of shares of the Registrant's outstanding Common Stock, as of March 17, 2009, was 23,214,132 shares.

Documents Incorporated by Reference: Definitive Proxy Statement to be filed pursuant to Regulation 14A of the Exchange Act on or before April 30, 2009, incorporated by reference into Part III.

Special Note Regarding Forward-Looking Statements

Statements in this Annual Report on Form 10-K, as well as oral statements that may be made by the Company or by officers, directors or employees of the Company 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 historical results or from any future expressed or implied by such forward looking statements, including without limitation: changes in general economic and market conditions; changes and prospects for changes in interest rates; 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 greater discounts 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 promotion; 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.

PART I

Item 1. BUSINESS

General

Siebert Financial Corp. (the "Company") is a holding company that conducts its retail discount brokerage and investment banking business through its wholly-owned subsidiary, Muriel Siebert & Co., Inc., a Delaware corporation ("Siebert"). Muriel F. Siebert, the first woman member of the New York Stock Exchange, is our Chairwoman and President and owns approximately 90% of our outstanding common stock, par value $.01 per share (the "Common Stock").

Our principal offices are located at 885 Third Avenue, New York, New York 10022, and our phone number is (212) 644-2400. Our Internet address is www.siebertnet.com. Our SEC filings are available through our website, where you are able to obtain copies of the Company's public filings free of charge. Our Common Stock trades on the Nasdaq Global Market under the symbol "SIEB".

Business Overview

Siebert's principal activity is providing Internet and traditional discount brokerage and related services to retail investors and, through its wholly owned subsidiary, Siebert Woman's Financial Network, Inc ("WFN"), providing products, services and information all uniquely devoted to women's financial needs. Through its Capital Markets division, Siebert also offers institutional clients equity execution services on an agency basis, as well as equity and fixed income underwriting and investment banking services. We believe that we are the largest Woman-Owned Business Enterprise ("WBE") in the capital markets business in the country. In addition, Siebert, Brandford, Shank & Co., LLC ("SBS"), a company in which Siebert holds a 49% ownership interest, is the largest Minority and Women's Business Enterprise ("MWBE") in the tax-exempt underwriting business in the country.

The Retail Division

Discount Brokerage and Related Services. Siebert became a discount broker on May 1, 1975, a date that would later come to be known as "May Day." Siebert believes that it has been in business and a member of The New York Stock Exchange, Inc. (the "NYSE") longer than any other discount broker. In 1998, Siebert began to offer its customers access to their accounts through SiebertNet, its Internet website. Siebert's focus in its discount brokerage business is to serve retail clients seeking a wide selection of quality investment services, including trading through a broker on the telephone, through a wireless device or via the Internet, at commissions that are substantially lower than those of full-commission firms and competitive with the national discount brokerage firms. Siebert clears its securities transactions on a fully disclosed basis through National Financial Services Corp. ("NFS"), a wholly owned subsidiary of Fidelity Investments.

Siebert serves investors who make their own investment decisions. Siebert seeks to assist its customers in their investment decisions by offering a number of value added services, including easy access to account information. Siebert's representatives are available to assist customers with information via toll-free 800 service Monday through Friday between 7:30 a.m. and 7:30 p.m. Eastern Time. Through its SiebertNet, Mobile Broker, inter-active voice recognition and Siebert MarketPhone services, 24-hour access is available to customers.

Independent Retail Execution Services. Siebert and our clearing agent monitor order flow in an effort to ensure that we are getting the best possible trade executions for customers. Siebert does not make markets in securities, nor does it take positions against customer orders.

Siebert's listed orders are routed by its clearing agent in a manner intended to afford its customers the opportunity for price improvement on all orders. Siebert's over the counter orders are executed by its clearing agent through a network of Nasdaq market makers with no single market maker executing all trades. The firm also offers customers execution services through ARCA, Reuters' Instinet™ systems and other electronic communication networks ("ECNs") for an additional fee. These systems give customer's access to all ECNs before and after regular market hours. Siebert believes that its over-the counter executions consistently afford its customers the opportunity for price improvement.

Customers may also indicate online interest in buying or selling fixed income securities, including municipal bonds, corporate bonds, mortgage-backed securities, Government Sponsored Enterprises, Unit Investment Trusts or Certificates of Deposit. These transactions are serviced by registered representatives.

Retail Customer Service. Siebert believes that superior customer service enhances its ability to compete with larger discount brokerage firms and therefore provides retail customers, at no additional charge, with personal service via toll-free access to dedicated customer support personnel for all of its products and services. Customer service personnel are located in each of Siebert's branch offices. Siebert has retail offices in New York, New York; Jersey City, New Jersey; Boca Raton, Surfside, Palm Beach and Naples, Florida; and Beverly Hills, California. Siebert uses a proprietary Customer Relationship Management System that enables representatives, no matter where located, to view a customer's service requests and the response thereto. Siebert's telephone system permits the automatic routing of calls to the next available agent having the appropriate skill set.

Retirement Accounts. Siebert offers customers a variety of self-directed retirement accounts for which it acts as agent on all transactions. Custodial services are provided through an affiliate of NFS, the firm's clearing agent, which also serves as trustee for such accounts. Each IRA, SEP IRA, ROTH IRA, 401(k) and KEOGH account can be invested in mutual funds, stocks, bonds and other investments in a consolidated account.

Customer Financing. Customers margin accounts are carried through Siebert's clearing agent which lends customers a portion of the market value of certain securities held in the customer's account. Margin loans are collateralized by these securities. Customers also may sell securities short in a margin account, subject to minimum equity and applicable margin requirements, and the availability of such securities to be borrowed. In permitting customers to engage in margin, short sale or any transaction, Siebert assumes the risk of its customers' failure to meet their obligations in the event of adverse changes in the market value of the securities positions. Both Siebert and its clearing agents reserve the right to set margin requirements higher than those established by the Federal Reserve Board.

Siebert has established policies with respect to maximum purchase commitments for new customers or customers with inadequate collateral to support a requested purchase. Managers have some flexibility in the allowance of certain transactions. When transactions occur outside normal guidelines, Siebert monitors accounts closely until their payment obligations are completed; if the customer does not meet the commitment, Siebert takes steps to close out the position and minimize any loss. Siebert has not had significant credit losses in the last five years.

Information and Communications Systems. Siebert relies heavily on the data technology platform provided by its clearing agent, NFS LLC ("NFS"). This platform offers an interface to NFS' main frame computing system where all customer account records are kept and is accessible by Siebert's networks. Siebert's systems also utilize browser based access and other types of data communications. Siebert's representatives use NFS systems, by way of Siebert's technology platform, to perform daily operational functions which include trade entry, trade reporting, clearing related activities, risk management and account maintenance.

Siebert's data technology platform offers services used in direct relation to customer related activities as well as support for corporate use. Some of these services include email and messaging, market data systems and third party trading systems, business productivity tools and customer relationship management systems. Siebert's branch offices are connected to the main offices in New York, New York and Jersey City, New Jersey via a virtual private network. Siebert's data network is designed with redundancy in case a significant business disruption occurs.

Siebert's voice network offers a call center feature that can route and queue calls for certain departments within the organization. Additionally, the systems call manager offers reporting and tracking features which enable staff to determine how calls are being managed, such as time on hold, call duration and total calls by agent.

To ensure reliability and to conform to regulatory requirements related to business continuity, Siebert maintains backup systems and backup data. However, in the event of a wide spread disruption, such as a massive natural disaster, Siebert's ability to satisfy the obligations to customers and other securities firms could be significantly hampered or completely disrupted. For more information regarding Siebert's Business Continuity Plan, please visit our website at www.siebertnet.com or write to us at Muriel Siebert & Co., Inc., Compliance Department, 885 Third Avenue, Suite 1720, New York, NY 10022.

In November 2008, we launched a new website with a new design, easier navigation, and added functionality such as:

- Informative trading screens: Customers now can stay in touch while trading, double-check balances, positions and order status, see real time quotes, intraday and annual charts and news headlines – automatically – as they place orders.
- Multiple orders: Customers now can place as many as 10 orders at one time.
- Tax-lot trading: Our online equity order entry screen now allows customers to specify tax lots which display with cost basis and current gain/loss on a real-time Positions page.
- Trailing stop orders: Customers now can enter an order that trails the market as a percentage of share price or with a flat dollar value and the system will execute their instructions automatically.

- Contingent orders: Customers now can place One-Triggers-Two Bracket and One-Cancels-Other Bracket orders.
- Options Wizard and Strategy Builder: Customers now can review single and complex options combinations and components of each along with profit/risk potential and impact of time. The Strategy Builder presents real-time debit/credit amounts, potential maximum gain/loss and potential breakeven points by strike price.
- An easy-to-install desktop security program that may be installed to help protect against certain types of online fraud such as "keylogging" and "phishing."

A majority of the original site clients have registered to use the new site and feedback is generally positive.

The Capital Markets Division

Siebert's Capital Markets Group ("SCM") division serves as a co-manager, underwriting syndicate member, or selling group member on a wide spectrum of securities offerings for corporations and Federal agencies. The principal activities of the Capital Markets Division are investment banking and institutional equity execution services. SCM provides high-quality brokerage service to both institutional investors and issuers of equity and fixed-income securities.

Siebert, Brandford, Shank handles Siebert's tax exempt underwriting activities. Two individuals, Mr. Napoleon Brandford and Ms. Suzanne F. Shank, own 51% of the equity and are entitled to 51% of the net profits of SBS and Siebert is entitled to the balance. During 2008, SBS served as the lead manager of over $5 billion of negotiated municipal new issues and served as a co-manager in over $65 billion of negotiated municipal new issues. Clients include the States of California, Texas, New York, Ohio and Michigan and the Cities of Chicago, Detroit, Los Angeles, Houston, Dallas, Denver and New York.

We entered into an Operating Agreement, effective as of April 19, 2005 (the "Operating Agreement"), with Suzanne Shank and Napoleon Brandford III, the two individual principals (the "Principals") 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 and loss will be shared 66.66% by the Principals and 33.33% by us. We consider operations from SBSFPC to be integral to our operations.

SBS operates out of offices in New York, Seattle, Houston, Chicago, Detroit, Los Angeles, Washington, DC, San Antonio, Anchorage, Miami, Dallas, Atlanta, Weehawken, San Diego and Baton Rouge.

Certain risks are involved in the underwriting of securities. Underwriting syndicates agree to purchase securities at a discount from the initial public offering price. An underwriter is exposed to losses on the securities that it has committed to purchase if the securities must be sold below the cost to the syndicate. In the last several years, investment banking firms have increasingly underwritten corporate and municipal offerings with fewer syndicate participants or, in some cases, without an underwriting syndicate. In these cases, the underwriter assumes a larger part or all of the risk of an underwriting transaction. Under Federal securities laws, other laws and court decisions, an underwriter is exposed to substantial potential liability for material misstatements or omissions of fact in the prospectus used to describe the securities being offered.

Advertising, Marketing and Promotion

Siebert develops and maintains its retail customer base through printed advertising in financial publications, broadcast commercials over national and local cable TV channels, as well as promotional efforts and public appearances by Ms. Siebert. Additionally, a significant number of the firm's new accounts are developed directly from referrals by satisfied customers.

Competition

Siebert encounters significant competition from full-commission, online and discount brokerage firms, as well as from financial institutions, mutual fund sponsors and other organizations, many of which are significantly larger and better capitalized than Siebert. Although there has been consolidation in the industry in both the online and traditional brokerage business during recent years, Siebert believes that additional competitors such as banks, insurance companies, providers of online financial and information services and others will continue to be attracted to the online brokerage industry. Many of these competitors are larger, more diversified, have greater capital resources, and offer a wider range of services and financial products than Siebert. Some such firms are offering their services over the Internet and have devoted more resources to and have more elaborate websites than Siebert. Siebert competes with a wide variety of vendors of financial services for the same customers. Siebert believes that its main competitive advantages are high quality customer service, responsiveness, cost and products offered, the breadth of product line and excellent executions.

Regulation

The securities industry in the United States is subject to extensive regulation under both Federal and state laws. The Securities and Exchange Commission ("SEC") is the Federal agency charged with administration of the Federal securities laws. Siebert is registered as a broker-dealer with the SEC, and is a member of the New York Stock Exchange ("NYSE") and the Financial Industry Regulatory Authority ("FINRA"). Much of the regulation of broker-dealers has been delegated to self-regulatory organizations, principally FINRA and national securities exchanges such as the NYSE, which is Siebert's primary regulator with respect to financial and operational compliance. These self-regulatory organizations adopt rules (subject to approval by the SEC) governing the industry and conduct periodic examinations of broker-dealers. Securities firms are also subject to regulation by state securities authorities in the states in which they do business. Siebert is registered as a broker-dealer in 50 states, the District of Columbia and Puerto Rico.

The principal purpose of regulation and discipline of broker-dealers is the protection of customers and the securities markets, rather than protection of creditors and stockholders of broker-dealers. The regulations to which broker-dealers are subject cover all aspects of the securities business, including training of personnel, sales methods, trading practices among broker-dealers, uses and safekeeping of customers' funds and securities, capital structure of securities firms, record keeping, fee arrangements, disclosure to clients, and the conduct of directors, officers and employees. Additional legislation, changes in rules promulgated by the SEC and by self-regulatory organizations or changes in the interpretation or enforcement of existing laws and rules may directly affect the method of operation and profitability of broker-dealers and investment advisers. The SEC, self-regulatory organizations and state securities authorities may conduct administrative proceedings which can result in censure, fine, cease and desist orders or suspension or expulsion of a broker-dealer or an investment adviser, its officers or its employees.

As a registered broker-dealer and FINRA member organization, Siebert is required by Federal law to belong to the Securities Investor Protection Corporation ("SIPC") which provides, in the event of the liquidation of a broker-dealer, protection for securities held in customer accounts held by the firm of up to $500,000 per customer, subject to a limitation of $100,000 on claims for cash balances. The SIPC is funded through assessments on registered broker-dealers. In addition, Siebert, through its clearing agent, has purchased from private insurers additional account protection in the event of liquidation up to the net asset value, as defined, of each account. Stocks, bonds, mutual funds and money market funds are included at net asset value for purposes of SIPC protection and the additional protection. Neither SIPC protection nor the additional protection insures against fluctuations in the market value of securities.

Siebert is also authorized by the Municipal Securities Rulemaking Board to effect transactions in municipal securities on behalf of its customers and has obtained certain additional registrations with the SEC and state regulatory agencies necessary to permit it to engage in certain other activities incidental to its brokerage business.

Margin lending arranged by Siebert is subject to the margin rules of the Board of Governors of the Federal Reserve System and the NYSE. Under such rules, broker-dealers are limited in the amount they may lend in connection with certain purchases and short sales of securities and are also required to impose certain maintenance requirements on the amount of securities and cash held in margin accounts. In addition, those rules and rules of the Chicago Board Options Exchange govern the amount of margin customers must provide and maintain in writing uncovered options.

Net Capital Requirements

As a registered broker-dealer, Siebert is subject to the SEC's Uniform Net Capital Rule (Rule 15c3-1) (the "Net Capital Rule"), which has also been adopted by the NYSE. The Net Capital Rule specifies minimum net capital requirements for all registered broker-dealers and is designed to measure financial integrity and liquidity. Failure to maintain the required regulatory net capital may subject a firm to suspension or expulsion by the NYSE and FINRA, certain punitive actions by the SEC and other regulatory bodies and, ultimately, may require a firm's liquidation.

Regulatory net capital is defined as net worth (assets minus liabilities), plus qualifying subordinated borrowings, less certain deductions that result from excluding assets that are not readily convertible into cash and from conservatively valuing certain other assets. These deductions include charges that discount the value of security positions held by Siebert to reflect the possibility of adverse changes in market value prior to disposition.

The Net Capital Rule requires notice of equity capital withdrawals to be provided to the SEC prior to and subsequent to withdrawals exceeding certain sizes. The Net Capital Rule also allows the SEC, under limited circumstances, to restrict a broker-dealer from withdrawing equity capital for up to 20 business days. The Net Capital Rule of the NYSE also provides that equity capital may not be drawn or cash dividends paid if resulting net capital would be less than 5 percent of aggregate debits.

Under applicable regulations, Siebert is required to maintain regulatory net capital of at least $250,000. At December 31, 2008, and 2007, Siebert had net capital of $25.6 million and $29.5 million, respectively. Siebert claims exemption from the reserve requirement under Section 15c3-3(k)(2)(ii).

Employees

As of March 13, 2009, we had approximately 82 full-time employees, six of whom were corporate officers. None of our employees is represented by a union, and we believe that relations with our employees are good.

Item 1A. RISK FACTORS

Securities market volatility and other securities industry risk could adversely affect our business

Most of our revenues are derived from our securities brokerage business. Like other businesses operating in the securities industry, our business is directly affected by volatile trading markets, fluctuations in the volume of market activity, economic and political conditions, upward and downward trends in business and finance at large, legislation and regulation affecting the national and international business and financial communities, currency values, inflation, market conditions, the availability and cost of short-term or long-term funding and capital, the credit capacity or perceived credit worthiness of the securities industry in the marketplace and the level and volatility of interest rates. Continuation of recent turmoil in the financial markets, continued weakness in general economic conditions, or other risks associated with our business and the securities industry in general could reduce trading volumes and consequently may have a material adverse effect upon our commission or fee income. We also face risks relating to trading losses, losses resulting from the ownership or underwriting of securities, counterparty failure to meet commitments, customer fraud, employee fraud, issuer fraud, errors and misconduct, failures in connection with the processing of securities transactions and litigation. A reduction in our revenues or a loss resulting from our underwriting or ownership of securities or sales or trading of securities could have a material adverse effect on our business, results of operations and financial condition. In addition, as a result of these risks, our revenues and operating results may be subject to significant fluctuations from quarter to quarter and from year to year.

Lower price levels in the securities markets may reduce our profitability.

Lower price levels of securities may result in (i) reduced volumes of securities, options and futures transactions, with a consequent reduction in our commission revenues, and (ii) losses from declines in the market value of securities we held in investment and underwriting positions. In periods of low volume, our levels of profitability are further adversely affected because certain of our expenses remain relatively fixed. Sudden sharp declines in market values of securities and the failure of issuers and counterparties to perform their obligations can result in illiquid markets which, in turn, may result in our having difficulty selling securities. Such negative market conditions, if prolonged, may also lower our revenues from investment banking and other activities. A reduction in our revenues from investment banking or other activities could have a material adverse affect on our business, results of operations and financial condition.

There is intense competition in the discount brokerage industry.

Siebert encounters significant competition from full-commission, online and other discount brokerage firms, as well as from financial institutions, mutual fund sponsors and other organizations many of which are significantly larger and better capitalized than Siebert. SBS also encounters significant competition from firms engaged in the municipal finance business. Over the past several years, price wars and lower commission rates in the discount brokerage business in general have strengthened our competitors. Siebert believes that such changes in the industry will continue to strengthen existing competitors and attract additional competitors such as banks, insurance companies, providers of online financial and information services, and others. Many of these competitors are larger, more diversified, have greater capital resources, and offer a wider range of services and financial products than Siebert. Siebert competes with a wide variety of vendors of financial services for the same customers. Siebert may not be able to compete effectively with current or future competitors.

Some competitors in the discount brokerage business offer services which we do not, including financial advice and investment management. In addition, some competitors have continued to offer lower flat rate execution fees that are difficult for any conventional discount firm to meet. Industry-wide changes in trading practices are expected to cause continuing pressure on fees earned by discount brokers for the sale of order flow. Many of the flat fee brokers impose charges for services such as mailing, transfers and handling exchanges which Siebert does not and also direct their execution to captive market makers. Continued or increased competition from ultra low cost, flat fee brokers and broader service offerings from other discount brokers could limit our growth or lead to a decline in Siebert's customer base which would adversely affect our business, results of operations and financial condition.

We are subject to extensive government regulation.

Our business is subject to extensive regulation in the United States, at both the Federal and state level. We are also subject to regulation by self–regulatory organizations and other regulatory bodies in the Untied States, such as the SEC, the NYSE, FINRA and the Municipal Securities Rulemaking Board (the "MSRB"). We are registered as a broker-dealer in 50 states, the District of Columbia and Puerto Rico. The regulations to which we are subject as a broker-dealer cover all aspects of the securities business including: training of personnel, sales methods, trading practices, uses and safe keeping of customers' funds and securities, capital structure, record keeping, fee arrangements, disclosure and the conduct of directors, officers and employees. Failure to comply with any of these laws, rules or regulations, which may be subject to the uncertainties of interpretation, could result in civil penalties, fines, suspension or expulsion and have a material adverse effect on our business, results of operations and financial condition.

The laws, rules and regulations, as well as governmental policies and accounting principles, governing our business and the financial services and banking industries generally have changed significantly over recent years and are expected to continue to do so. We cannot predict which changes in laws, rules, regulations, governmental policies or accounting principles will be adopted. Any changes in the laws, rules, regulations, governmental policies or accounting principles relating to our business could materially and adversely affect our business, results of operations and financial condition.

We are subject to net capital requirements.

The SEC, FINRA, and various other securities and commodities exchanges and other regulatory bodies in the United States have rules with respect to net capital requirements which affect us. These rules have the effect of requiring that at least a substantial portion of a broker-dealer's assets be kept in cash of highly liquid investments. Our compliance with the net capital requirements could limit operations that require intensive use of capital, such as underwriting or trading activities. These rules could also restrict our ability to withdraw our capital, even in circumstances where we have more than the minimum amount of required capital, which, in turn, could limit our ability to implement growth strategies. In addition, a change in such rules, or the imposition of new rules, affecting the scope, coverage, calculation or amount to such net capital requirements, or a significant operating loss or any unusually large charge against net capital, could have similar adverse effects.

Our customers may fail to pay us.

A principal credit risk to which we are exposed on a regular basis is that our customers may fail to pay for their purchases or fail to maintain the minimum required collateral for amounts borrowed against securities positions maintained by them. We cannot assure you that the policies and procedures we have established will be adequate to prevent a significant credit loss.

We face risks relating to our investment banking activities.

Certain risks are involved in the underwriting of securities. Investment banking and underwriting syndicates agree to purchase securities at a discount from the public offering price. If the securities must be sold below the syndicate cost, an underwriter is exposed to losses on the securities that it has committed to purchase. In the last several years, investment banking firms increasingly have underwritten corporate and municipal offerings with fewer syndicate participants or, in some cases, without an underwriting syndicate. In these cases, the underwriter assumes a larger part or all of the risk of an underwriting transaction.

Under Federal securities laws, other laws and court decisions, an underwriter is exposed to substantial potential liability for material misstatements or omissions of fact in the prospectus used to describe the securities being offered. While municipal securities are exempt from the registration requirements of the Securities Act, underwriters of municipal securities are exposed to substantial potential liability for material misstatements or omissions of fact in the offering documents prepared for these offerings.

An increase in volume on our systems or other events could cause them to malfunction.

We presently receive and process up to 65% of our trade orders electronically. This method of trading is heavily dependent on the integrity of the electronic systems supporting it. While we have never experienced a significant failure of our trading systems, heavy stress placed on our systems during peak trading times could cause our systems to operate at unacceptably low speeds or fail altogether. Any significant degradation or failure of our systems or the systems of third parties involved in the trading process (e.g., online and Internet service providers, record keeping and data processing functions performed by third parties, and third party software), even for a short time, could cause customers to suffer delays in trading. These delays could cause substantial losses for customers and could subject us to claims from these customers for losses. We cannot assure you that our network structure will operate appropriately in the event of a subsystem, component or software failure. In addition, we cannot assure you that we will be able to prevent an extended systems failure in the event of a power or telecommunications failure, an earthquake, terrorist attack, fire or any act of God. Any systems failure that causes interruptions in our operations could have a material adverse effect on our business, financial condition and operating results.

We rely on information processing and communications systems to process and record our transactions.

Our operations rely heavily on information processing and communications systems. Our system for processing securities transactions is highly automated. Failure of our information processing or communications systems for a significant period of time could limit our ability to process a large volume of transactions accurately and rapidly. This could cause us to be unable to satisfy our obligations to customers and other securities firms, and could result in regulatory violations. External events, such as an earthquake, terrorist attack or power failure, loss of external information feeds, such as security price information, as well as internal malfunctions such as those that could occur during the implementation of system modifications, could render part or all of these systems inoperative.

We may not be able to keep up pace with continuing changes in technology.

Our market is characterized by rapidly changing technology. To be successful, we must adapt to this rapidly changing environment by continually improving the performance, features and reliability of our services. We could incur substantial costs if we need to modify our services or infrastructure or adapt our technology to respond to these changes. A delay or failure to address technological advances and developments or an increase in costs resulting from these changes could have a material and adverse effect on our business, financial condition and results of operations.

We depend on our ability to attract and retain key personnel.

Our continued success is principally dependent on our founder, Muriel F. Siebert, Chairwoman, Chief Executive Officer and President and our senior management. In addition, the continued success of SBS may be dependent on the services of Napoleon Brandford III and Suzanne Shank. The loss of the services of any of these individuals could significantly harm our business, financial condition and operating results.

Our principal shareholder may control many key decisions.

Ms. Muriel F. Siebert currently owns approximately 90% of our outstanding common stock. Ms. Siebert will have the power to elect the entire Board of Directors and, except as otherwise provided by law or our Certificate of Incorporation or by-laws, to approve any action requiring shareholder approval without a shareholders meeting.

There may be no public market for our common stock.

Only approximately 2,200,000 shares, or approximately 10% of our shares outstanding, are currently held by the public. Although our common stock is traded in The Nasdaq Global Market, there can be no assurance that an active public market will continue.

Item 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

Item 2. PROPERTIES

Siebert currently maintains seven retail discount brokerage offices. Customers can visit the offices to obtain market information, place orders, open accounts, deliver and receive checks and securities, and obtain related customer services in person. Nevertheless, most of Siebert's activities are conducted on the Internet or by telephone and mail.

Siebert operates its business out of the following seven leased offices:

Location	Approximate Office Area in Square Feet	Expiration Date of Current Lease	Renewal Terms
Corporate Headquarters, Retail and Investment Banking Office 885 Third Ave. New York, NY 10022	7,828	1/14/11	None
Retail Offices			
9701 Wilshire Boulevard, Suite 1111 Beverly Hills, CA 90212	1,200	10/31/10	None
4400 North Federal Highway Boca Raton, FL 33431	2,438	5/31/09	None
111 Pavonia Avenue(1) Jersey City, NJ 07310	7,768	6/30/09	None
400 Fifth Avenue South, Suite 100 Naples, FL 34102	1,008	4/30/11	None
1217 South Flager Drive, 3rd Floor West Palm Beach, FL 33401	3,000	9/30/12	None
9569 Harding Avenue Surfside, FL 33154	1,150	8/30/10	None

(1) Certain of our administrative and back office functions are performed at this location.

We believe that our properties are in good condition and are suitable for our operations.

Item 3. LEGAL PROCEEDINGS

We are involved in various routine lawsuits of a nature we deem to be customary and incidental to our business. In the opinion of our management, the ultimate disposition of such actions will not have a material adverse effect on our financial position or results of operations.

Siebert terminated a clearing agreement with Pershing LLC ("Pershing") in 2003. Based on consultation with counsel, Siebert believes that $1,500,000 that it advanced to Pershing in January 2003 should have been returned. Pershing expressed its belief that it was 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 received a release for the $3 million related to disputed claims for unreimbursed fees and costs. In 2004, Siebert decided not to commence proceedings against Pershing and charged off the $1,500,000 advance to Pershing. Siebert believes the Pershing claims are without merit and that the ultimate outcome of this matter will not have a material adverse effect on the Company's results of operations or financial position.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SHAREHOLDERS

No matter was submitted to a vote of shareholders during the fourth quarter of the fiscal year ended December 31, 2008.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock trades on the Nasdaq Stock Market under the symbol "SIEB". The high and low sales prices of our common stock reported by Nasdaq during the following calendar quarters were:

	High	Low
First Quarter - 2007	$ 4.50	$ 3.26
Second Quarter - 2007	$ 5.37	$ 3.37
Third Quarter - 2007	$ 4.50	$ 3.06
Fourth Quarter - 2007	$ 5.76	$ 3.13
First Quarter – 2008	$ 4.00	$ 2.96
Second Quarter – 2008	$ 3.73	$ 2.90
Third Quarter – 2008	$ 3.42	$ 3.00
Fourth Quarter – 2008	$ 3.30	$ 1.00
January 1, 2009 - March 17, 2009	$ 2.00	$ 1.27

On March 17, 2009, the closing price of our common stock on the Nasdaq Global Market was $1.39 per share. There were 130 holders of record of our common stock and more than 1,500 beneficial owners of our common stock on March 13, 2009.

Dividend Policy

Our Board of Directors periodically considers whether to declare dividends. In considering whether to pay such dividends, our Board of Directors will review our earnings capital requirements, economic forecasts and such other factors as are deemed relevant. Some portion of our earnings will be retained to provide capital for the operation and expansion of our business.

On June 9, 2008, the Board of Directors declared a dividend of ten cents per share on the common stock of the Company, which was paid on June 30, 2008 to shareholders of record at the close of business on June 23, 2008. The total amount paid on this dividend declaration was $467,000. Ms. Muriel F. Siebert, the Chief Executive Officer of the Company waived the right to receive the dividend in excess of the aggregate amount paid to other shareholders. Other shareholders were paid dividends of $234,000.

On June 4, 2007, the Board of Directors declared a dividend of twelve cents per share on our common stock, which was paid on June 29, 2007 to shareholders of record at the close of business on June 20, 2007. The total amount paid on this dividend declaration was $559,000. Ms. Muriel F. Siebert, the Chief Executive Officer and majority shareholder waived the right to receive the dividend in excess of the aggregate amount paid to other shareholders. Other shareholders were paid dividends of $280,000.

On August 9, 2006, the Board of Directors declared a dividend of eight cents per share on our common stock, which was paid on August 30, 2006 to shareholders of record at the close of business on August 21, 2006. The total amount paid on this dividend declaration was $359,000. Ms. Muriel F. Siebert, the Chief Executive Officer and majority shareholder waived the right to receive the dividend in excess of the aggregate amount paid to other shareholders. Other shareholders were paid dividends of $180,000.

Issuer Purchase Of Equity Securities

On May 15, 2000, our Board of Directors authorized a buy back of up to one million shares of our common stock. We completed this program in 2008.

On January 23, 2008, our Board of Directors authorized the repurchase of up to 300,000 shares of our common stock. We will purchase shares from time to time, in our discretion, in the open market and in private transactions. We purchased 2,119 shares at an average price of $1.99 in the fourth quarter of 2008.

Issuer Purchases of Equity Securities

A summary of our repurchase activity for the three months ended December 31, 2008 is as follows:

Period	Total Number Of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Number of Shares That May Yet Be Purchased Under The Plan
October 2008	0		9,731	290,269
November 2008	156	$ 2.03	9,887	290,113
December 2008	1,963	$ 1.99	11,850	288,150
Total	2,119	$ 1.99	11,850	288,150

Equity Compensation Plan Information

The following table sets forth information as of December 31, 2008 with respect to our equity compensation plans.

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of Securities remaining available for issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders(1)	1,767,200	$ 4.07	1,700,000
Equity compensation plans not approved by security holders(2)	41,400	—	18,600
Total	1,808,600	$ 4.07	1,718,600

(1) Represents our 2007 Long-Term Incentive Plan.

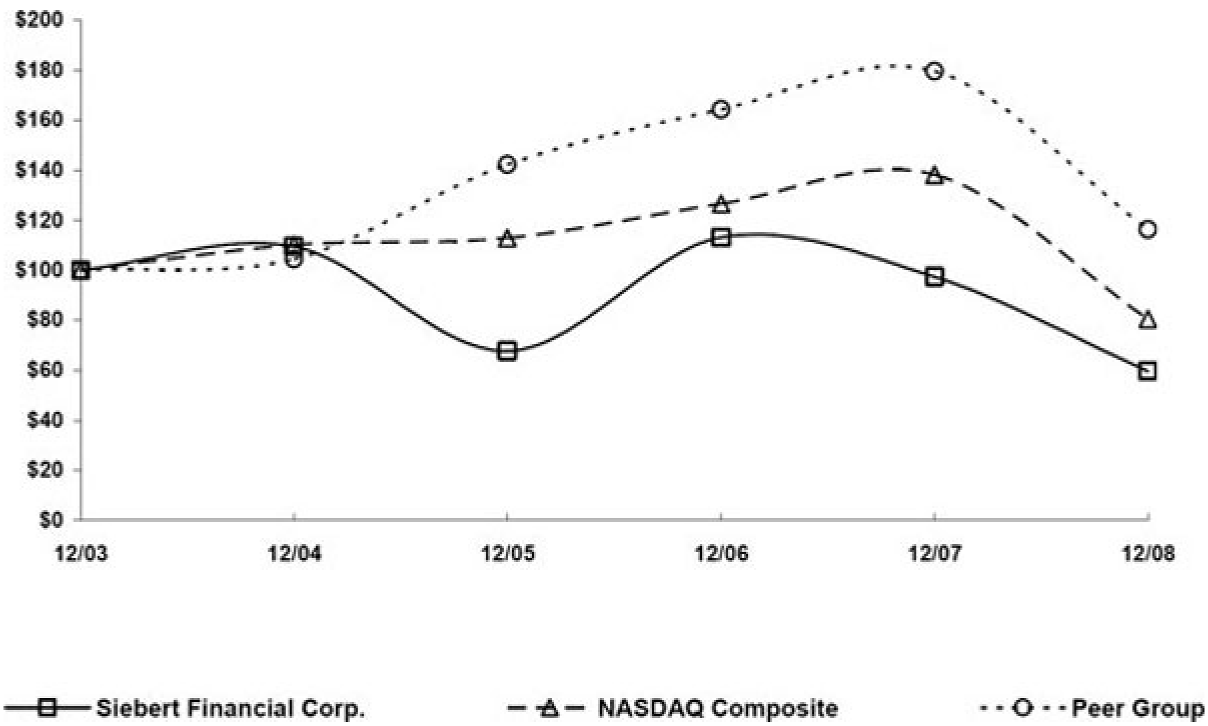
(2) Represents our 1998 Restricted Stock Award Plan.

Material Terms of the 1998 Restricted Stock Award Plan

Our 1998 Restricted Stock Award Plan provides for awards to key employees of not more than an aggregate of 60,000 shares of our common stock, subject to adjustments for stock splits, stock dividends and other changes in our capitalization, to be issued either immediately after the award or at a future date. As of December 31, 2008, 41,400 shares of our common stock under the Restricted Stock Award Plan had been awarded and were outstanding. As provided in the plan and subject to restrictions, shares awarded may not be disposed of by the recipients for a period of one year from the date of the award. Cash dividends on shares awarded are held by us for the benefit of the recipients, subject to the same restrictions as the award. These dividends, without interest, are paid to the recipients upon lapse of the restrictions.

Our Performance: The graph below compares our performance from December 31, 2003 through December 31, 2008, against the performance of the Nasdaq Market Index and a peer group. The peer group consists of A.B. Watley Group Inc., Ameritrade Holding Corporation, E*Trade Financial Corporation and The Charles Schwab Corporation.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*
Among Siebert Financial Corp., The NASDAQ Composite Index
And A Peer Group



* $100 invested on 12/31/03 in stock & index-including reinvestment of dividends.

Fiscal year ending December 31.

Item 6. SELECTED FINANCIAL DATA
(In thousands except share and per share data)

The Following Selected Financial Information Should Be Read In Conjunction With Our Consolidated Financial Statements And The Related Notes Thereto.

	2008	2007	2006	2005	2004
Income statement data:					
Total Revenues	$ 29,750	$ 33,914	$ 28,818	$ 29,323	$ 26,392
Net (loss) income	$ (1,760)	$ 2,258	$ 3,425	$ 1,863	$ 533
Net (loss) income per share of common stock					
Basic	$ (0.08)	$ 0.10	$ 0.15	$ 0.08	$ 0.02
Diluted	$ (0.08)	$ 0.10	$ 0.15	$ 0.08	$ 0.02
Weighted average shares outstanding (basic)	22,208,372	22,206,346	22,129,566	22,093,369	22,113,228
Weighted average shares outstanding (diluted)	22,208,372	22,273,550	22,252,851	22,127,940	22,276,562
Statement of financial condition data (at year-end):					
Total assets	$ 45,579	$ 47,924	$ 46,869	$ 43,027	$ 41,560
Total liabilities excluding subordinated borrowings	$ 4,995	$ 5,704	$ 6,460	$ 5,975	$ 6,460
Stockholders' equity	$ 40,584	$ 42,220	$ 40,409	$ 37,052	$ 35,100
Cash dividends declared per common share (1)	$ 466	$ 559	$ 359	$ 0	$ 0

(1) The Chief Executive Officer of the Company waived the right to receive the dividend in excess of the aggregate amount paid to other shareholders

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion should be read in conjunction with our audited Consolidated Financial Statements and the Notes thereto contained elsewhere in this Annual Report.

The financial crisis affecting the global economy has created historic volatility in the market place. Our working capital is invested in short term United States Treasury Bills, and to date the financial crisis has not had a material effect on our liquidity or financial position.

We, like other securities firms, are directly affected by general economic and market conditions including fluctuations in volume and prices of securities, changes and the prospect of changes in interest rates, and demand for brokerage and investment banking services, all of which can affect our profitability. In addition, in periods of reduced financial market activity, profitability is likely to be adversely affected because certain expenses remain relatively fixed, including salaries and related costs, portions of communications costs and occupancy expenses. Accordingly, earnings for any period should not be considered representative of earnings to be expected for any other period. To date our revenues have not been adversely affected as a result of the financial crisis.

Competition continues to intensify among all types of brokerage firms, including established discount brokers and new firms entering the on-line brokerage business. Electronic trading continues to account for an increasing amount of trading activity, with some firms charging very low trading execution fees that are difficult for any conventional discount firm to meet. Some of these brokers, however, impose asset based charges for services such as mailing, transfers and handling exchanges which we do not currently impose, and also direct their orders to market makers where they have a financial interest. Continued competition could limit our growth or even lead to a decline in our customer base, which would adversely affect our results of operations. Industry-wide changes in trading practices, such as the continued use of Electronic Communications Networks, are expected to put continuing pressure on commissions/fees earned by brokers while increasing volatility.

We entered into an Operating Agreement, effective as of April 19, 2005 (the "Operating Agreement"), with Suzanne Shank and Napoleon Brandford III, the two individual principals (the "Principals") 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 and loss will be shared 66.66% by the Principals and 33.33% by us. Operations from SBSFPC is considered to be integral to our operation.

As a result of our settlement with Intuit, Inc. of a lawsuit relating to a Strategic Alliance Agreement between Siebert and Intuit, $2,024,000 of liabilities recorded by Siebert for expenses prior to December 31, 2003, were reversed in the fourth quarter of 2007.

On January 23, 2008, our Board of Directors authorized a buy back of up to 300,000 shares of our common stock. Under this program, shares are purchased from time to time, at our discretion, in the open market and in private transactions. During 2008 we repurchased 10,231shares of common stock for an average price of $3.03.

Critical Accounting Policies

We generally follow accounting policies standard in the brokerage industry and believe that our policies appropriately reflect our financial position and results of operations. Our management makes significant estimates that affect the reported amounts of assets, liabilities, revenues and expenses and the related disclosure of contingent assets and liabilities included in the financial statements. The estimates relate primarily to revenue and expense items in the normal course of business as to which we receive no confirmations, invoices, or other documentation, at the time the books are closed for a period. We use our best judgment, based on our knowledge of revenue transactions and expenses incurred, to estimate the amount of such revenue and expenses. We are not aware of any material differences between the estimates used in closing our books for the last five years and the actual amounts of revenue and expenses incurred when we subsequently receive the actual confirmations, invoices or other documentation. Estimates are also used in determining the useful lives of intangibles assets, and the fair market value of intangible assets. Our management believes that its estimates are reasonable.

Results of Operations

Year Ended December 31, 2008 Compared To Year Ended December 31, 2007

Revenues. Total revenues for 2008 were $29.8 million, a decrease of $4.2 million, or 12.3%, from 2007. Commission and fee income decreased $1.9 million, or 7.3%, from the prior year to $24.2 million due to a decrease in revenues from institutional trading and retail customer trading. Retail customer volumes increased; however, the average commission charged per trade decreased due to more retail customers executing trades online via the Internet, which has a lower commission charge per ticket.

Investment banking revenues increased $112,000, or 3.3%, from the prior year to $3.5 million in 2008 due to our participation in more new issues in the equity and debt capital markets.

Trading profits increased $608,000, or 97.4%, from the prior year to $1.2 million primarily due to the addition of a debt sales-trader and an increase in trading volume.

Income from interest and dividends decreased $965,000, or 54.3%, from the prior year to $813,000 primarily due to lower yields on investments in U.S. Treasury Bills and lower cash balances.

Expenses. Total expenses for 2008 were $34.2 million, an increase of $2.9 million, or 9.3%, from the prior year.

Employee compensation and benefit costs increased $361,000 or 3.0%, from the prior year to $12.3 million primarily due to the expensing of stock options granted to directors of our Company which vest immediately and an increase in health insurance.

Clearing and floor brokerage fees increased $771,000, or 13.5%, from the prior year to $6.5 million primarily due to an increase in volume of trade executions for retail customers and volume relating to the commission recapture operation offset by a decrease in listed floor executions for institutional customers executed at the New York Stock Exchange.

Professional fees increased $1.4 million, or 21.0%, from the prior year to $8.1 million primarily due to an increase in legal fees relating to a dispute with a former employee, consulting fees relating to the commission recapture business and compliance with Sarbanes-Oxley and consulting fees related to the development of our front end computer system.

Advertising and promotion expense increased $84,000, or 11.6%, from the prior year to $809,000 primarily due to an increase in print advertising, brochures and direct mailings to our retail customer base.

Communications expense increased $550,000, or 27.3%, from the prior year to $2.6 million primarily due to an increase in costs associated with our new website which was launched in the fourth quarter of 2008.

Occupancy costs increased $5,000, or 0.4%, from the prior year to $1.3 million due to an increase in rent in the Florida branches and New Jersey office offset by a reduction in rent for our California branch.

Other general and administrative expenses decreased $249,000, or 8.5%, from the prior year to $2.7 million primarily due to a decrease in depreciation and amortization, placement fees, travel and entertainment, insurance and printing costs offset by increases in subscriptions, computer related expenses and office expenses.

Income from our equity investment in Siebert, Brandford, Shank & Co., LLC, an entity in which Siebert holds a 49% equity interest ("SBS"), for 2008 was $2.1 million compared to income of $1.4 million for 2007, an increase of $743,000, or 53.4%, primarily due to SBS participating in more and larger municipal bond offerings. Loss from our equity investment in SBS Financial Products Company, LLC, an entity in which we hold a 33% equity interest ("SBSFPC") for 2008, was $435,000 as compared to income of $40,000, from the same period in 2007. This loss was primarily due to a decline in fair value of SBSFPC's investments in the fourth quarter of 2008. Results of operations of equity investees is considered to be integral to our operations and material to the results of operations.

Taxes. The tax benefit for the year ended December 31, 2008 was $1,031,000 based on our loss before income tax of $2,791,000. The tax provision for the year ended December 31, 2007 was $1.7 million based on our income before tax of $4.0 million. Such benefit and provision represented effective tax rates of 38% and 43%, respectively.

Year Ended December 31, 2007 Compared To Year Ended December 31, 2006

Revenues. Total revenues for 2007 were $33.9 million, an increase of $5.1 million, or 17.7%, from 2006. Commission and fee income increased $1.4 million, or 5.7%, from the prior year to $26.1 million due to an increase in institutional trading and the commission recapture operations as well as increase in retail customer trading volumes offset slightly by a decrease in the average commission charged per trade.

Investment banking revenues increased $1.7 million, or 97.7%, from the prior year to $3.4 million in 2007 due to our participation in more new issues in the equity and debt capital markets.

Trading profits decreased $130,000, or 17.2%, from the prior year to $624,000 primarily due to decreased trading in municipal, government and corporate bonds within our riskless trading group.

Siebert commenced a lawsuit against Intuit, Inc. ("Intuit") in 2003 seeking expenses and damages arising from the Joint Brokerage Service conducted under the Strategic Alliance Agreement between Siebert and Intuit. Intuit counterclaimed against Siebert for expenses and damages. A Stipulation and Order of Dismissal with Prejudice entered into by the parties was filed in October 2007, terminating the litigation without any payments by either party. The parties also exchanged general releases. As a result of the settlement, $2,024,000 of liabilities recorded by Siebert for expenses prior to December 31, 2003, were reversed in the fourth quarter of 2007.

Income from interest and dividends increased $131,000, or 8%, from the prior year to $1.8 million primarily due to higher interest rates and higher cash balances.

Expenses. Total expenses for 2007 were $31.3 million, an increase of $4.6 million, or 17.2%, from the prior year.

Employee compensation and benefit costs increased $980,000 or 8.9%, from the prior year to $12.0 million primarily due to an increase in commissions paid based on production offset by a decrease in health insurance and employment of temporary employees.

Clearing and floor brokerage fees increased $490,000, or 9.4%, from the prior year to $5.7 million primarily due to an increase in listed floor executions for institutional customers executed at the New York Stock Exchange and an increase in volume relating to the commission recapture operation.

Professional fees increased $2.9 million, or 75.5% from the prior year to $6.7 million primarily due to an increase in legal fees relating to the Intuit case and consulting fees relating to the our compliance with Sarbanes-Oxley.

Advertising and promotion expense decreased $195,000, or 21.2%, from the prior year to $725,000 primarily due to the reduction in print advertising production in 2007 and the production and airing of television commercials in the Florida region in 2006.

Communications expense increased $306,000, or 17.9%, from the prior year to $2.0 million primarily due to an increase in costs associated with our new website.

Occupancy costs increased $168,000, or 14.7%, from the prior year to $1.3 million principally due to the an increase in rent in the Florida branches and New Jersey and California offices.

Other general and administrative expenses decreased $13,000, from the prior year to $2.9 million primarily due to a decrease in depreciation and amortization expenses, employee placement fees, travel and entertainment costs and office expenses offset by increases in printing, insurance and transportation costs.

Income from our equity investment in Siebert, Brandford, Shank & Co., LLC, an entity in which Siebert holds a 49% equity interest ("SBS"), for 2007 was $1.4 million compared to income of $2.9 million for 2006, a decrease of $1.5 million, or 51.8%, from the same period in 2006 primarily due to SBS participating in less municipal bond offerings especially in the last six months of the year. SBS serves as an underwriter for municipal bond offerings. Income from our equity investment in SBS Financial Products Company, LLC, an entity in which we hold a 33% equity interest ("SBSFPC") for 2007, was $40,000 as compared to income of $916,000, a decrease of $876,000, or 95.6%, from the same period in 2006. This decrease was due to a decrease in the number and size of the transactions. SBSFPC engages in derivatives transactions related to the municipal underwriting business. Operation from equity investees is considered to be integral to our operations and material to the results of operations.

Taxes. The provision for income taxes decreased by $711,000, or 28.6%, from the prior year to $1.8 million due to a decrease in net income before tax to $4.0 million in 2007 from $5.9 million in 2006.

Liquidity and Capital Resources

Our assets are highly liquid, consisting generally of cash, money market funds, U.S. Treasury Bills and securities freely saleable in the open market. Our total assets at December 31, 2008 were $46 million, of which we regarded $31.3 million, or 69%, as highly liquid.

Siebert is subject to the net capital requirements of the SEC, the NYSE and other regulatory authorities. At December 31, 2008, Siebert's regulatory net capital was $25.6 million, which was $25.3 million in excess of its minimum capital requirement of $250,000.

Siebert has entered into a Secured Demand Note Collateral Agreement with SBS under which it is obligated to loan to SBS up to $1.2 million on a subordinated basis. Amounts obligated to be loaned by Siebert under the facility are reflected on our 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, 2010 at which time SBS is obligated to repay to Siebert any amounts borrowed by SBS thereunder.

Below is a table that presents our obligations and commitments at December 31, 2008:

	Payment Due By Period				
Contractual Obligations	**Total**	**Less Than 1 Year**	**1-3 Years**	**3-5 Years**	**More Than Five Years**
Operating lease obligations	$ 1,851,000	$ 902,000	$ 949,000	$ 0	$ 0

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Financial Instruments Held For Trading Purposes:

Through Siebert, we maintain inventories in exchange-listed and Nasdaq equity securities and municipal securities on both a long and short basis. We did not have any short positions at December 31, 2008. The Company does not directly engage in derivative transactions, has no interest in any special purpose entity and has no liabilities, contingent or otherwise, for the debt of another entity except for Siebert's obligation under its Secured Demand Note Collateral Agreement of $1.2 million executed in favor of SBS. SBS pays Siebert interest on this amount at the rate of 4% per annum. Siebert earned interest of $64,000 from SBS in each of the years that Siebert's commitment has been outstanding.

Financial Instruments Held For Purposes Other Than Trading:

We generally invest working capital temporarily in dollar denominated money market funds and commercial paper. These investments are not subject to material changes in value due to interest rate movements.

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 our 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 counterparties are unable to fulfill their contractual obligations.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See financial statements and supplementary data required pursuant to this item beginning on page F-1 of this Report on Form 10-K.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A(T). CONTROLS AND PROCEDURES

We carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15 of Securities Exchange of 1934, as amended. Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures are effective to ensure that the information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and to ensure that information required to be disclosed is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer to allow timely decisions regarding timely disclosure.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as that term is defined in Exchange Act Rule 13a-15(f)). To evaluate the effectiveness of our internal control over financial reporting, we use the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO Framework"). Using the COSO Framework, our management, including our Chief Executive Officer and Chief Financial Officer, evaluated our internal control over financial reporting and concluded that our internal control over financial reporting was effective as of December 31, 2008.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

Changes in Internal Controls over Financial Reporting

There were no changes in our internal controls over financial reporting during the most recently completed fiscal quarter that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Limitation of the Effectiveness of Internal Controls

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the internal control system are met. Because of the inherent limitations of any internal control system, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

Item 9B. OTHER INFORMATION

None

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

(a) Identification of Directors

This information is incorporated by reference from our definitive proxy statement to be filed by the Company pursuant to Regulation 14A on or prior to April 30, 2009.

(b) Identification of Executive Officers

Name	Age	Position
Muriel F. Siebert	76	Chairwoman and President
Ameen Esmail	50	Executive Vice President and Director of Business Development
Joseph M. Ramos, Jr.	50	Executive Vice President and Chief Financial Officer
Jeanne Rosendale	44	Executive Vice President and General Counsel
Daniel Iesu	49	Secretary

Certain information regarding each executive officer's business experience is set forth below.

Muriel F. Siebert has been Chairwoman, President and a director of Siebert since 1967 and the Company since November 8, 1996. Ms. Siebert became the first woman member of the New York Stock Exchange on December 28, 1967 and served as the first woman Superintendent of Banks of the State of New York from 1977 to 1982. She is director of the New York State Business Council and the Boy Scouts of Greater New York. She is the founder and past president of the Women's Forum, a former member of the State of New York Commission on Judicial Nomination and is on the executive committee of the Economic Club of New York.

Ameen Esmail has been Executive Vice President and Director of Business Development since July 3, 2003. From 1984 to 1996, Mr. Esmail served as an Executive Vice President of Siebert. From 1996 to 2003, Mr. Esmail worked as an independent consultant servicing the financial securities industry. Mr. Esmail earned a MBA from New York University's Stern's Graduate School of Business in 2000.

Joseph M. Ramos, Jr. has been Executive Vice President, Chief Financial Officer and Assistant Secretary of Siebert since February 10, 2003. From May 1999 to February 2002, Mr. Ramos served as Chief Financial Officer of A.B. Watley Group, Inc. From November 1996 to May 1999, Mr. Ramos served as Chief Financial Officer of Nikko Securities International, Inc. From September 1987 to March 1996, Mr. Ramos worked at Cantor Fitzgerald and held various accounting and management positions, the last as Chief Financial Officer of their registered broker-dealer based in Los Angeles. From October 1982 to September 1987, Mr. Ramos was an audit manager for Deloitte & Touche LLP, a public accounting firm. Mr. Ramos is a Certified Public Accountant licensed in the State of New York.

Jeanne M. Rosendale has been Executive Vice President, General Counsel of Siebert since May 3, 2004. From February 2003 to April 2004, Ms. Rosendale served as Global Director Compliance for Knight Equity Markets. From 2001 through the end of 2002, Ms. Rosendale served as Managing Director, General Counsel and Chief Compliance Officer for TD Securities (USA) Inc. Ms. Rosendale's background likewise includes senior level legal positions with Citigroup and the law firm Weil Gotshal & Manges, LLP. Ms. Rosendale received both her B.A. and J.D., with honors, from Fordham University. She is active in various industry groups such as the SIA, the Bond Market Association, the LSTA and ISDA.

Daniel Iesu has been Secretary of Siebert since October 1996 and the Company since November 8, 1996. He has been Controller of Siebert since 1989.

(c) Compliance with Section 16(a) of the Exchange Act

This information is incorporated by reference from our definitive proxy statement to be filed pursuant to Regulation 14A on or prior to April 30, 2009.

(d) Code of Ethics

We have adopted a financial code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer and all other employees performing similar functions. This financial code of ethics is posted on our website. The Internet address for our website is http://www.siebertnet.com. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of this code of ethics by either filing a Form 8-K or posting such information on our website, at the address and location specified above, within four business days following the date of such amendment or waiver.

The information required by this item not set forth herein is incorporated by reference to our definitive proxy statement to be filed pursuant to Regulation 14A on or prior to April 30, 2009.

Item 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated by reference from our definitive proxy statement to be filed pursuant to Regulation 14A on or prior to April 30, 2009.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item is incorporated by reference from our definitive proxy statement to be filed pursuant to Regulation 14A on or prior to April 30, 2009.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated by reference from our definitive proxy statement to be filed pursuant to Regulation 14A on or prior to April 30, 2009.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required in this item is incorporated by reference from our definitive proxy statement to be filed pursuant to Regulation 14A on or prior to April 30, 2009.

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The exhibits required by Item 601 of the Regulations S-K filed as part of, or incorporated by reference in, this report are listed in the accompanying Exhibit Index.

(a) The following documents are filed as part of this report:

1. Financial Statements

The consolidated Financial statements for the year ended December 31, 2008 commence on page F-1 of this report on Form 10-K.

2. Financial Statement Schedules

None.

3. Exhibits

The exhibits required by Item 601 of the Regulation S-K filed as part of, or incorporated by reference in, this report are listed in the accompanying Exhibit Index. Exhibit Numbers 10.1, 10.2 and 10.6 are management contracts, compensatory plans or arrangements.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Siebert Financial Corp.

We have audited the accompanying consolidated statements of financial condition of Siebert Financial Corp. and subsidiaries (the "Company") as of December 31, 2008 and 2007, and the related consolidated statements of operations, changes in stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Siebert Financial Corp. and subsidiaries as of December 31, 2008 and 2007, and the consolidated results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of Amercia.

/s/ Eisner LLP

New York, New York
March 31, 2009

SIEBERT FINANCIAL CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

	December 31, 2008	December 31, 2007
ASSETS		
Cash and cash equivalents	$ 29,617,000	$ 34,589,000
Cash equivalents - restricted	1,300,000	1,300,000
Receivable from clearing broker	1,682,000	1,683,000
Securities owned, at fair value	758,000	739,000
Furniture, equipment and leasehold improvements, net	1,481,000	1,037,000
Investments in and advances to affiliates	6,480,000	5,902,000
Income tax refund receivable	1,312,000	
Prepaid expenses and other assets	1,026,000	936,000
Intangibles, net	775,000	871,000
Deferred taxes	1,148,000	867,000
	$ 45,579,000	$ 47,924,000
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Accounts payable and accrued liabilities	$ 4,995,000	$ 5,704,000
Commitments and contingent liabilities - Note J		
Stockholders' equity:		
Common stock, $.01 par value; 49,000,000 shares authorized, 23,211,846 shares issued and 22,202,115 shares outstanding at December 31, 2008 and 23,211,846, shares issued and 22,212,346 shares outstanding December 31, 2007	232,000	232,000
Additional paid-in capital	19,454,000	18,832,000
Retained earnings	25,432,000	27,660,000
Less: 1,009,731 and 999,500 shares of treasury stock at cost at December 31, 2008 and 2007	(4,534,000)	(4,504,000)
	40,584,000	42,220,000
	$ 45,579,000	$ 47,924,000

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31, 2008	2007	2006
Revenue:			
Commissions and fees	$ 24,224,000	$ 26,119,000	$ 24,713,000
Investment banking	3,481,000	3,369,000	1,704,000
Trading profits	1,232,000	624,000	754,000
Settlement of lawsuit		2,024,000	
Interest and dividends	813,000	1,778,000	1,647,000
	29,750,000	33,914,000	28,818,000
Expenses:			
Employee compensation and benefits	12,318,000	11,957,000	10,977,000
Clearing fees, including floor brokerage	6,464,000	5,693,000	5,203,000
Professional fees	8,070,000	6,667,000	3,798,000
Advertising and promotion	809,000	725,000	920,000
Communications	2,567,000	2,017,000	1,711,000
Occupancy	1,319,000	1,314,000	1,146,000
Other general and administrative	2,693,000	2,942,000	2,955,000
	34,240,000	31,315,000	26,710,000
Income from equity investees	1,699,000	1,432,000	3,801,000
(Loss) income before income taxes	(2,791,000)	4,031,000	5,909,000
Income taxes (benefit) provision	(1,031,000)	1,773,000	2,484,000
Net (loss) income	$ (1,760,000)	$ 2,258,000	$ 3,425,000
Net (loss) income per share of common stock - basic	$ (0.08)	$ 0.10	$ 0.15
Net (loss) income per share of common stock - diluted	$ (0.08)	$ 0.10	$ 0.15
Weighted average shares outstanding - basic	22,208,372	22,206,346	22,129,566
Weighted average shares outstanding - diluted	22,208,372	22,273,550	22,252,851

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Common Stock				Treasury Stock		
	Number Of Shares	$.01 Par Value	Additional Paid -In Capital	Retained Earnings	Number Of Shares	Amount	Total
Balance - January 1, 2006	23,039,402	$ 230,000	$ 18,063,000	$ 22,896,000	916,434	$ (4,137,000)	$ 37,052,000
Net income				3,425,000			3,425,000
Treasury share purchases					83,066	(367,000)	(367,000)
Issuance of shares in connection with exercise of employee stock options	162,644	2,000	447,000				449,000
Dividend on common stock ($.08 per share)				(359,000)			(359,000)
Tax benefit arising from exercise of employee stock options			51,000				51,000
Stock based compensation			158,000				158,000
Balance - December 31, 2006	23,202,046	232,000	18,719,000	25,962,000	999,500	(4,504,000)	40,409,000
Net income				2,258,000			2,258,000
Issuance of shares in connection with exercise of employee stock options	9,800		27,000				27,000
Dividend on common stock ($.12 per share)				(560,000)			(560,000)
Tax benefit arising from exercise of employee stock options			2,000				2,000
Stock based compensation			84,000				84,000
Balance - December 31, 2007	23,211,846	232,000	18,832,000	27,660,000	999,500	(4,504,000)	42,220,000
Net loss				(1,760,000)			(1,760,000)
Treasury share purchases					10,231	(30,000)	(30,000)
Dividend on common stock ($.10 per share)				(468,000)			(468,000)
Stock based compensation			622,000				622,000
Balance - December 31, 2008	23,211,846	$ 232,000	$ 19,454,000	$ 25,432,000	1,009,731	$ (4,534,000)	$ 40,584,000

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2008	2007	2006
Cash Flows From Operating Activities:			
Net (loss) income	$ (1,760,000)	$ 2,258,000	$ 3,425,000
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:			
Depreciation and amortization	479,000	690,000	780,000
Income from equity investees	(1,699,000)	(1,432,000)	(3,801,000)
Distribution from equity investees	1,099,000	2,428,000	1,427,000
Deferred taxes	(281,000)	(40,000)	(226,000)
Stock based compensation	622,000	84,000	158,000
Changes in:			
Securities owned, at market value	(19,000)	(739,000)	
Receivable from clearing broker	1,000	785,000	(64,000)
Income tax refund receivable	(1,312,000)		
Prepaid expenses and other assets	(90,000)	275,000	(219,000)
Accounts payable and accrued liabilities	(709,000)	(756,000)	485,000
Net cash (used in) provided by operating activities	(3,669,000)	3,553,000	1,965,000
Cash Flows From Investing Activities:			
Purchase of furniture, equipment and leasehold improvements	(827,000)	(906,000)	(150,000)
Collection (Payment) of advances made to equity investees	22,000	(133,000)	37,000
Net cash used in investing activities	(805,000)	(1,039000)	(113,000)
Cash Flows From Financing Activities:			
Dividend on common stock	(468,000)	(560,000)	(359,000)
Purchase of treasury shares	(30,000)		(367,000)
Proceeds from exercise of options		27,000	449,000
Tax benefit of exercised employee stock options		2,000	51,000
Net cash used in financing activities	(498,000)	(531,000)	(226,000)
Net (decrease) increase in cash and cash equivalents	(4,972,000)	1,983,000	1,626,000
Cash and cash equivalents - beginning of year	34,589,000	32,606,000	30,980,000
Cash and cash equivalents - end of year	$ 29,617,000	$ 34,589,000	$ 32,606,000
Supplemental Cash Flow Disclosures:			
Cash paid for:			
Income taxes	$ 575,000	$ 2,087,000	$ 2,444,000

See notes to consolidated financial statements.

SIEBERT FINANCIAL CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Business:

Siebert Financial Corp. ("Financial"), through its wholly owned subsidiary, Muriel Siebert & Co., Inc. ("Siebert"), engages in the business of providing discount brokerage services for customers, investment banking services for institutional clients and trading securities for its own account, and, through its wholly owned subsidiary, Siebert Women's Financial Network, Inc. ("WFN"), engages in providing products, services and information all uniquely devoted to women's financial needs. All significant intercompany accounts and transactions have been eliminated. Financial, Siebert and WFN collectively are referred to herein as the "Company".

The municipal bond investment banking business and related derivatives transactions is being conducted by Siebert Brandford Shank & Co., LLC ("SBS"), and SBS Financial Products Company, LLC ("SBSFP"), investees, which are accounted for by the equity method of accounting (see Note C). The equity method provides that Siebert record its share of the investees' earnings or losses in its results of operations. Operations of equity investees are considered integral to Siebert's operations.

[2] Securities Transactions:

Securities transactions trading profits, commission revenues and related clearing expenses are recorded on a trade date basis.

Marketable securities are valued at fair value. Interest is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Siebert clears all its security transactions through two unaffiliated clearing firms on a fully disclosed basis. Accordingly, Siebert does not hold funds or securities for, or owe funds or securities to, its customers. Those functions are performed by the clearing firms.

The Company adopted SFAS No. 157, "Fair Value Measurements," effective January 1, 2008. SFAS No. 157 defines fair value, establishes a framework for measuring fair value and requires enhanced disclosures about fair value measurements. As defined in SFAS No. 157, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between participants at the measurement date. In determining fair value, the Company often utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable firm inputs. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1 – valued based on quoted prices at the measurement date for identical assets or liabilities trading in active markets.

Level 2 – quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability.

Level 3 – valuations derived from valuation techniques in which one or more significant inputs is not readily observable.

As of December 31, 2008, securities owned are classified as follows:

Securities owned	Level 1	Level 2	Total
New York State Dormitory Revenue Bonds	—	$ 504,000	$ 504,000
Common stock	$ 254,000	—	$ 254,000
	$ 254,000	$ 504,000	$ 758,000

Common stocks held long classified within Level 1 of the fair value hierarchy are valued on the last business day of the year at the last available reported sales price on the primary securities exchange.

Municipal Bonds held long classified within Level 2 of the fair value hierarchy are valued based on prices obtained from pricing sources, which derive values from observable inputs.

[3] Income Taxes:

The Company accounts for income taxes utilizing the asset and liability approach requiring the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the basis of assets and liabilities for financial reporting purposes and tax purposes. Financial files a consolidated federal income tax return, which includes Siebert and WFN.

[4] Furniture, Equipment and Leasehold Improvements:

Property and equipment is stated at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets, generally five years. Leasehold improvements are amortized over the shorter of the estimated useful life or period of the lease.

[5] Cash Equivalents:

Cash equivalents consist of highly liquid investments purchased with original maturity of three months or less including money market funds and commercial paper.

[6] Advertising Costs:

Advertising costs are charged to expense as incurred.

[7] Use Of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

[8] Per Share Data:

Basic earnings (loss) per share is calculated by dividing net income (loss) by the weighted average outstanding shares during the period. Diluted earnings per share is calculated by dividing net income by the number of shares outstanding under the basic calculation and adding all dilutive securities, which consist of options. The treasury stock method is used to reflect the dilutive effect of outstanding options, which, for 2007 and 2006 amounted to 67,204 and 123,285 additional shares, respectively, added to the basic weighted average outstanding shares of 22,206,346 and 22,129,566 in those respective years. The Company recognized a net loss for the year ended December 31, 2008. Accordingly, basic and diluted loss per common share are the same as the effect of stock options is anti-dilutive to loss per share. In 2008, 2007 and 2006, 1,767,200, 1,162,500 and 1,288,466 common shares, respectively, issuable upon the exercise of options were not included in the computation of diluted income (loss) per share as the effect would have been anti-dilutive.

[9] Investment Banking:

Investment banking revenue includes gains and fees, net of syndicate expenses, arising from underwriting syndicates in which the Company participates. Investment banking management fees are recorded on the offering date, sales concessions on the settlement date and underwriting fees at the time the underwriting is completed and the income is reasonably determinable.

[10] Cash Equivalents - Restricted:

Cash equivalents - restricted represents $1,300,000 of cash invested in a money market account which Siebert is obligated to lend to SBS on a subordinated basis.

Any outstanding amounts loaned bear interest at 4% per annum and are repayable on August 31, 2010.

[11] 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. 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. The Company recognizes share-based compensation costs on a straight-line basis over the requisite service periods of awards which would normally be the vesting period of the options.

NOTE A - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

As required by SFAS No. 123R, cash flows resulting from the tax benefits of the tax deduction in excess of the compensation cost recognized for these options are classified as financing cash flows.

[12] Intangibles:

Purchased intangibles are principally being amortized using the straight-line method over estimated useful lives of three to five years (see Note E).

[13] Valuation of Long-Lived Assets:

The Company evaluates the recoverability of its long-lived assets and requires the recognition of impairment of long-lived assets in the event the net book value of these assets exceeds the estimated future undiscounted cash flows attributable to these assets. The Company assesses potential impairment to its long-lived assets when there is evidence that events or changes in circumstances have made recovery of the assets' carrying value unlikely. Should impairment exist, the impairment loss would be measured based on the excess of the carrying value of the assets over the assets' fair value.

[14] New Accounting Standards:

In December 2007, the FASB issued SFAS 141 (revised 2007), Business Combinations, ("FAS 141R"). FAS 141R establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, including goodwill, the liabilities assumed and any non-controlling interest in the acquiree. The Statement also establishes disclosure requirements to enable users of the financial statements to evaluate the nature and financial effects of the business combination. FAS 141R is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The impact of adopting FAS 141R will be dependent on the future business combinations that the Company may pursue after its effective date.

In April 2008, the FASB issued FASB Staff Position FAS 142-3, *Determination of the Useful Life of Intangible Assets* ("FSP 142-3"). FSP 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* ("FAS 142"). The intent of FSP 142-3 is to improve the consistency between the useful life of a recognized intangible asset under FAS 142 and the period of expected cash flows used to measure the fair value of the asset under FAS 141R, and other U.S. generally accepted accounting principles. FSP 142-3 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. The Company is currently assessing what the impact of the adoption of FSP 142-3 will be on the Company's financial position and results of operations.

NOTE B - INTUIT LAWSUIT

Siebert commenced a lawsuit against Intuit, Inc. ("Intuit") in 2003 seeking expenses and damages arising from the Joint Brokerage Service conducted under the Strategic Alliance Agreement between Siebert and Intuit. Intuit counterclaimed against Siebert for expenses and damages. A Stipulation and Order of Dismissal with Prejudice entered into by the parties was filed in October 2007, terminating the litigation without any payments by either party. The parties also exchanged general releases. As a result of the settlement, $2,024,000 of liabilities recorded by Siebert for expenses prior to December 31, 2003, were reversed in the fourth quarter of 2007.

NOTE C - INVESTMENT IN AFFILIATES

Investment in and advances to, equity in income of, and distributions received from affiliates consist of the following:

December 31, 2008	SBS	SBSFPC	TOTAL
Investment and advances	$ 6,087,000	$ 393,000	$ 6,480,000
Income from equity investees	$ 2,134,000	$ (435,000)	$ 1,699,000
Distributions	$ 1,078,000	$ 21,000	$ 1,099,000
December 31, 2007	**SBS**	**SBSFPC**	**TOTAL**
Investment and advances	$ 5,055,000	$ 847,000	$ 5,902,000
Income from equity investees	$ 1,391,000	$ 41,000	$ 1,432,000
Distributions	$ 1,780,000	$ 648,000	$ 2,428,000
December 31, 2006	**SBS**	**SBSFPC**	**TOTAL**
Income from equity investees	$ 2,885,000	$ 916,000	$ 3,801,000
Distributions	$ 1,378,000	$ 49,000	$ 1,427,000

Siebert and two individuals (the "Principals") formed SBS to succeed to the tax-exempt underwriting business of the Siebert Brandford Shank division of Siebert. The agreements with the Principals provide that profits will be shared 51% to the Principals and 49% to Siebert.

Pursuant to the terms of the Operating Agreement, Financial and each of the Principals own a 33.33% initial interest in SBSFPC which engages in derivatives transactions related to the municipal underwriting business. The Operating Agreement provides that income/(loss) be shared 66.66% by the Principals and 33.33% by Financial.

Summarized financial data of SBS is as follows:

	2008	2007	2006
Total assets, including secured demand note of 1,200,000 in each year due from Siebert	$ 21,508,000	$ 17,885,000	$
Total liabilities, including subordinated liabilities $1,200,000 in each year due to Siebert	9,453,000	7,984,000	
Total members' capital	12,055,000	9,901,000	
Total revenue	31,562,000	24,426,000	26,235,000
Net income	4,354,000	2,840,000	5,888,000
Regulatory minimum net capital requirement	550,000	452,000	

During 2008, 2007 and 2006, Siebert charged SBS $103,000, $240,000 and $240,000, respectively for rent and general and administrative services, which Siebert believes approximates the cost of furnishing such services. In addition, during each of the years 2008, 2007 and 2006, Siebert earned interest income of $64,000, $96,000 and $96,000, respectively from SBS in connection with Siebert's obligation to make a subordinated loan for up to $1,200,000 available to SBS and Siebert paid SBS interest earned on the restricted cash equivalents of $46,000, $74,000 and $67,000. (See Note J)

Siebert's share of undistributed earnings from SBS amounts to $5,515,000 and $4,459,000 at December 31, 2008 and 2007, 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 net capital requirements.

Summarized financial data of SBSFPC is as follows:

	2008	2007	2006
Total assets	$ 244,951,000	$ 82,772,000	
Total liabilities	243,773,000	80,225,000	
Total members' capital	1,178,000	2,546,000	
Total revenue	(1,008,000)*	680,000	$ 5,495,000
Net (loss) income	(1,305,000)	123,000	2,750,000

NOTE C - INVESTMENT IN AFFILIATES (CONTINUED)

* Attributable to unrealized loss on derivative contracts.

At December 31, 2008, SBSFPC had an accumulated loss of $21,000 of which Siebert's share was $7,000.

At December 31, 2007, Siebert's share of undistributed earnings of SBSFPC amounts to $449,000.

NOTE D - FURNITURE, EQUIPMENT AND LEASEHOLD IMPROVEMENTS, NET

Furniture, equipment and leasehold improvements consist of the following:

	December 31, 2008	December 31, 2007
Equipment	$ 2,039,000	$ 1,363,000
Leasehold improvements	123,000	129,000
Furniture and fixtures	39,000	41,000
	2,201,000	1,533,000
Less accumulated depreciation and amortization	(720,000)	(496,000)
	$ 1,481,000	$ 1,037,000

Depreciation and amortization expense for the years ended December 31, 2008, 2007 and 2006 amounted to $383,000, $379,000 and $468,000, respectively.

NOTE E - INTANGIBLE ASSETS, NET

In several transactions during September and October of 2000, WFN acquired the stock of WFN Women's Financial Network, Inc. ("WFNI") and HerDollar.com, Inc., respectively, companies in the development stage which had yet to commence principal operations, had no significant revenue and had assets consisting principally of websites, content and domain names, for aggregate consideration of $2,310,000 including costs. The transactions have been accounted for as purchases of assets consisting of domain name, website and content, and a non-compete agreement (the "Acquired Intangible Assets"). Related deferred tax assets attributable to net operating loss carryforwards of the acquired companies and deferred tax liabilities attributable to the excess of the statement bases of the acquired assets over their tax bases have been reflected in the accompanying consolidated financial statements as an adjustment to the carrying amount of such intangibles (see Note F).

Intangible assets consist of the following:

	December 31, 2008		December 31, 2007	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Amortization Accumulated
Amortizable assets:				
Website, content and non-compete	$ 2,350,000	$ 2,350,000	$ 2,350,000	$ 2,350,000
Retail brokerage accounts	2,588,000	2,563,000	2,588,000	2,467,000
	$ 4,938,000	$ 4,913,000	$ 4,938,000	$ 4,817,000
Unamortized intangible assets:				
Domain name/intellectual property	$ 750,000		$ 750,000	
Amortization expense		$ 96,000		$ 311,000

Estimated amortization expense is as follows:

Year Ending December 31,	
2009	$ 25,000

NOTE F - INCOME TAXES

Income tax provision consists of the following:

	Year Ended December 31,		
	2008	2007	2006
Federal income tax (benefit) provision:			
Current	$ (787,000)	$ 1,356,000	$ 2,049,000
Deferred	—	(32,000)	(183,000)
	(787,000)	1,324,000	1,866,000
State and local tax (benefit) provision:			
Current	37,000	456,000	661,000
Deferred	(281,000)	(7,000)	(43,000)
	(244,000)	449,000	618,000
Total tax (benefit) provision:			
Current	(750,000)	1,812,000	2,710,000
Deferred	(281,000)	(39,000)	(226,000)
	$ (1,031,000)	$ 1,773,000	$ 2,484,000

A reconciliation between the income tax provision and income taxes computed by applying the statutory Federal income tax rate to income before taxes is as follows:

	Year Ended December 31,		
	2008	2007	2006
Expected income tax provision at statutory Federal tax rate (34%)	$ (949,000)	$ 1,370,000	$ 2,009,000
State and local taxes, net of Federal tax benefit	(160,000)	296,000	408,000
Permanent difference	40,000	72,000	100,000
Other	38,000	35,000	(33,000)
Income tax (benefit) expense	$ (1,031,000)	$ 1,773,0000	$ 2,484,000

Deferred income taxes reflect the impact of temporary differences between the amounts of assets and liabilities for financial reporting purposes and their tax basis. The principal items giving rise to deferred tax assets (liabilities) are as follows:

	December 31,	
	2008	2007
Net operating losses	$ 600,000	$ 339,000
Employee stock based compensation	237,000	
Acquired Intangible assets	(308,000)	(304,000)
Furniture, equipment and leasehold improvements	(6,000)	182,000
Retail brokerage accounts	625,000	650,000
	$ 1,148,000	$ 867,000

NOTE F - INCOME TAXES (CONTINUED)

Management believes that it is more likely than not that the deferred tax asset will be realized, and therefore no valuation allowance has been provided.

Net operating loss carryforwards of $775,000 at December 31, 2008, which are attributable to WFN, expire through 2020. Utilization of such net operating loss carryforwards is subject to annual limitations under Section 382 of the Internal Revenue Code.

In 2007 and 2006, the Company reduced current taxes payable by $2,000 and $51,000, respectively, resulting from the deductibility of the difference between the exercise price of nonqualifying stock options granted by the Company and the market value of the stock on the dates of exercise. The tax benefit was recorded as a credit to additional paid-in capital.

On January 1, 2007, the Company adopted FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"). FIN 48 clarifies the criteria for recognizing tax benefits related to uncertain tax positions and requires additional financial statement disclosure. As required by FIN 48, the Company applied the "more-likely-than-not" recognition threshold to all tax positions commencing at the adoption date which resulted in no unrecognized tax benefits in the accompanying financial statements.

The Company is not subject to any tax examinations for any federal or major state tax jurisdiction for years prior to 2005.

The Company has elected to record interest and penalties recognized in accordance with FIN 48 in the financial statements as income taxes.

NOTE G - STOCKHOLDERS' EQUITY

Siebert is subject to the SEC'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 2 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 5% of aggregate debits. At December 31, 2008 and 2007, Siebert had net capital of approximately $25,574,000 and $29,459,000, respectively, as compared with net capital requirements of $250,000. Siebert claims exemption from the reserve requirement under Section 15c3-3(k)(2)(ii).

On January 23, 2008, the Board of Directors of the Company authorized a buy back of up to 300,000 shares of common stock. Shares will be purchased from time to time in the open market and in private transactions.

On June 9, 2008, the Board of Directors declared a dividend of ten cents per share on the common stock of the Company, which was paid on June 30, 2008 to shareholders of record at the close of business on June 23, 2008. The Chief Executive Officer of the Company waived the right to receive the dividend in excess of the aggregate amount paid to other shareholders which amounted to approximately $234,000.

On June 4, 2007, the Board of Directors declared a dividend of twelve cents per share on common stock of the Company, which was paid on June 29, 2007 to shareholders of record at the close of business on June 20, 2007. The Chief Executive Officer of the Company waived the right to receive the dividend in excess of the aggregate amount paid to other shareholders which amounted to approximately $280,000.

On August 9, 2006, the Board of Directors declared a dividend of eight cents per share on common stock of the Company, which was paid on August 30, 2006 to shareholders of record at the close of business on August 21, 2006. The Chief Executive Officer of the Company waived the right to receive the dividend in excess of the aggregate amount paid to other shareholders which amounted to approximately $180,000.

NOTE H - OPTIONS

The Company's 2007 Long-Term Incentive Plan (the "Plan"), authorizes the grant of options to purchase up to an aggregate of 2,000,000 shares, subject to adjustment in certain circumstances. Both non-qualified options and options intended to qualify as "Incentive Stock Options" under Section 422 of the Internal Revenue Code, may be granted under the Plan. A Stock Option Committee of the Board of Directors administers the Plan. The committee has the authority to determine when options are granted, the term during which an option may be exercised (provided no option has a term exceeding 10 years), the exercise price and the exercise period. The exercise price shall not be less than the fair market value on the date of grant. No option may be granted under the Plan after December 2017. Generally, employee options vest 20% per year for five years and expire ten years from the date of grant. At December 31, 2008, options for 1,700,000 shares of common stock are available for grant under the Plan.

NOTE H – OPTIONS (CONTINUED)

A summary of the Company's stock option transactions for the three years ended December 31, 2008 is presented below:

		2008			2007			2006	
		Shares	Weighted Average Exercise Price		Shares	Weighted Average Exercise Price		Shares	Weighted Average Exercise Price
Outstanding - beginning of the year		1,467,200	$ 4.28		1,603,966	$ 4.16		1,768,610	$ 4.16
Granted		300,000	$ 3.05					25,000	$ 2.75
Forfeited					(126,966)	$ 4.36		(27,000)	$ 4.03
Exercised				(d)	(9,800)	$ 2.70	(c)	(162,644)	$ 2.76
Outstanding - end of year	(a)	1,767,200	$ 4.07		1,467,200	$ 4.28		1,603,966	$ 4.16
Fully vested and expected to vest at year end	(b)	1,742,200	$ 4.08						
Exercisable at end of year	(b)	1,742,200	$ 4.08		1,422,200	$ 4.30		1,520,466	$ 4.32
Weighted average fair value of options granted			$ 0.53						$ 1.85

(a) Weighted average remaining contractual terms of 4 years and aggregate intrinsic value of $0.

(b) Weighted average remaining contractual terms of 4 years and aggregate intrinsic value of $0.

(c) Intrinsic value of $123,000 at date of excercise.

(d) Intrinsic value of $35,000 at date of excercise.

As of December 31, 2008, there was $35,000 of unrecognized compensation costs related to unvested options which is expected to be recognized over a weighted-average period of 3 years.

The fair value of each option award is estimated on the date of grant using the Black-Sholes option pricing model using the following weighted-average assumptions for the years ended December 31, 2008 and 2006:

	2008	2006
Dividend yield	2.1%	0.00%
Expected volatility	104.69%	50.40%
Risk-free interest rate	3.18%	4.82%
Expected life (in years)	4.1	7.5

During 2008 and 2006, the Company took into consideration guidance contained in SFAS No. 123R and SAB No. 107 when reviewing and developing assumptions for the option grants. The weighted average expected life reflects the alternative simplified method permitted by SAB No. 107, which defines the expected life as the average of the contractual term of the options and the weighted-average vesting period for all option tranches. Expected volatility is based on historical volatility over the expected term. There were no options granted during 2007.

NOTE I - FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND CONCENTRATIONS OF CREDIT RISK

In the normal course of 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 statement of financial condition. As of December 31, 2008 and 2007, no such financial instruments were outstanding.

Retail customer transactions are cleared through clearing brokers on a fully disclosed basis. In the event that customers are unable to 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 customers' obligations. Securities transactions entered into as of December 31, 2008 settled with no adverse effect on Siebert's financial condition. Siebert regularly monitors the activity in its customer accounts for compliance with its margin requirements.

NOTE J - COMMITMENTS, CONTINGENCIES AND OTHER

Siebert terminated a clearing agreement with Pershing LLC ("Pershing") in 2003. Based on consultation with counsel, Siebert believes that $1,500,000 that it advanced to Pershing in January 2003 should have been returned. Pershing expressed its belief that it was 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 received a release for the $3 million related to disputed claims for unreimbursed fees and costs. In 2004, Siebert decided not to commence proceedings against Pershing and charged off the $1,500,000 advance to Pershing. Siebert believes the Pershing claims are without merit and that the ultimate outcome of this matter will not have a material adverse effect on the Company's results of operations or financial position.

In addition to the Pershing matter, Siebert is party to certain claims, suits and complaints arising in the ordinary course of business. In the opinion of management, all such claims, suits and complaints are without merit, or involve amounts which would not have a significant effect on the financial position or results of operations of the Company.

The Company rents discount retail brokerage and other office space under long-term operating leases expiring in various periods through 2012. These leases call for base rent plus escalations for taxes and operating expenses.

Future minimum base rental payments under these operating leases are as follows:

Year Ending December 31,	Amount
2009	902,000
2010	709,000
2011	172,000
2012	68,000
	$ 1,851,000

Rent expense, including escalations for operating costs, amounted to approximately $1,319,000, $1,314,000 and $1,071,000 for the years ended December 31, 2008, 2007 and 2006, respectively. Rent is being charged to expense over the entire lease term on a straight-line basis.

Siebert sponsors a defined contribution retirement plan under Section 401(k) of the Internal Revenue Code that covers substantially all employees. Participant contributions to the plan are voluntary and are subject to certain limitations. Siebert may also make discretionary contributions to the plan. No contributions were made by Siebert in 2008, 2007 and 2006.

Siebert is party to a Secured Demand Note Collateral Agreement with SBS which obligates Siebert to lend SBS, on a subordinated basis, up to $1,200,000. The secured demand note payable held by SBS and a related $1,200,000 receivable due from SBS are included in investments in and advances to equity investees in the accompanying consolidated statement of financial condition. Amounts that Siebert is obligated to lend under this arrangement are collateralized by cash equivalents of $1,300,000.

NOTE K – FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts reflected in the consolidated statements of financial condition for cash, cash equivalents, receivable from broker, accounts payable and accrued liabilities approximate fair value due to the short term maturities of those instruments. Securities owned are carried at fair value (see note A(2)).

NOTE L - SUMMARIZED QUARTERLY FINANCIAL DATA (UNAUDITED)

	2008				2007			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenue	$ 7,897,000	$ 7,375,000	$ 7,165,000	$ 7,313,000	$ 8,072,000	$ 8,139,000	$ 7,450,000	$ 10,253,000(a)
Net (loss) income	$ (128,000)	$ 568,000	$ (931,000)	$ (1,269,000)(b)	$ 985,000	$ 716,000	$ (595,000)	$ 1,152,000(a)
Earnings (loss) per share:								
Basic	$ (0.01)	$ 0.03	$ (0.04)	$ (0.06)	$ 0.04	$ 0.03	$ (0.03)	$ 0.05
Diluted	$ (0.01)	$ 0.03	$ (0.04)	$ (0.06)	$ 0.04	$ 0.03	$ (0.03)	$ 0.05

(a) Includes $2,024,000 gain from settlement of lawsuit (See Note B).

(b) Includes $422,000 loss in the fourth quarter relating to the equity in losses of SBSFPC (See Note C).

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Managers
Siebert, Brandford, Shank & Co., L.L.C.
New York, New York

We have audited the accompanying statements of financial condition of Siebert, Brandford, Shank & Co., L.L.C. as of December 31, 2008 and 2007, and the related statements of operations, changes in members' capital, changes in subordinated borrowings and cash flows for each of the years in the three-year period ended December 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards as established by the Auditing Standards Board (United States) and in accordance with the auditing standards of Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Siebert, Brandford, Shank & Co., L.L.C. as of December 31, 2008 and 2007, and the results of its operations changes in members' capital, changes in subordinated borrowings and its cash flows for each of the years in the three-year period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America.

/s/ Eisner LLP

New York, New York
February 24, 2009

SIEBERT, BRANDFORD, SHANK & CO., L.L.C.

Statements of Financial Condition

	December 31, 2008	December 31, 2007
ASSETS		
Cash and cash equivalents	**$ 14,129,576**	$ 11,651,394
Accounts receivable	**1,415,585**	1,354,222
Securities owned, at fair value	**161,873**	180,871
Receivable from broker	**3,767,798**	2,734,082
Receivable from affiliate	**32,212**	55,345
Secured demand notes	**1,200,000**	1,200,000
Furniture, equipment and leasehold improvements, net	**199,250**	204,190
Other assets	**601,682**	504,608
	$ 21,507,976	$ 17,884,712
LIABILITIES AND MEMBERS' CAPITAL		
Liabilities:		
Payable to affiliate	**$ 154,746**	$ 188,581
Accounts payable and accrued expenses	**8,097,920**	6,595,662
	8,252,666	6,784,243
Subordinated debt	**1,200,000**	1,200,000
Members' capital	**12,055,310**	9,900,469
	$ 21,507,976	$ 17,884,712

See notes to financial statements

SIEBERT, BRANDFORD, SHANK & CO., L.L.C.

Statements of Operations

	December 31,		
	2008	**2007**	**2006**
Revenues:			
Investment banking	**$ 20,880,695**	$ 20,942,441	$ 22,175,826
Trading profits	**10,405,400**	2,896,590	3,315,250
Interest and other	**275,923**	586,643	743,533
	31,562,018	24,425,674	26,234,609
Expenses:			
Employee compensation and benefits	**22,223,182**	16,208,308	15,563,860
Clearing fees	**373,241**	552,552	365,216
Communications	**730,755**	635,037	593,246
Occupancy	**708,035**	661,172	655,677
Professional fees	**153,025**	97,276	290,797
Interest - related party	**64,000**	96,000	96,000
State and local income tax	**130,518**	324,571	182,004
General and administrative	**2,824,879**	3,011,081	2,599,982
	27,207,635	21,585,997	20,346,782
Net income	**$ 4,354,383**	$ 2,839,677	$ 5,887,827

See notes to financial statements

SIEBERT, BRANDFORD, SHANK & CO., L.L.C.

Statements of Changes in Members' Capital

Balance - January 1, 2006	**$ 7,618,790**
Distributions to members	**(2,813,021)**
Net income	**5,887,827**
Balance – December 31, 2006	**10,693,596**
Distributions to members	**(3,632,804)**
Net income	**2,839,677**
Balance – December 31, 2007	**9,900,469**
Distributions to members	**(2,199,542)**
Net income	**4,354,383**
Balance - December 31, 2008	**$ 12,055,310**

See notes to financial statements

SIEBERT, BRANDFORD, SHANK & CO., L.L.C.

Statements of Changes in Subordinated Borrowings

Balance - January 1, 2006	**$ 1,200,000**
Borrowings	—
Repayments	—
Balance – December 31, 2006	**1,200,000**
Borrowings	—
Repayments	—
Balance – December 31, 2007	**1,200,000**
Borrowings	—
Repayments	—
Balance - December 31, 2008	**$ 1,200,000**

See notes to financial statements

SIEBERT, BRANDFORD, SHANK & CO., L.L.C.

Statements of Cash Flows

	December 31, 2008	2007	2006
Cash flows from operating activities:			
Net income	**$ 4,354,383**	$ 2,839,677	$ 5,887,827
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	**77,935**	76,358	77,491
Changes in:			
Securities owned, at fair value	**18,998**	(180,871)	580,145
Accounts receivable	**(1,033,716)**	(42,706)	(291,222)
Receivable from broker-dealers	**(61,363)**	3,419,046	(5,985,081)
Payable to (receivable from) affiliate	**(73,941)**	88,589	(35,258)
Other assets	**(33,835)**	(41,972)	(47,900)
Accounts payable and accrued expenses	**1,502,258**	(704,848)	2,055,305
Net cash provided by operating activities	**4,750,719**	5,453,273	2,241,307
Cash flows from investing activities:			
Purchase of property and equipment	**(72,995)**	(85,803)	(23,640)
Cash flows from financing activities:			
Distributions to members	**(2,199,542)**	(3,632,804)	(2,813,021)
Net increase / (decrease) in cash and cash equivalents	**2,478,182**	1,734,666	(595,354)
Cash and cash equivalents - beginning of year	**11,651,394**	9,916,728	10,512,082
Cash and cash equivalents - end of year	**$ 14,129,576**	$ 11,651,394	$ 9,916,728
Supplemental disclosures of cash flow information:			
Taxes paid	**$ 130,000**	$ 304,570	$ 152,000
Interest paid	**$ 64,000**	$ 96,000	$ 96,000

See notes to financial statements

SIEBERT, BRANDFORD, SHANK & CO., L.L.C.

Notes to Financial Statements
December 31, 2008, 2007 and 2006

NOTE A - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Organization and basis of presentation:

Siebert, Brandford, Shank & Co., L.L.C. ("SBS" or the "Company") engages in the business of tax-exempt underwriting and related trading activities. The Company qualifies as a Minority and Women Owned Business Enterprise in certain municipalities.

[2] Security transactions:

Security transactions, commissions, revenues and expenses are recorded on a trade date basis. Securities owned are valued at fair value. The resulting unrealized gains and losses are reflected in income.

Dividends are recorded on the ex-dividend date, and interest income is recognized on an accrual basis.

[3] Investment banking:

Investment banking revenues include gains and fees, net of syndicate expenses, arising primarily from municipal bond offerings in which the Company acts as an underwriter or agent. Investment banking management fees are recorded on the offering date, sales concessions on the settlement date, and underwriting fees at the time the underwriting is completed and the income is reasonably determinable.

[4] Furniture, equipment and leasehold improvements, net:

Furniture, equipment and leasehold improvements are stated at cost, net of accumulated depreciation and amortization. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets, generally five years. Leasehold improvements are amortized over the period of the lease.

[5] Cash equivalents:

For purposes of reporting cash flows, cash equivalents include money market funds.

[6] Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

[7] Valuation of investments:

The Company adopted Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS 157"), effective January 1, 2008. SFAS 157 clarifies that fair value is an estimate of the exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants (i.e., the exit price at the measurement date). Under SFAS 157, fair value measurements are not adjusted for transaction costs. SFAS 157 provides for use of a fair value hierarchy that prioritizes inputs to valuation techniques used to measure fair value into three levels:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs other than quoted market prices that are observable, either directly or indirectly, and reasonably available.

[7] Valuation of investments: (continued)

Level 3 Unobservable inputs reflect the assumptions that the General Partner develops based on available information about the assumptions market participants would use in valuing the asset or liability.

Securities owned at December 31, 2008 and 2007 consist of municipal bonds with fair values of $161,873 and $180,871, respectively, which are valued based on prices obtained from pricing sources, which derive values from observable inputs (Level 2).

[8] Income taxes:

The Company is not subject to federal income taxes. Instead, the members are required to include in their income tax returns their respective share of the Company's income. The Company is subject to tax in certain state and local jurisdictions.

NOTE B - SUBORDINATED BORROWINGS AND SECURED DEMAND NOTE RECEIVABLE

The subordinated debt at December 31, 2008 and 2007 consists of a Secured Demand Note Collateral Agreement payable to Muriel Siebert & Co. Inc. ("Siebert"), a member of the Company, in the amount of $1,200,000, bearing 4% interest as of December 31, 2008 and 8% interest as of December 31, 2007, and due August 31, 2010. Interest expense paid to Siebert for each of the years ended 2008, 2007, and 2006 amounts to $64,000, $96,000 and $96,000, respectively.

The subordinated borrowings are available in computing net capital under the Securities and Exchange Commission's ("SEC") Uniform Net Capital Rule. To the extent that such borrowing is required for the Company's continued compliance with minimum net capital requirements, it may not be repaid.

The secured demand note receivable of $1,200,000 is collateralized by cash equivalents of Siebert of approximately $1,300,000 at December 31, 2008 and $1,300,000 at December 31, 2007. Interest earned on the collateral amounted to approximately $46,000, $74,000 and $67,000 in 2008, 2007 and 2006, respectively.

NOTE C - FURNITURE, EQUIPMENT AND LEASEHOLD IMPROVEMENTS, NET

Furniture, equipment and leasehold improvements consist of the following:

	December 31,	
	2008	2007
Equipment	**$ 556,174**	$ 492,782
Furniture and leasehold improvements	**201,908**	185,084
	758,082	677,866
Less accumulated depreciation and amortization	**(558,832)**	(473,676)
	$ 199,250	$ 204,190

NOTE D - NET CAPITAL

The Company is subject to the SEC's Uniform Net Capital Rule 15c3-1, which requires the maintenance of minimum net capital and that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. At December 31, 2008 and 2007, the Company had net capital of $12,075,530 and $10,028,000, respectively, which was $11,525,353 and $9,575,000, respectively, in excess of its required net capital and its ratio of aggregate indebtedness to net capital was .68 to 1, respectively. The Company claims exemption from the reserve requirements under Section 15c-3-3(k)(2)(ii).

NOTE E - COMMITMENTS

The Company rents office space under long-term operating leases expiring through 2013. These leases call for base rent plus escalations for taxes and operating expenses. Future minimum base rent under these operating leases are as follows:

Year	Amount
2009	$ 538,000
2010	354,000
2011	227,000
2012	191,000
2013	79,000
	$ 1,389,000

Rent expense including taxes and operating expenses for 2008, 2007 and 2006 amounted to $708,035, $661,172 and $655,677, respectively.

NOTE F - OTHER

During 2008, 2007 and 2006, the Company was charged $102,500, $240,000 and $240,000 by Siebert for general and administrative services.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant 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
Chair and President

Date: March 31, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ Muriel F. Siebert Muriel F. Siebert	Chair, President and Director (principal executive officer)	March 31, 2009
/s/ Jeanne Rosendale Jeanne Rosendale	Executive Vice President, and General Counsel	March 31, 2009
/s/ Joseph M. Ramos, Jr. Joseph M. Ramos, Jr.	Chief Financial Officer and Assistant Secretary (principal financial and accounting officer)	March 31, 2009
/s/ Patricia L. Francy Patricia L. Francy	Director	March 31, 2009
/s/ Leonard M. Leiman Leonard M. Leiman	Director	March 31, 2009
/s/ Jane H. Macon Jane H. Macon	Director	March 31, 2009
/s/ Robert P. Mazzarella Robert P. Mazzarella	Director	March 31, 2009
/s/ Nancy Peterson Hearn Nancy Peterson Hearn	Director	March 31, 2009

EXHIBIT INDEX

Exhibit No.	Description Of Document
2.1	Plan and Agreement of Merger between J. Michaels, Inc. (“JMI”) and Muriel Siebert Capital Markets Group, Inc. (“MSCMG”), dated as of April 24, 1996 (“Merger Agreement”) (incorporated by reference to Siebert Financial Corp.’s Form 10-K for the fiscal year ended December 31, 1996)
2.2	Amendment No. 1 to Merger Agreement, dated as of June 28, 1996 (incorporated by reference to Siebert Financial Corp.’s Form 10-K for the fiscal year ended December 31, 1996)
2.3	Amendment No. 2 to Merger Agreement, dated as of September 30, 1996 (incorporated by reference to Siebert Financial Corp.’s Form 10-K for the fiscal year ended December 31, 1996)
2.4	Amendment No. 3 to Merger Agreement, dated as of November 7, 1996 (incorporated by reference to Siebert Financial Corp.’s Form 10-K for the fiscal year ended December 31, 1996)
3.1	Certificate of Incorporation of Siebert Financial Corp., formerly known as J. Michaels, Inc. originally filed on April 9, 1934, as amended and restated to date (incorporated by reference to Siebert Financial Corp.’s Form 10-K for the fiscal year ended December 31, 1997)
3.2	By-laws of Siebert Financial Corp. (incorporated by reference to Siebert Financial Corp.’s Registration Statement on Form S- 1 (File No. 333-49843) filed with the Securities and Exchange Commission on April 10, 1998)
10.1	Siebert Financial Corp. 1998 Restricted Stock Award Plan (incorporated by reference to Siebert Financial Corp.’s Form 10-K for the fiscal year ended December 31, 1997)
10.2	10(a) Siebert Financial Corp. 1997 Stock Option Plan (incorporated by reference to Siebert Financial Corp.’s Form 10-K for the fiscal year ended December 31, 1996)
10.3	LLC Operating Agreement, among Siebert, Brandford, Shank & Co., LLC, Muriel Siebert & Co., Inc., Napoleon Brandford III and Suzanne F. Shank, dated as of March 10, 1997 (incorporated by reference to Siebert Financial Corp.’s Form 10-K for the fiscal year ended December 31, 1996)
10.4	Services Agreement, between Siebert, Brandford, Shank & Co., LLC and Muriel Siebert & Co., Inc., dated as of March 10, 1997 (incorporated by reference to Siebert Financial Corp.’s Form 10-K for the fiscal year ended December 31, 1996)
10.5	Operating Agreement of SBS Financial Products Company, LLC, dated effective as of April 19, 2005, by and among Siebert Financial Corp., Napoleon Brandford III and Suzanne Shank. (incorporated by reference to Siebert Financial Corp.’s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 17, 2005)
10.6	Siebert Financial Corp. 2007 Long-Term Incentive Plan (incorporated by reference to Siebert Financial Corp.’s Registration Statement on Form S-8 (File No. 333-144680) filed with the Securities and Exchange Commission on July 18, 2007)
21	Subsidiaries of the registrant (incorporated by reference to Siebert Financial Corp.’s Annual Report on Form 10-K for the year ended December 31, 2001)
23	Consent of Independent Auditors
31.1	Certification of Muriel F. Siebert pursuant to Securities 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 Securities Exchange Act Rules 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

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements (Form S-8 No. 333-144680, No. 333-43837, No. 333-43839, No. 333-72939 and No. 333-102701, and Form S-3, No. 333-81037) of Siebert Financial Corp. and in the related prospectus of our report dated March 31, 2009 with respect to the consolidated financial statements of Siebert Financial Corp. and our report dated February 24, 2009 with respect to the financial statements of Siebert, Brandford, Shank & Co., L.L.C. included in this Annual Report on Form 10-K for the year ended December 31, 2008.

/s/ Eisner LLP

New York, New York
March 31, 2009

Exhibit 31.1

CERTIFICATION
PURSUANT TO EXCHANGE ACT RULE 13A-14 AND 15D-14,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Muriel F. Siebert certify that:

1. I have reviewed this report on Form 10-K of Siebert Financial Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and

(d) Disclosed in this annual report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrants internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Muriel F. Siebert
Muriel F. Siebert
Chair, Chief Executive Officer and President
(principal executive officer)

Date: March 31, 2009

Exhibit 31.2

CERTIFICATION
PURSUANT TO EXCHANGE ACT RULE 13A-14 AND 15D-14,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Joseph M. Ramos, Jr. certify that:

1. I have reviewed this report on Form 10-K of Siebert Financial Corp.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and

(d) Disclosed in this annual report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrants internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Joseph M. Ramos, Jr.
Joseph M. Ramos, Jr.
Chief Financial Officer
(principal financial and accounting officer)

Date: March 31, 2009

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Siebert Financial Corp. (the "Company") on Form 10-K for the year ended December 31, 2008, as filed with the Securities and Exchange Commission (the "Report"), I, Muriel F. Siebert, in my capacity as Chair, Chief Executive Officer and President of the Company, hereby certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) the Report filed by the Company with the Securities and Exchange Commission fully complies with the requirements of Section 13(a) of the Securities and Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by the report.

/s/ Muriel F. Siebert   Date: March 31, 2009
Muriel F. Siebert
Chair, Chief Executive Officer and President

A signed original of this written statement required by Section 906, or other documents authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by section 906, has been provided to Siebert Financial Corp. and will be retained by Siebert Financial Corp. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Siebert Financial Corp. (the "Company") on Form 10-K for the year ended December 31, 2008, as filed with the Securities and Exchange Commission (the "Report"), I, Joseph M. Ramos, Jr., in my capacity as Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) the Report filed by the Company with the Securities and Exchange Commission fully complies with the requirements of Section 13(a) of the Securities and Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by the report.

/s/ Joseph M. Ramos, Jr. Date: March 31, 2009
Joseph M. Ramos, Jr.
Chief Financial Officer

A signed original of this written statement required by Section 906, or other documents authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by section 906, has been provided to Siebert Financial Corp. and will be retained by Siebert Financial Corp. and furnished to the Securities and Exchange Commission or its staff upon request.

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OFFICERS

Muriel F. Siebert
Chairwoman & President
Chief Executive Officer

Ameen Esmail
Executive Vice President
Director of Business Development

Timothy A. O'Leary
Executive Vice President

Joseph M. Ramos, Jr.
Executive Vice President
Chief Financial Officer

Jeanne M. Rosendale
Executive Vice President
General Counsel

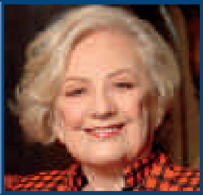
Daniel Iesu
Secretary

Transfer Agent
American Stock Transfer
& Trust Company

Independent Auditor
Eisner LLP

DIRECTORS

Muriel F. Siebert
Chairwoman & President
Chief Executive Officer



Patricia L. Francy
Retired Treasurer & Controller
Columbia University

Leonard M. Leiman
Counsel
Fulbright & Jaworski L.L.P.

Jane H. Macon, Esq.
Partner
Fulbright & Jaworski L.L.P.

Robert P. Mazzarella
Chairman and CEO, Pyxis Mobile
Former President, Fidelity Investments
Brokerage Services LLC

Nancy Peterson Hearn
President and Chief
Executive Officer
Peterson Tool Company, Inc.

New York Headquarters
885 Third Avenue, 17th Floor, New York, NY 10022
Telephone: 877.327.8379 Fax: 212.486.2784

Offices In:

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Telephone: 800.293.3891 Fax: 239.435.9788

Surfside
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Telephone: 800.773.2980 Fax: 305.868.5670

West Palm Beach
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Telephone: 800.909.4503 Fax: 561.802.4444

Women's Financial Network at Siebert
885 Third Avenue, 17th Floor, New York, NY 10022
Telephone: 877.936.4968 Fax: 212.486.2784

Siebert Brandford Shank & Co., LLC, offices located in:
Atlanta • Anchorage • Chicago • Dallas • Detroit • Fort Worth • Houston • Los Angeles • Miami
New York • Oakland • Orlando • San Antonio • San Diego • Seattle • Washington D.C. • Weehawken

www.siebertnet.com

SIEBERT

MURIEL SIEBERT & CO., INC.

Member NYSE/FINRA/SIPC • Established 1967 • NASDAQ Symbol SIEB