

# GLOBAL BROKERAGE, INC.

## **FORM 8-K** (Current report filing)

Filed 09/08/17 for the Period Ending 09/05/17

Address	55 WATER ST. FL 50 NEW YORK, NY, 10041
Telephone	6464322241
CIK	0001499912
Symbol	GLBR
SIC Code	6200 - Security & Commodity Brokers, Dealers, Exchanges & Services
Industry	Investment Banking & Brokerage Services
Sector	Financials
Fiscal Year	12/31

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): September 5, 2017

Global Brokerage, Inc.

(Exact Name of Registrant as Specified in its Charter)

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Delaware  
(State or Other Jurisdiction of  
Incorporation)

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001-34986  
(Commission File Number)

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27-3268672  
(IRS Employer  
Identification No.)

55 Water Street, FL 50 New York, NY, 10041  
(Address of Principal Executive Offices) (Zip Code)

(212) 897-7660  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 4.01 Change in Registrant's Certifying Accountant**

On September 5, 2017, the Audit Committee (the "Audit Committee") of the Board of Directors of Global Brokerage, Inc. (the "Company") appointed Deloitte & Touche LLP ("Deloitte") to serve as the Company's new independent registered public accounting firm for its fiscal year ending December 31, 2017, effective September 7, 2017. On September 5, 2017, the Audit Committee also dismissed Ernst & Young LLP ("EY") as the Company's independent registered public accounting firm, effective September 7, 2017.

EY's audit reports on the Company's consolidated financial statements for the fiscal years ended December 31, 2015 and 2016 did not contain an adverse opinion or disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the fiscal years ended December 31, 2015 and 2016 and the subsequent interim period through September 5, 2017, (i) there were no disagreements between the Company and EY on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure which, if not resolved to the satisfaction of EY, would have caused EY to make reference to the subject matter of the disagreement in connection with its report on the Company's financial statements; and (ii) there were no reportable events as described in paragraph (a)(1)(v) of Item 304 of Regulation S-K, except that, as disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 ("2016 10-K"), in connection with our Form 10-Q for the quarterly period ended September 30, 2016, we identified and disclosed a material weakness in our internal control over financial reporting with regard to accounting for the non-controlling interest in FXCM Group, LLC issued to Leucadia National Corporation on September 1, 2016. A description of the material weaknesses is contained in Item 9A of the 2016 10-K. This material weakness was remediated as of December 31, 2016, and EY's report expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2016.

On September 5, 2017, the Company provided EY with a copy of the disclosures it is making in response to Item 4.01 on this Form 8-K, and has requested that EY furnish it with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the above statements. A copy of the letter, dated September 8, 2017, is filed as Exhibit 16.1 to this Current Report on Form 8-K.

During the fiscal years ended December 31, 2015 and 2016 and the subsequent interim period through September 5, 2017, the Company did not consult with Deloitte regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements; or (ii) any matter that was either the subject of a disagreement (as defined in paragraph (a)(1)(iv) of Item 304 of Regulation S-K and the related instructions thereto) or a reportable event (as described in paragraph (a)(1)(v) of Item 304 of Regulation S-K).

**Item 9.01. Financial Statements and Exhibits.**

- (a) Financial statements of businesses acquired: None
- (b) Pro forma financial information: None
- (c) Shell company transactions: None
- (d) Exhibits: Letter from EY dated September 8, 2017

<b><u>Exhibit No.</u></b>	<b><u>Exhibit Description</u></b>
<a href="#">16.1</a>	<a href="#">Letter from EY dated September 8, 2017</a>

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**SIGNATURE**

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

GLOBAL BROKERAGE INC.

By: /s/David S. Sassoon  
Name: David S. Sassoon  
Title: General Counsel

Date: September 8, 2017

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## Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#"><u>16.1</u></a>	<a href="#"><u>Letter from EY dated September 8, 2017</u></a>

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Ernst & Young LLP  
5 Times Square  
New York, NY 10036-6530

Tel: +1 212 773 3000  
Fax: +1 212 773 6350  
ey.com

Exhibit 16.1

September 8, 2017

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

Ladies and Gentlemen:

We have read Item 4.01 of Form 8-K dated September 5, 2017, of Global Brokerage, Inc. and are in agreement with the statements contained in the second sentence of the first paragraph and the second, third and fourth paragraphs on page 2 therein. We have no basis to agree or disagree with other statements of the registrant contained therein.

/s/ Ernst & Young LLP