

VFINANCE INC
Form S-1/A
February 07, 2008

As filed with the Securities and Exchange Commission on February 6, 2008.

Registration No. 333-138658

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

AMENDMENT NO. 3
TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

vFinance, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6200
(Primary Standard Industrial
Classification Code Number)

58-1974423
(I.R.S. Employer
Identification No.)

**3010 North Military Trail
Suite 300
Boca Raton, FL 33431
(561) 981-1000**
(Address and telephone number of principal executive offices)

**Leonard J. Sokolow
Chief Executive Officer
3010 North Military Trail
Suite 300
Boca Raton, FL 33431
(561) 981-1000**
(Name, address and telephone number of agent for service)

**with copies to:
Leslie J. Croland, Esq.**

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be registered (1)	Proposed maximum offering price per unit (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock, \$.001 par value per share	4,935,502	\$ 0.18	\$ 888,390.36	\$ 28

(1) Includes up to 4,935,502 shares of the Registrant's common stock issued to the Selling Stockholder, as defined in the accompanying prospectus, on May 11, 2006. Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), to the extent additional shares of Registrant's common stock may be issued or issuable as a result of a stock split, stock dividend or other distribution declared at any time by the Registrant while this registration statement is in effect, this registration statement is hereby deemed to cover all such additional shares of common stock.

(2) Estimated solely for purposes of calculating the registration fee according to Rule 457(c) under the Securities Act of 1933, as amended, on the basis of the average of the high and low prices of the Registrant's common stock reported on the Over-the-Counter Bulletin Board on January 24, 2008. The Registrant previously paid \$293 in connection with this Registration Statement originally filed on November 13, 2006.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. The Selling Stockholder may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED FEBRUARY 6, 2008

PROSPECTUS

vFinance, Inc.

**4,935,502 Shares of
Common Stock**

This prospectus relates to the resale, from time to time, of up to 4,935,502 shares of our common stock by the selling stockholder named in this prospectus in the section "Selling Stockholder," whom we refer to in this document as the "Selling Stockholder." The 4,935,502 shares of common stock registered for public resale pursuant to this prospectus were issued to Sterling Financial Group of Companies, Inc. as partial payment for certain assets acquired from Sterling Financial Group of Companies, Inc. and Sterling Financial Investment Group, Inc. by our subsidiary, vFinance Investments, Inc. All of the shares of our common stock are included in this prospectus pursuant to registration rights we granted to the Selling Stockholder. The common stock offered by this prospectus shall be adjusted to cover any additional securities as may become issuable to prevent dilution resulting from stock splits, stock dividends or similar transactions. We will not receive any of the proceeds from the sale of any of the shares covered by this prospectus. References in this prospectus to "the Company," "we," "our," and "us" refer to vFinance, Inc.

Our common stock is traded on the Over-the-Counter Bulletin Board under the symbol "VFIN." On January 24, 2008, the last reported sale price for our common stock was \$0.18 per share.

An investment in shares of our common stock involves a high degree of risk. You should carefully consider the "Risk Factors" beginning on page 2 before you decide whether to invest in shares of our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

**vFinance, Inc.
3010 North Military Trail
Suite 300
Boca Raton, FL 33431
(561) 981-1000**

The date of this prospectus is _____, 2008

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You should rely only on the information contained or incorporated by reference in this prospectus and in any accompanying prospectus supplement. We have not authorized anyone to provide you with different information.

We have not authorized the Selling Stockholder to make an offer of these shares of common stock in any jurisdiction where the offer is not permitted.

You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front of the documents.

PROSPECTUS SUMMARY

This summary calls your attention to selected information in this prospectus, but may not contain all the information that is important to you in deciding whether to invest in our common stock. For a more complete description of this offering, and to understand this offering more fully, you should read this entire document carefully, including the "Risk Factors" and the documents referred to under "Where You Can Find More Information."

The Company

vFinance, Inc. was incorporated in the state of Delaware in February 1992. We are a financial services company that specializes in high growth opportunities. Our three principal lines of business are: (1) offering full service retail brokerage to approximately 12,000 high net worth individuals and institutional clients, (2) providing investment banking and advisory services to micro, small and mid-cap high growth companies, and (3) trading securities, including making markets in over 3,500 micro and small-cap stocks and providing liquidity in the United States Treasury marketplace. In addition to our core business, we offer information services on our website. vFinance Investments, Inc. ("vFinance Investments") and EquityStation, Inc. ("EquityStation"), both subsidiaries of the Company, are broker-dealers registered with the Securities and Exchange Commission ("SEC"), and members of Financial Industry Regulatory Authority ("FINRA") (formerly the National Association of Securities Dealers) and Securities Investor Protection Corporation ("SIPC"). vFinance Investments is also a member of the National Futures Association ("NFA").

Our website, www.vfinance.com, is available to an audience of entrepreneurs, corporate executives and private and institutional investors in over 150 countries with an estimated 35,000 unique visitors monthly. The website provides sales leads to our investment banking, brokerage and institutional services divisions, giving visitors convenient access to a variety of financial services, proprietary business development tools, searchable databases and daily news. The website has over 60,000 "opted in" subscribers that receive a newsletter on private funding several times a week. The website features our database of venture capital firms and angel investors accessible with vSearch, a proprietary web-based data mining tool that allows entrepreneurs to search potential funding sources by different criteria, including geography, amount of funds required, industry, stage of corporate development or keyword. Much of the information on the website is provided free of charge, however, we charge nominal fees for the use of proprietary search engines and premium services such as our business planning services.

The Offering

This prospectus relates to the offer and sale from time to time of up to 4,935,502 shares of our common stock by the Selling Stockholder. We are also registering for sale any additional shares of common stock which may become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration, which results in an increase in the number of outstanding shares of our common stock.

The Selling Stockholder may sell these shares in the over-the-counter market or otherwise, at market prices prevailing at the time of sale, at prices related to the prevailing market price, or at negotiated prices. We will not receive any proceeds from the sale of shares by the Selling Stockholder.

As of January 24, 2008, there were 54,829,876 shares outstanding, including the 4,935,502 shares of our common stock offered by the Selling Stockholder pursuant to this prospectus. The number of shares offered by this prospectus represents approximately 9.0% of the total common stock outstanding as of January 24, 2008.

Recent Developments

On November 7, 2007, we entered into an Agreement and Plan of Merger (the "Merger Agreement") with National Holdings Corporation ("National") and vFin Acquisition Corporation ("Merger Sub"), a wholly owned subsidiary of National. Under the terms and subject to the conditions set forth in the Merger Agreement, which has been unanimously approved by the special committees of our board of directors and National's board of directors, as well as our board of directors and the boards of directors of National and Merger Sub, Merger Sub will be merged with and into us (the "Merger"). The separate corporate existence of Merger Sub will cease and we will continue as a surviving corporation of the Merger and as a wholly owned subsidiary of National.

Pursuant to the Merger Agreement, upon the closing of the Merger, each share of our common stock outstanding immediately prior to the closing of the Merger (other than shares held by National or us or any of our stockholders who properly exercise dissenters' rights under Delaware law) will automatically be converted into the right to receive 0.14 shares of National common stock, plus any cash in lieu of fractional shares of National common stock.

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RISK FACTORS

You should carefully consider the risks described below before making an investment decision. The risks described below are not the only ones facing our company. Additional risks not presently known to us or that we currently believe are immaterial may also impair our business operations. Our business could be harmed by any of these risks. The trading price of our common stock could decline due to any of these risks and you may lose all or part of your investment. In assessing these risks, you should also refer to the other information contained in this prospectus, including our unaudited condensed consolidated financial statements ("Unaudited Condensed Consolidated Financial Statements") and our consolidated financial statements ("Consolidated Financial Statements") and related notes.

In addition to other information in this prospectus, the following risks should be considered in evaluating our condition and prospects. These risks may have a material effect on our operating results.

Risks Related to Our Company

We have a limited operating history and as a result, it may be difficult to evaluate our business and prospects.

We have a limited operating history despite the fact that we commenced our broker-dealer operations in 1999. As a result of acquisitions of Colonial Direct Financial Group Inc. and First Level Capital, now known as vFinance Investments, in 2001, EquityStation and select assets of Global Partners Securities, Inc. ("Global") in 2004, and select assets of Sterling Financial Investment Group, Inc. ("SFIG") and Sterling Financial Group of Companies, Inc. ("SFGC" and together with SFIG, "Sterling Financial") in 2006, our business has remained in flux. Our business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stages of development. These risks are particularly severe among companies in new and rapidly evolving markets such as online business development services and those in regulated industries such as the securities industry. It may be difficult or impossible to accurately forecast our operating results and to evaluate our business and prospects based on our historical results.

We have had substantial losses since inception.

Prior to 2004, we had sustained substantial losses in each year since our inception due to ongoing operating expenses and a lack of revenues sufficient to offset those operating expenses. We have raised capital to fund ongoing operations by private sales of our securities, some of which sales have been highly dilutive and involved considerable expense. For the year ended December 31, 2004, when we earned a substantial profit for the first time in our history, our results amounted to net income of \$2.2 million, including a \$1.5 million non-cash gain on debt forgiveness. For the years ended December 31, 2005 and 2006 and the nine months ended September 30, 2007, however, our results amounted to net losses of approximately \$1.1 million, \$2.2 million and \$900,000, respectively.

The net losses generated in 2005 and 2006 and the nine months ended September 30, 2007 resulted primarily from increased costs from expanded facilities and staff, as well as amortization expense associated with the acquisition of certain assets of Global and 100% of the issued and outstanding equity securities of EquityStation, all of which were owned by Level2.com, Inc. ("Level2"), a subsidiary of Global (together, the "Global Acquisition") and the acquisition of Sterling Financial, non-cash impairment charges in 2005 and stock option expense in 2006. We expect to continue to make significant capital expenditures to enhance our products and technologies, and to expand domestic and international sales and operations. As a result, we will need to continue to generate significant additional revenue to achieve profitability and generate sufficient working capital to fund our planned spending. Even if we do achieve profitability, we may not be able to maintain or increase profitability on a quarterly or annual basis. If we do not achieve, maintain or increase our profitability, the market price for our common stock may further decline.

Obtaining future financing may be costly and could be dilutive to existing stockholders. If we are not able to obtain financing when and in the amounts needed, and on terms that are acceptable, our operations, financial condition and prospects could be materially adversely affected, and we could be forced to curtail our operations or sell part or all of our assets.

We may need to raise additional funds, which may not be available when we need them.

Based on our current spending plans and our projected working capital, we believe that our cash on hand and cash generated from our operations will be sufficient to fund our operations for at least the next 12 months. However, we may attempt to raise additional capital to operate the business, support expansion plans, develop new or enhanced services and products, respond to competitive pressures, acquire complementary businesses or technologies or respond to unanticipated events. We can provide no assurances that additional financing will be available when needed on favorable terms, if at all. If these funds are not available when we need them, we may need to change our business strategy or reduce our operations or investment activities. In addition, any issuance of additional equity securities will dilute the ownership interest of our existing stockholders and the issuance of additional debt securities may increase the perceived risk of investing in us.

If we do not secure substantial additional funding to meet our capital needs, we may have to issue additional shares of common stock. If additional funds are raised through the issuance of equity or convertible debt securities, the percentage ownership of our current stockholders will be reduced and these securities may have rights and preferences superior to those of our current stockholders. If we raise capital through debt financing, we may be forced to accept restrictions affecting our liquidity, including restrictions on our ability to incur additional indebtedness or pay dividends.

We are currently subject to extensive securities regulation and the failure to comply with these regulations could subject us to penalties or sanctions.

The securities industry and our business are subject to extensive regulation by the SEC, state securities regulators and other governmental regulatory authorities. We are also regulated by industry self-regulatory organizations, including FINRA, the NFA and the Municipal Securities Rulemaking Board. The regulatory environment is also subject to change, and we may be adversely affected as a result of new or revised legislation or regulations imposed by the SEC, other federal or state governmental regulatory authorities, or self-regulatory organizations. We also may be adversely affected by changes in the interpretation or enforcement of existing laws and rules by these governmental authorities and self-regulatory organizations.

vFinance Investments and EquityStation are registered broker-dealers with the SEC and members of FINRA. Broker-dealers are subject to regulations which cover all aspects of the securities business, including:

- sales methods and supervision;
- trading practices among broker-dealers;
- use and safekeeping of customers' funds and securities;
- capital structure of securities firms;
- record keeping; and
- the conduct of directors, officers and employees

Compliance with many of the regulations applicable to us involves a number of risks, particularly in areas where applicable regulations may be subject to varying interpretation. The requirements imposed by these regulators are designed to ensure the integrity of the financial markets and to protect customers and other third parties who deal with us. Consequently, these regulations often serve to limit our activities, including through net capital, customer protection and market conduct requirements. Much of the regulation of broker-dealers has been delegated to self-regulatory organizations, principally FINRA Regulation, Inc., the regulatory arm of FINRA. We are primarily regulated by FINRA and the SEC. FINRA Regulation Inc. adopts rules, subject to approval by the SEC, that govern its members and conducts periodic examinations of member firms' operations.

If we are found to have violated any applicable regulation, formal administrative or judicial proceedings may be initiated against us that may result in:

- censure;
- fine;
- civil penalties, including treble damages in the case of insider trading violations;

- the issuance of cease-and-desist orders;
- the deregistration or suspension of our broker-dealer activities;
- the suspension or disqualification of our officers or employees; and/or
- other adverse consequences.

The imposition of any of these or other penalties could have a material adverse effect on our operating results and financial condition.

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We are subject to various risks associated with the securities industry.

As securities broker-dealers, we are subject to uncertainties that are common in the securities industry. These uncertainties include:

- the volatility of domestic and international financial, bond and stock markets, as demonstrated by past disruptions in the financial markets;
- extensive governmental regulation;
- litigation;
- intense competition;
- substantial fluctuations in the volume and price level of securities; and
- dependence on the solvency of various third parties.

As a result of these risks, revenues and earnings may vary significantly from quarter to quarter and from year to year. We are much smaller and have much less capital than many of our competitors in the securities industry. Accordingly, we could be impacted by these risks to a larger degree. In the event of a market downturn, our revenues would likely decline and, if we were unable to reduce expenses at the same pace, our profit margins would quickly erode.

Our business could be adversely affected by a breakdown in the financial markets.

As a securities broker-dealer, our business is materially affected by conditions in the financial markets and economic conditions in general, both in the United States and elsewhere around the world. Many factors or events could lead to a breakdown in the financial markets including war, terrorism, natural catastrophes and other types of disasters. These types of events could cause people to begin to lose confidence in the financial markets and their ability to function effectively. If the financial markets are unable to effectively prepare for these types of events and ease public concern over their ability to function, our revenues may decline and our operations could be adversely affected.

We have incurred, and may in the future incur, significant losses from trading and investment activities due to market fluctuations and volatility.

We generally maintain trading and investment positions in the equity markets. To the extent that we own assets, i.e., have long positions, a downturn in those markets could result in losses from a decline in the value of such long positions. Conversely, to the extent that we have sold assets that we do not own, i.e., have short positions in any of those markets, an upturn could expose us to potentially unlimited losses as we attempt to cover our short positions by acquiring assets in a rising market.

We may, from time to time, have a trading strategy consisting of holding a long position in one asset and a short position in another from which we expect to earn revenues based on changes in the relative value of the two assets. If, however, the relative value of the two assets changes in a direction or manner that we did not anticipate or against which we are not hedged, we might realize a loss in those paired positions. In addition, we maintain trading positions that can be adversely affected by the level of volatility in the financial markets, i.e., the degree to which trading prices fluctuate over a particular period, in a particular market, regardless of market levels.

Our revenues may decline in adverse market or economic conditions.

Unfavorable financial or economic conditions may reduce the number and size of the transactions in which we provide underwriting services, merger and acquisition consulting and other services. Our investment banking revenues, in the form of financial advisory and underwriting fees, are directly related to the number and size of the transactions in which we participate and would therefore be adversely affected by a sustained market downturn. Additionally, a downturn in market conditions could lead to a decline in the volume of transactions that we execute for our customers and, therefore, to a decline in the revenues we receive from commissions and spreads. Customer relationship intangible assets comprised approximately 35% and 30% of our total assets as of December 31, 2006 and September 30, 2007, respectively. We must review customer relationships for impairment at least annually, or more frequently if events or circumstances indicate that impairment may be present, which may result in a material, non-cash write down of customer relationships. A significant decrease in revenues or cash flows derived from acquired customer relationships could result in a material, non-cash write-down of customer relationships. Such impairment would have a material adverse impact on our results of operations and shareholders' equity.

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Our risk management policies and procedures may leave us exposed to unidentified risks or an unanticipated level of risk.

The policies and procedures we employ to identify, monitor and manage risks may not be fully effective. Some methods of risk management are based on the use of observed historical market behavior. As a result, these methods may not accurately predict future risk exposures, which could be significantly greater than the historical measures indicate. Other risk management methods depend on evaluation of information regarding markets, clients or other matters that are publicly available or otherwise accessible by us. This information may not be accurate, complete, up-to-date or properly evaluated. Management of operational, legal and regulatory risks requires, among other things, policies and procedures to properly record and verify a large number of transactions and events. We cannot be assured that our policies and procedures will effectively and accurately record and verify this information.

We seek to monitor and control our risk exposure through a variety of separate, but complementary financial, credit, operational and legal reporting systems. We believe that we are able to evaluate and manage the market, credit and other risks to which we are exposed. Nonetheless, our ability to manage risk exposure can never be completely or accurately predicted or fully assured. For example, unexpectedly large or rapid movements or disruptions in one or more markets or other unforeseen developments can have a material adverse effect on our results of operations and financial condition. The consequences of these developments can include losses due to adverse changes in inventory values, decreases in the liquidity of trading positions, higher volatility in earnings, increases in our credit risk to customers as well as to third parties and increases in general systemic risk.

Credit risk exposes us to losses caused by financial or other problems experienced by third parties.

We are exposed to the risk that third parties that we use money, securities or other assets will not perform their obligations. These parties include:

- trading counterparties;
- customers;
- clearing agents;
- exchanges;
- clearing houses; and
- other financial intermediaries as well as issuers whose securities we hold.

These parties may default on their obligations owed to us due to bankruptcy, lack of liquidity, operational failure or other reasons. This risk may arise, for example, from:

- holding securities of third parties;
- executing securities trades that fail to settle at the required time due to non-delivery by the counterparty or systems failure by clearing agents, exchanges, clearing houses or other financial intermediaries; and
- extending credit to clients through bridge or margin loans or other arrangements.

Significant failures by third parties to perform their obligations owed to us could adversely affect our revenues and perhaps our ability to borrow in the credit markets.

We may have difficulty retaining or recruiting our independent contractors.

We are dependent upon the independent contractor model for our retail brokerage business. As such, approximately 81% of our retail registered representatives are independent contractors. We are exposed to the risk that a large group of independent contractors leave the firm or decide to affiliate with another firm and that we are unable to recruit suitable replacements. A loss of a large group of our independent contractors could have a material adverse impact on our ability to generate revenue in the retail brokerage business.

We may have difficulty effectively managing our growth.

Over the past several years, we have experienced significant growth in our business activities through a variety of transactions. We expect our business to continue to grow through similar transactions as well as organically. Future growth through mergers, acquisitions and other such transactions involves numerous risks such as:

- difficulties and expenses incurred in connection with the subsequent assimilation of the operations and services or products of the acquired company;
- the potential loss of key employees of the acquired company; and
- the diversion of management's attention from other business concerns.

If we are unable to effectively address these risks, we may be required to restructure the acquired business or write off the value of some or all of the assets of the acquired business. Further, this type of growth requires increased investments in management personnel, financial and management systems and controls as well as facilities. We cannot be assured that we will experience parallel growth in these areas. If these areas do not grow at the same time, our operating margins may decline from current levels.

Additionally, as is common in the securities industry, we will continue to be highly dependent on the effective and reliable operation of our communications and information systems. We believe that our current and anticipated future growth will require implementation of new and enhanced communications and information systems and training of our personnel to operate such systems. Any difficulty or significant delay in the implementation or operation of existing or new systems or the training of personnel could adversely affect our ability to manage our growth.

Intense competition from existing and new entities may adversely affect our revenues and profitability.

The securities industry is rapidly evolving, intensely competitive and has few barriers to entry. We expect competition to continue to intensify in the future. Many of our competitors have significantly greater financial, technical, marketing and other resources than we do. They may also offer a wider range of services and financial products and have greater name recognition and a larger client base than we do. These competitors may be able to respond more quickly to new or changing opportunities, technologies and client requirements. They may also be able to undertake more extensive promotional activities, offer more attractive terms to clients, and adopt more aggressive pricing policies. We may not be able to compete effectively with current or future competitors and competitive pressures faced by us may harm our business.

The precautions we take to prevent and detect employee misconduct may not be effective, and we could be exposed to unknown and unmanaged risks or losses.

We run the risk that employee misconduct could occur. Misconduct by employees could include:

- employees binding us to transactions that exceed authorized limits or present unacceptable risks to us;
- employees hiding unauthorized or unsuccessful activities from us; or
- the improper use of confidential information.

These types of misconduct could result in unknown and unmanaged risks or losses to us including regulatory sanctions and serious harm to our reputation. The precautions we take to prevent and detect these activities may not be effective. If employee misconduct does occur, our business operations could be materially adversely affected.

We may experience losses associated with securities laws violations and litigation.

Many aspects of our business involve substantial risks of liability. An underwriter is exposed to substantial liability under federal and state securities laws, other federal and state laws, and court decisions, including decisions with respect to underwriters' liability and limitations on indemnification of underwriters by issuers. For example, a firm

that acts as an underwriter may be held liable for material misstatements or omissions of fact in a prospectus used in connection with the securities being offered or for statements made by its securities analysts or other personnel. In recent years, there has been an increasing incidence of litigation involving the securities industry, including class actions that seek substantial damages. Our underwriting activities will usually involve offerings of the securities of smaller companies, which often involve a higher degree of risk and are more volatile than the securities of more established companies. In comparison with more established companies, smaller companies are also more likely to be the subject of securities class actions, not to carry directors and officer's liability insurance or policies with lower limits, and to become insolvent. Each of these factors increases the likelihood that an underwriter of smaller companies' securities will be required to contribute to an adverse judgment or settlement of a securities lawsuit.

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In the normal course of business, our operating subsidiaries have been and continue to be the subject of numerous civil actions and arbitrations arising out of customer complaints relating to our activities as a broker-dealer and as a result of other business activities. In general, the cases involve various allegations that our employees mishandled customer accounts. We believe that, based on our historical experience and the reserves established by us, the resolution of the claims presently pending will not have a material adverse effect on our financial condition. However, although we typically reserve an amount we believe will be sufficient to cover any damages assessed against us, we have in the past been assessed damages that exceeded our reserves. If we misjudged the amount of damages that may be assessed against us from pending or threatened claims or if we are unable to adequately estimate the amount of damages that will be assessed against us from claims that arise in the future and fail to appropriately reserve, our financial condition may be materially adversely affected.

Our "vFinance" brand may not achieve the broad recognition necessary to succeed.

We believe that broader recognition and positive perception of the "vFinance" brand is essential to our future success. Accordingly, we intend to continue to pursue an aggressive brand enhancement strategy, which will include multimedia advertising, promotional programs and public relations activities. These initiatives will require significant expenditures. If our brand enhancement strategy is unsuccessful, these expenses may never be recovered and we may be unable to increase future revenues. Successful positioning of our brand will depend in a large part on:

- the success of our advertising and promotional efforts;
- an increase in the number of users and page views of our website; and
- the ability to continue to provide a website and services useful to our clients.

If we do not continue to develop and enhance our services in a timely manner, our business may be harmed.

Our future success will depend on our ability to develop and enhance our services and add new services. We operate in a very competitive industry in which the ability to develop and deliver advanced services through the Internet and other channels is a key competitive factor. There are significant risks in the development of new or enhanced services, including the risks that we will be unable to:

- effectively use new technologies;
- adapt our services to emerging industry or regulatory standards; or
- market new or enhanced services.

If we are unable to develop and introduce new or enhanced services quickly enough to respond to market or customer requirements or to comply with emerging industry standards, or if these services do not achieve market acceptance, our business could be seriously harmed.

Internet and internal computer system failures or compromises of our systems or security could damage our reputation and harm our business.

Although a significant portion of our business is conducted using traditional methods of contact and communications such as face-to-face meetings, a portion of our business is conducted through the Internet. We could experience system failures and degradations in the future. We cannot assure you that we will be able to prevent an extended system failure if any of the following events occur:

- human error;
- subsystem, component, or software failure;
- a power or telecommunications failure;
- an earthquake, fire, or other natural disaster or act of God;
- hacker attacks or other intentional acts of vandalism; or
- terrorists' acts or war.

Failure to adequately protect the integrity of our computer systems and safeguard the transmission of confidential information could harm our business.

The secure transmission of confidential information over public networks is a critical element of our operations. We rely on encryption and authentication technology to provide the security and authentication necessary to effect secure transmission of confidential information over the Internet. We do not believe that we have experienced any security breaches in the transmission of confidential information. In 2007, however, we were the target of hacking that affected some of our internal databases and our website. Since that incident, we have invested in several defensive systems, including, but not limited to, updating data encryption to current standards, upgrading password requirements to "strong passwords" and adding state of the art firewall protection across all of our networks. Moreover, we continually evaluate advanced encryption technology to try and ensure the continued integrity of our systems. However, we cannot assure you that advances in computer capabilities, new discoveries in the field of cryptography or other events or developments will not result in a compromise of the technology or other algorithms used by our vendors and us to protect client transaction and other data. Any compromise of our systems or security could harm our business.

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We depend on a limited number of key executives who would be difficult to replace.

Our success depends significantly on the continued services of our senior management, especially Leonard J. Sokolow, our Chairman and Chief Executive Officer. Losing Mr. Sokolow or any of our subsidiaries' other key executives could seriously harm our business. We cannot assure you that we will be able to retain our key executives or that we would be able to replace any of our key executives if we were to lose their services for any reason. Competition for these executives is intense. If we had to replace any of these key executives, we would not be able to replace the significant amount of knowledge that these key executives have about our operations. We do not maintain "key person" insurance policies on any of our executives.

Our operating broker-dealer subsidiaries extend credit to their clients and are subject to risks as a result.

Our broker-dealers, vFinance Investments and EquityStation, clear all transactions for customers on a fully-disclosed basis with their clearing brokers, NFS, Fortis Clearing, Legent Clearing and Penson Clearing. These clearing brokers carry and clear all customer securities accounts. A limited portion of the customer securities activities for both broker-dealers are transacted on a "margin" basis, pursuant to which credit is extended to customer. The credit extended to customers (a) is secured by cash and securities in customer accounts, or (b) involves (i) "short sales" (i.e., the sale of securities not yet purchased) or (ii) the purchase and sale of commodity futures contracts, substantially all of which are transacted on a margin basis. These risks are increased during periods of volatile markets in which the value of the collateral held could fall below the amount borrowed by clients. If margin requirements are not sufficient to cover losses, our broker-dealers may be required to sell or buy securities at prevailing market prices and incur losses to satisfy their client obligations.

We may underwrite securities through vFinance Investments and are subject to losses relating to a decline in the market value of securities that we hold in inventory and to potential liability for engaging in underwriting activities.

The underwriting activities of vFinance Investments involve the purchase, sale or short sale of securities as a principal. As an underwriter, vFinance Investments purchases securities on a "firm commitment" basis and is subject to risk that it may be unable to resell securities or be required to dispose of securities at a loss. In connection with our investment-banking activities in which vFinance Investments acts as a manager or co-manager of public offerings of securities, we expect to make increased commitments through vFinance Investments of capital to market-making activities in securities of those issuers. Any additional concentration of capital in the securities of those issuers held in inventory will increase the risk of loss from possible declines in the market price of those securities. In addition, under federal securities laws, other laws and court decisions with respect to underwriters' liabilities and limitations on the indemnification of underwriters by issuers, an underwriter is subject to substantial potential liability for misstatements or omissions of material facts in prospectuses and other communications with respect to securities offerings. Our potential liability through vFinance Investments as an underwriter is generally not covered by insurance. Moreover, underwriting commitments constitute a charge against net capital and the ability of vFinance Investments to make underwriting commitments may be limited by the requirement that it must at all times be in compliance with the net capital rule.

Our success and ability to compete depend to a significant degree on our intellectual property.

We rely on copyright and trademark law, as well as confidentiality arrangements, to protect our intellectual property. We own the following federally registered marks: vFinance, Inc.®, vFinance.com, Inc.®, AngelSearch®, Direct2Desk® and Hedge Fund Accelerator®. We currently do not have any patents. The concepts and technologies we use may not be patentable. Our competitors or others may adopt product or service names similar to "vFinance.com," thereby impeding our ability to build brand identity and possibly leading to client confusion. Our inability to adequately protect the name "vFinance.com" would seriously harm our business. Policing unauthorized

use of our intellectual property is made especially difficult by the global nature of the Internet and the inherent difficulty in controlling the ultimate destination or security of software or other data transmitted on it.

The laws of other countries may afford us little or no effective protection for our intellectual property. We cannot assure you that the steps we take will prevent misappropriation of our intellectual property or that agreements entered into for that purpose will be enforceable. In addition, litigation may be necessary in the future to:

- enforce our intellectual property rights;
- determine the validity and scope of the proprietary rights of others; or
- defend against claims of infringement or invalidity.

Such litigation, whether successful or unsuccessful, could result in substantial costs and diversions of resources, either of which could seriously harm our business.

Our Board of Directors can issue shares of "blank check" preferred stock without further action by our stockholders.

Our Board of Directors has the authority, without further action by the stockholders, to issue up to 2.5 million shares of preferred stock in one or more series and to fix the rights, preferences, privileges and restrictions in each series of the preferred stock, including:

- dividend rights;
- conversion rights;
- voting rights, which may be greater or lesser than the voting rights of the common stock;
- rights and terms of redemption;
- liquidation preferences; and
- sinking fund terms.

The issuance of shares of preferred stock could adversely affect the voting power of holders of our common stock and the likelihood that these holders will receive dividends and payments upon our liquidation and could have the effect of delaying, deferring or preventing a change in control of the Company. We have no current plans to issue any additional preferred stock in the next twelve months. Although the issuance of preferred stock may be necessary in order to raise additional capital.

Risks Related to the Offering

Our stock price has been and continues to be volatile.

The market price for our common stock could fluctuate due to various factors. These factors include:

- announcements regarding developments in our business, acquisitions and financing transactions;
- announcements by us or our competitors of new contracts, technological innovations or new products;
- changes in government regulations;
- fluctuations in our quarterly and annual operating results; and
- general market conditions.

In addition, the stock markets have, in recent years, experienced significant price fluctuations. These fluctuations often have been unrelated to the operating performance of the specific companies whose stock is traded. Market fluctuations, as well as economic conditions, have adversely affected, and may continue to adversely affect, the market price of our common stock.

There are risks associated with our stock trading on the OTC Bulletin Board rather than a national exchange.

There are significant consequences associated with our stock trading on the OTC Bulletin Board rather than a national exchange. The effects of not being able to list our securities on a national exchange include:

- limited release of the market prices of our securities;
- limited news coverage;
- limited interest by investors in our securities;
- volatility of our stock price due to low trading volume;
- increased difficulty in selling our securities in certain states due to "blue sky" restrictions; and
- limited ability to issue additional securities or to secure additional financing.

Because our common stock is subject to penny stock rules, a stockholder may have greater difficulty selling shares.

The Securities Enforcement and Penny Stock Reform Act of 1990 applies to stocks characterized as "penny stocks," and requires additional disclosure relating to the market for penny stocks in connection with trades in any stock defined as a penny stock. The SEC has adopted regulations that generally define a penny stock to be any equity security that has a market price of less than \$5.00 per share, subject to certain exceptions.

The exceptions include exchange-listed equity securities and any equity security issued by an issuer that has:

- net tangible assets of at least \$2.0 million, if the issuer has been in continuous operation for at least three years;
- net tangible assets of at least \$5.0 million, if the issuer has been in continuous operation for less than three years; or
- average annual revenue of at least \$6.0 million for the last three years.

Unless an exception is available, the regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the associated risks.

If our financial condition does not meet the above tests, then trading in the common stock will be covered by Rules 15c-1 through 15c-6 and 15c-9 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Under those rules, broker-dealers who recommend such securities to persons other than their established customers and institutional accredited investors must make a special written suitability determination for the purchaser and must have received the purchaser's written agreement to a transaction prior to sale. These regulations would likely limit the ability of broker-dealers to trade in our common stock and thus would make it more difficult for purchasers of common stock to sell their securities in the secondary market. The market liquidity for the common stock could be severely affected.

Stockholders holdings may be diluted as a result of additional stock issuances.

As of January 24, 2008, we had outstanding approximately 54.8 million shares of common stock, options to purchase an approximate total of 16.5 million shares of common stock and warrants to purchase an approximate total of 4.6 million shares of common stock. We are authorized to issue up to 100 million shares of common stock and are therefore able to issue additional shares without being required to obtain stockholder approval. If we issue additional shares, or if our existing stockholders exercise or convert their outstanding options or notes, our other stockholders may own a smaller percentage of the Company.

FORWARD-LOOKING STATEMENTS

The information contained in this prospectus includes forward-looking statements as defined in the Private Securities Reform Act of 1995. These forward looking statements are often identified by words such as "may," "will," "expect," "intend," "anticipate," "believe," "estimate," "continue," "plan" and similar expressions. These statements involve estimates, assumptions and uncertainties that could cause actual results to differ materially from those expressed for the reasons described in this prospectus. You should not place undue reliance on these forward-looking statements.

You should be aware that our actual results could differ materially from those contained in the forward-looking statements due to a number of factors, including:

- general economic conditions;
- our ability to obtain future financing or funds when needed;
- the inability of our broker-dealer operations to operate profitably in the face of intense competition from larger full-service and discount brokers;
 - a general decrease in merger and acquisition activities and our potential inability to receive success fees as a result of transactions not being completed; increased competition from business development portals;
 - technological changes;
 - our potential inability to implement our growth strategy through acquisitions or joint ventures;
- acquisitions, business combinations, strategic partnerships, divestures, and other significant transactions may involve additional uncertainties; and
 - our ability to maintain and execute a successful business strategy.

You should also consider carefully the statements under "Risk Factors" and other sections of this prospectus, which address additional factors that could cause our actual results to differ from those set forth in the forward-looking statements and could materially and adversely affect our business, operating results and financial condition. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the applicable cautionary statements.

The forward-looking statements speak only as of the date on which they are made, and, except to the extent required by federal securities laws, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, or factors we are unaware of, may cause actual results to differ materially from those contained in any forward-looking statements.

RECENT DEVELOPMENTS

The following is a brief summary of the material provisions of the agreements entered into or to be entered into in connection with our merger with National Holdings Corporation. The summary is not complete and is qualified in its entirety by reference to the agreements, which are included as exhibits to the registration statement of which this prospectus is a part and which are incorporated herein by this reference. We urge you to read the agreements in their entirety for a more complete description of their terms and conditions.

Merger Agreement

On November 7, 2007, we entered into an Agreement and Plan of Merger (the "Merger Agreement") with National Holdings Corporation ("National"), vFin Acquisition Corporation ("Merger Sub"), a wholly-owned subsidiary of National.

Under the terms and subject to the conditions set forth in the Merger Agreement, which has been unanimously approved by the special committees of our board of directors and the Board of Directors of National and our board of directors and those of National and Merger Sub, Merger Sub will be merged with and into us (the "Merger"), the separate corporate existence of Merger Sub will cease and we will continue as a surviving corporation of the Merger and as a wholly-owned subsidiary of National.

Pursuant to the Merger Agreement, upon the closing of the Merger (the "Effective Date"), each share of our common stock outstanding immediately prior to the closing of the Merger (other than shares held by National or us or any of our stockholders who properly exercise dissenters' rights under Delaware law) will automatically be converted into the right to receive 0.14 shares of National common stock, plus any cash in lieu of fractional shares of National common stock.

Each option to purchase shares of our common stock outstanding upon the Effective Date will be converted into options to acquire the number of shares of National common stock determined by multiplying (i) the number of shares of our common stock underlying each outstanding stock option immediately prior to the effective time of the Merger by (ii) 0.14, at a price per share of National common stock equal to (i) the exercise price per share of each stock option otherwise purchasable pursuant to the stock option divided by (ii) 0.14. Each warrant to purchase shares of our common stock outstanding on the Effective Date will be exercisable to purchase the number of shares of National common stock determined by multiplying (i) the number of shares of our common stock underlying each outstanding warrant by (ii) 0.14, at a price per share of National common stock equal to (i) the aggregate exercise price of such outstanding warrant to purchase our common stock divided by (ii) the number of shares of National common stock for which such warrant is exercisable, as determined above.

Completion of the Merger is subject to various customary conditions, including, among others, (i) requisite approvals of our stockholders, (ii) completion by National of a private placement of equity securities resulting in gross proceeds of at least \$3 million, (iii) effectiveness of the registration statement for the National securities to be issued in the Merger, (iv) absence of any suit, proceeding or investigation challenging or seeking to restrain or prohibit the Merger, and (v) FINRA and any other applicable regulatory approvals.

The Merger Agreement contains a non-solicitation or "no-shop" provision restricting each of National and us from soliciting alternative acquisition proposals from third parties and from providing information to and engaging in discussions with third parties regarding alternative acquisition proposals. The no-shop provision is subject to a customary "fiduciary-out" provision, which allows each National and us under certain circumstances to provide information to and participate in discussions with third parties with respect to bona fide written unsolicited alternative acquisition proposals and under certain circumstances, coupled with the payment of a termination fee of \$1.5 million, to terminate the Merger Agreement.

On the Effective Date, National's board of directors will consist of Mark Goldwasser (Chairman of the Board), Leonard J. Sokolow (Vice Chairman of the Board), Christopher Dewey (Vice Chairman of the Board), Charles Modica, Jorge Ortega, up to three designees of National and up to one designee of ours. Messrs. Modica and Ortega and the designees will be independent directors. The designees must be reasonably acceptable to our board of directors and that of National.

Voting Agreements

In connection with the Merger Agreement, National and Merger Sub have entered into a voting agreement (the "Stockholder Voting Agreement") with Leonard J. Sokolow and Dennis De Marchena, who owned approximately 10.7% and 9.9%, respectively, of our outstanding shares of common stock as of January 24, 2008. Pursuant to the Stockholder Voting Agreement, Mr. Sokolow has agreed to vote all of his shares and Mr. De Marchena has agreed to vote 2,000,000 of his shares in favor of the Merger and against any transaction or other action that would interfere with the Merger.

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Pursuant to the Merger Agreement, Mark Goldwasser, Chairman of the board of directors of National, Christopher Dewey, Vice Chairman of the board of directors of National, and Leonard J. Sokolow, our Chairman and Chief Executive Officer, will enter into an agreement (the "Director Voting Agreement") on the Effective Date to vote their shares of National for the election of each other and up to three designees of Mr. Goldwasser and up to three designees of Mr. Sokolow until the earlier to occur of: (i) National's merger, consolidation or reorganization whereby the holders of National's voting stock own less than 50% of the voting power of National after such transaction, (ii) by mutual consent of the parties thereto, (iii) the date that Messrs. Goldwasser, Sokolow and Dewey own in the aggregate less than one percent of the outstanding voting securities of National, (iv) upon the fifth anniversary of the Director Voting Agreement or (v) upon listing of National's common stock on AMEX, the NASDAQ Capital Market or the NASDAQ Global Market.

Sokolow Employment Termination Agreement to be Entered into on the Effective Date

On the Effective Date, Mr. Sokolow's present employment as our Chairman and Chief Executive Officer and his present employment agreement with us dated November 16, 2004, as amended, will be terminated and our principal office will be relocated to New York City, New York. Accordingly, pursuant to the terms of Mr. Sokolow's present employment agreement with us dated November 16, 2004, as amended, Mr. Sokolow will be entitled to a lump sum cash payment of \$1,150,000 as of the Effective Date. On the Effective Date, we will enter into an employment termination agreement ("Termination Agreement") with Mr. Sokolow.

Pursuant to the Termination Agreement, Mr. Sokolow's employment as our Chairman and Chief Executive Officer and his employment agreement with us will terminate. Notwithstanding the fact that his stock options to purchase shares of our common stock that have not vested as of the Effective Date would have vested pursuant to his employment agreement with us, Mr. Sokolow has agreed to waive such accelerated vesting. He will receive a lump sum cash payment of \$1,150,000 as required under the terms of his employment agreement with us. However, if: (i) Mr. Sokolow's employment is terminated by National with cause or (ii) Mr. Sokolow voluntarily resigns his employment with National, all stock options Mr. Sokolow received in exchange for his stock options pursuant to the terms of the Merger Agreement will become 100% vested and will remain exercisable by Mr. Sokolow or his beneficiaries for a period of nine months from the date of such event; provided, however, such period of nine months will not exceed the earlier of (i) the latest date upon which such options could have expired by the original terms under the circumstances or (ii) the tenth anniversary of the original date of the grant of the options.

Pursuant to the terms of the Termination Agreement, if any payments made to Mr. Sokolow, including the acceleration of the vesting of his National stock options, will be subject to the tax imposed by Section 4999 of the Internal Revenue Code of 1986, as amended, we have agreed to pay Mr. Sokolow an additional amount such that the net amount retained by him, after deduction of any tax on such payment, will equal the payments received by Mr. Sokolow under the Termination Agreement.

Employment Agreements to be Entered into on the Effective Date

On the Effective Date, Mark Goldwasser and Leonard J. Sokolow will each enter into substantially identical five-year employment agreements with National, pursuant to which Mr. Goldwasser will be employed by National as Chairman and Chief Executive Officer and Mr. Sokolow will be employed by National as Vice Chairman and President. Under the terms of the employment agreements, Messrs. Goldwasser and Sokolow will each receive an annual base salary of \$450,000, which will increase 5% per year, and a non-accountable automobile expense allowance of \$1,000 per month. In addition, each of them will be entitled to receive on a fiscal year basis a cash bonus determined in the discretion of the Compensation Committee of the board of directors of National of not less than: (i) \$225,000, (ii) 5% of National's fiscal year consolidated net income in excess of \$4.5 million, up to 100% of the difference between their then current base salaries and \$225,000 and (iii) such additional bonuses as the board of directors of National may determine based upon the Board's assessment of their performance in the following areas: revenue growth of National,

new business development, investor relations, communications with the board of directors, communication and collaboration with the other members of the Executive Committee of the board of directors and special projects as assigned by the board of directors.

Each employment agreement terminates upon the earliest to occur of: (i) the death of the employee; (ii) a termination by National by reason of the disability of the employee; (iii) a termination by National with or without cause; (iv) a termination by the employee with or without good reason; (v) upon a "Change in Control" (as defined in the employment agreements); or (vi) the non-renewal of the agreement. Upon the termination due to the death or disability of the employee, by National without cause, by the employee with good reason, (upon a "Change of Control") or upon the expiration of the employment agreement if National or the employee refuses to extend the term of the employment agreement, the employee will be entitled to: (i) any accrued but unpaid salary or bonus or unreimbursed expenses; (ii) any bonus payable for the portion of the fiscal year during which the termination occurs; (iii) 100% of the employee's base salary (150% in the event of termination by National without cause or by the employee with good reason); (iv) the continuation of health benefits until the earlier of (a) 18 months after termination and (b) the date the employee accepts other employment; and (v) all unvested options granted pursuant to the employment agreements will become immediately vested and be exercisable for a period of nine months.

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Pursuant to each employment agreement, on the Effective Date, each of Messrs. Goldwasser and Sokolow will be granted non-qualified stock options to purchase the greater of (i) 1,000,000 shares of National's common stock or (ii) 5% of National's issued and outstanding shares of common stock immediately after consummation of the Merger at a purchase price equal to the average of the 10-day closing market price of National's common stock prior to the Effective Date. The options vest and become exercisable as to 25% of the shares underlying the options every 12 months. The options expire seven years from the effective date of the Merger.

In accordance with the terms of the Merger Agreement, on the Effective Date, Alan B. Levin, our Chief Financial Officer, will enter into a one-year employment agreement with National, pursuant to which he will be employed as the Chief Financial Officer. Under the terms of the agreement, Mr. Levin will receive an annual base salary of \$180,000. In addition, he will be entitled to receive an annual cash bonus determined in the discretion of the Compensation Committee of the board of directors of National based upon its assessment by the President of National of Mr. Levin's performance in the following areas: revenue, net income and revenue growth of National, new business development, investor relations, communications with the board of directors, communication and collaboration with the other members of the Executive Committee of the board of directors, and other factors including, without limitation, special projects as assigned by the Chief Executive Officer, Executive Committee or the board of directors of National.

USE OF PROCEEDS

Any net proceeds from any sale of shares of our common stock covered by this prospectus will be received by the Selling Stockholder. We will not receive any proceeds from the sale of shares by the Selling Stockholder.

SELLING STOCKHOLDER

All of the 4,935,502 shares of our common stock registered for public resale pursuant to this prospectus and listed under the column "Shares Available for Sale Under This Prospectus" on the table set forth below were issued as partial payment for certain assets acquired from Sterling Financial Group of Companies, Inc. and Sterling Financial Investment Group, Inc. by our subsidiary, vFinance Investments. These shares of our common stock are included in this prospectus pursuant to registration rights we granted to the Selling Stockholder.

The following table presents information as of January 24, 2008 and sets forth the number of shares beneficially owned by the Selling Stockholder as of the date of this prospectus. We are not able to estimate the amount of shares that will be held by the Selling Stockholder after the completion of this offering because: (1) the Selling Stockholder may sell less than all of the shares registered under this prospectus; and (2) to our knowledge, the Selling Stockholder currently has no agreements, arrangements or understandings with respect to the sale of any of its shares. The following table assumes that all of the shares being registered pursuant to this prospectus will be sold. The Selling Stockholder is not making any representation that any shares covered by this prospectus will be offered for sale.

Name of Selling Stockholder	Number of Shares of Common Stock Owned Before the Offering **	Percent of Common Stock Owned Before the Offering	Shares Available for Sale Under This Prospectus	Number of	Percent of
				Shares of Common Stock To Be Owned After Completion of the Offering	Common Stock to be Owned After Completion of the Offering
Sterling Financial Group of Companies, Inc. (1)	4,935,502	9.0%	4,935,502	—	—

**

Beneficial ownership is determined in accordance with the rules of the SEC. Shares of common stock subject to options or warrants currently exercisable or exercisable within 60 days of January 24, 2008, are deemed outstanding for computing the percentage ownership of the stockholder holding the options or warrants, but are not deemed outstanding for computing the percentage ownership of any other stockholder. Percentage of ownership is based on 54,829,876 shares of common stock outstanding as of January 24, 2008.

- (1) Charles Garcia, as the sole officer of Sterling Financial Group of Companies, Inc., has the power to vote and to dispose of all of the shares held by Sterling Financial Group of Companies, Inc., and is deemed to have shared voting power and shared dispositive power with respect to such shares.

PLAN OF DISTRIBUTION

The Selling Stockholder may, from time to time, sell any or all of its shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The Selling Stockholder may use any one or more of the following methods when selling shares:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- short sales;
- broker-dealers may agree with the Selling Stockholder to sell a specified number of such shares at a stipulated price per share;
- a combination of any such methods of sale; and
- and any other method permitted pursuant to applicable law.

The Selling Stockholder may also sell shares under Rule 144 under the Securities Act of 1933, as amended (the "Securities Act"), if available, rather than under this prospectus.

After the effective date of the registration statement, the Selling Stockholder may also engage in short sales against the box, puts and calls and other transactions in our securities or derivatives of our securities and may sell or deliver shares in connection with these trades.

Broker-dealers engaged by the Selling Stockholder may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the Selling Stockholder (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. The Selling Stockholder does not expect these commissions and discounts to exceed what is customary in the types of transactions involved. Any profits on the resale of shares of common stock by a broker-dealer acting as principal might be deemed to be underwriting discounts or commissions under the Securities Act. Discounts, concessions, commissions and similar selling expenses, if any, attributable to the sale of shares will be borne by the Selling Stockholder. The Selling Stockholder may agree to indemnify any agent, dealer or broker-dealer that participates in transactions involving sales of the shares if liabilities are imposed on that person under the Securities Act.

The Selling Stockholder may from time to time pledge or grant a security interest in some or all of the shares of common stock beneficially owned by it and, if they default in the performance of its secured obligations, the pledgees or secured parties may offer and sell the shares of common stock from time to time under this prospectus after we have filed an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act amending the list of Selling Stockholders to include the pledgee, transferee or other successors in interest as Selling Stockholders under this prospectus.

The Selling Stockholder also may transfer the shares of common stock in other circumstances, in which case the transferees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus and may sell the shares of common stock from time to time under this prospectus after we have filed an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act amending the list of Selling Stockholders to include the pledgee, transferee or other successors in interest as Selling Stockholders under this prospectus.

The Selling Stockholder and any broker-dealers or agents that are involved in selling the shares of common stock may be deemed to be "underwriters" within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares of common stock purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. The Selling Stockholder has advised us that it has acquired its securities in the ordinary course of business and it has not entered into any agreements, understandings or arrangements with any underwriters or broker-dealers regarding the sale of its shares of common stock, nor is there an underwriter or coordinating broker acting in connection with a proposed sale of shares of common stock by such Selling Stockholder. If we are notified by Selling Stockholder that any material arrangement has been entered into with a broker-dealer for the sale of shares of common stock, if required, we will file a supplement to this prospectus. If the Selling Stockholder uses this prospectus for any sale of the shares of common stock, it will be subject to the prospectus delivery requirements of the Securities Act.

We are required to pay all fees and expenses incident to the registration of the shares of common stock. We have agreed to indemnify the Selling Stockholder against certain losses, claims, damages and liabilities, including liabilities under the Securities Act.

The anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of our common stock and activities of the Selling Stockholder.

SELECTED FINANCIAL DATA

Set forth below is our historical financial data with respect to the fiscal years ended December 31, 2006, 2005, 2004, 2003 and 2002. The information is only a summary. This information has been derived from, and should be read in conjunction with, our historical Unaudited Condensed Consolidated Financial Statements and Consolidated Financial Statements and related notes beginning on page F-1 and the section entitled "Management's Discussion and Analysis" beginning on page 24. The financial data for the fiscal years ended 2006, 2005, 2004, 2003 and 2002 have been restated to reflect a revision to our accounting policy for investments in restricted securities, as discussed in Note 1 to our Consolidated Financial Statements.

Selected Historical Financial Data

	As of and for the Year Ended December 31,				
	2006	2005	2004	2003	2002
	(Restated and Revised)	(Restated and Revised)	(Restated and Revised)	(Restated and Revised)	(Restated and Revised)
Total revenues	\$ 38,552,700	\$ 25,928,800	\$ 26,280,300	\$ 24,559,200	\$ 19,352,800
Income (loss) from operations	\$ (2,300,600)	\$ (1,304,100)	\$ 1,298,100	\$ 450,900	\$ (1,843,400)
Gain on forgiveness of debt	\$ -	\$ -	\$ 1,500,000	\$ -	\$ -
Net income (loss)	\$ (2,175,700)	\$ (1,141,500)	\$ 2,195,100	\$ 277,800	\$ (2,478,800)
Net income (loss) per share:					
basic	\$ (0.04)	\$ (0.03)	\$ 0.06	\$ 0.01	\$ (0.09)
Wt. Avg. shares outstanding:					
basic	48,714,800	40,049,700	33,773,300	29,609,100	26,716,400
Net income (loss) per share:					
diluted	\$ (0.04)	\$ (0.03)	\$ 0.06	\$ 0.01	\$ (0.09)
Wt. Avg. shares outstanding:					
diluted	48,714,800	40,049,700	35,840,200	29,963,400	26,716,400
Total assets	\$ 11,792,400	\$ 9,031,600	\$ 9,846,000	\$ 6,459,500	\$ 5,129,200
Long-term debt including capital lease, obligations, net of current portion	\$ 125,600	\$ 225,100	\$ -	\$ 1,889,600	\$ 1,701,600
Shareholders' equity	\$ 7,048,900	\$ 5,109,100	\$ 6,117,700	\$ 1,354,900	\$ 849,400

See Notes 1, 3, 7 and 8 to our Consolidated Financial Statements included in this prospectus for discussions of the effect of restating and revising certain items in our historical financial statements, acquisitions, shareholders' equity and stock options, respectively, and their effect on comparability of year-to-year data. See "Market for Common Equity and Related Stockholder Matters" included in this prospectus for a discussion of our dividend policy.

Selected Quarterly Financial Data (Unaudited)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
Year ended December 31, 2007:					
Total revenue (Restated and Revised)	12,040,200	13,081,500	\$ 10,986,000		
Income (loss) from operations (Restated and Revised)	38,400	(224,200)	(724,800)		
Net income (loss) (Restated and Revised)	39,500	(225,300)	(665,600)		
Year ended December 31, 2006:					
Total revenue (Restated and Revised)	\$ 8,930,000	\$ 9,631,700	\$ 9,597,600	\$ 10,393,500	\$ 38,552,700
Income (loss) from operations (Restated and Revised)	310,800	(384,300)	(365,600)	(1,861,500)	(2,300,600)
Net income (loss) (Restated and Revised)	334,000	(365,600)	(317,500)	(1,826,600)	(2,175,700)
Year ended December 31, 2005:					
Total revenue (Restated and Revised)	\$ 6,475,400	\$ 6,300,500	\$ 6,625,800	\$ 6,527,100	\$ 25,928,800
Loss from operations (Restated and Revised)	(234,500)	(108,100)	(117,400)	(844,100)	(1,304,100)
Net loss (Restated and Revised)	(196,800)	(96,900)	(86,300)	(761,500)	(1,141,500)

DESCRIPTION OF OUR BUSINESS**Our History**

We were incorporated in the state of Delaware in February 1992. On November 8, 1999, we acquired vFinance Holdings, Inc., a Florida corporation, and Union Atlantic LC, a Florida limited liability company, through a Share Exchange Agreement. We received all the outstanding capital stock of vFinance Holdings, Inc. and all the outstanding membership interests of Union Atlantic LC in exchange for a total of approximately 7.0 million shares of our common stock.

On January 4, 2001, we closed the merger of NW Holdings, Inc. ("NWH"), a Florida corporation, into us where we were the surviving corporation. On the closing date of the merger, NWH was the parent company of and wholly owned First Level Capital, Inc., a Florida corporation. First Level Capital, Inc. is now known as vFinance Investments, which has offices in New York, New Jersey and Florida. In addition to these offices, we have relationships with certain independent contractors located throughout the United States.

Also, on January 4, 2001, we completed the merger of Colonial Direct Financial Group, Inc., a Delaware corporation, with and into Colonial Acquisition Corp., our wholly owned subsidiary, with Colonial Direct Financial Group, Inc. as the surviving corporation and as our wholly owned subsidiary. At the time of the merger, Colonial Direct Financial Group, Inc. was a holding company comprised of two diversified financial services companies, including First Colonial Securities Group, Inc. and Colonial Direct Retirement Services, Inc., and a company that provides administrative support to these financial service companies, Colonial Direct Capital Management, Inc. Although

Colonial Direct Financial Group, Inc. is no longer one of our subsidiaries, the majority of the personnel, client accounts and client assets of First Colonial Securities Group, Inc. still remain with vFinance Investments.

On November 2, 2004, our wholly-owned subsidiary, vFinance Investments completed the Global Acquisition. The assets acquired in the Global Acquisition consisted primarily of customer accounts and some older computer equipment. Business lines acquired included wholesale market-making in selected equities for institutional clients and direct market access equity trading. vFinance Investments assumed no liabilities in connection with the acquisition of Global's assets. Two of the principals of Global and EquityStation each entered into employment agreements with us, which provided an annual base salary of \$144,000, certain incentive bonuses, and options to purchase 350,000 shares of our common stock. The options are exercisable at \$0.19 per share. One of the principals was employed by us until October 31, 2007 and the other principal was employed by us until January 15, 2008.

EquityStation is a broker-dealer registered with the SEC and is a member of FINRA. EquityStation is a Florida corporation incorporated on July 22, 1999. EquityStation offers institutional traders, hedge funds and professional traders a suite of services designed to advance their trading through cutting-edge trading technologies and routing software, hedge fund incubation, capital introduction and custodial services.

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In May 2006, vFinance Investments completed the acquisition of certain assets of Sterling Financial. The assets acquired from Sterling Financial include Sterling Financial's business as a going concern, certain intellectual property, customer relationships associated with Sterling Financial's Institutional Fixed Income and Latin American businesses, computer equipment and certain real property leases. In exchange for the assets, we issued 13 million shares of our common stock to SFGC. The aggregate purchase price was determined to be \$3.4 million. This transaction was approved by FINRA on April 28, 2006. The Sterling Financial acquisition resulted in the addition of institutional traders in U.S. treasuries and corporate bonds and retail brokerage activities in Latin American through the addition of independent contractor offices in Panama, Chile and Columbia.

We expect that the institutional investor customer relationships acquired from Sterling Financial will result in approximately \$7 million of incremental annual revenues and a marginal impact on net income, as the increased revenues and cost savings are expected to be offset by operating expenses and \$680,000 of annual non-cash amortization expense.

In connection with this acquisition, we established new divisions to focus on the rapidly-growing U.S. Hispanic and Latin American investment markets and to provide investment advisory services relating to fixed income products and execution of fixed income investment transactions as well as investment banking advisory services for private and public Hispanic businesses.

Industry Overview

In the last decade, the U.S. investment banking industry has been characterized and influenced by the following trends:

- increased levels of industry consolidation, particularly involving smaller regional investment banks that primarily provided investment banking and brokerage services to middle-market companies and their institutional investors;
- the tendency for global competitors and acquired firms, once part of larger organizations, to focus on larger market capitalization companies and larger transactions; and
- the emergence of smaller boutique investment banking firms focused exclusively on growth industries, particularly technology and healthcare.

In recent years, there have been a number of acquisitions by larger financial services institutions of U.S. brokerage and investment banking firms that offer similar products and services to those that we provide. These larger financial institutions have generally allocated capital and resources toward larger market capitalization companies and transactions. This shift of focus away from smaller market capitalization companies has led to a decline in service to these companies, including investment banking and research coverage, and as a result such companies have reduced access to capital.

Additionally, because the United States securities industry has also been subjected to increased regulation and governmental scrutiny, including certain mandated changes, many larger firms have restructured their businesses and market-making activities away from companies whose market capitalization is below certain thresholds. Research and capital markets resources previously dedicated to smaller market capitalization companies were either reassigned to larger companies or eliminated. These circumstances have contributed to both companies in, and investors focused on, the growth and middle-market sectors seeking the services of boutique investment banking professionals who have a high degree of applicable industry knowledge. This increase in regulation also has made it more expensive for smaller firms to remain in business thus accelerating the consolidation of these firms.

To facilitate access to capital markets and to industry and company specific research, smaller boutique financial services firms have emerged to offer investment banking and research support to small and middle-market capitalization companies.

Financial Arrangements with Clearing Brokers

In 2004, vFinance Investments entered into a clearing agreement (the "Clearing Agreement") with National Financial Services LLC, Member New York Stock Exchange ("NYSE")/SIPC, a Fidelity Investments company ("NFS"), for NFS to serve as vFinance Investment's primary clearing broker. The Clearing Agreement requires NFS to pay a monthly incentive bonus to vFinance Investments up to \$25,000 per month (up to an aggregate of \$1.5 million) over the five-year term of the Clearing Agreement. vFinance Investments also received a \$200,000 payment from NFS in 2004, as compensation for the transition costs associated with migrating to a new clearing firm. As consideration for these incentives, NFS required a termination fee of \$1.7 million in the event vFinance Investments terminates the Clearing Agreement, reduced annually on a pro rata basis over the five-year term of the Clearing Agreement. As of December 31, 2007, our contingent obligation in connection with the Clearing Agreement was \$680,000.

EquityStation and vFinance Investments have ancillary clearing agreements with Fortis Clearing, Legent Clearing and Penson Clearing, providing services in the areas NFS is not suited to handle. These clearing agreements contain customary terms and conditions.

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Our Business

Retail Brokerage

The largest portion of our revenues, 62%, 72% and 65% in 2006, 2005 and 2004, respectively, was attributable to commissions and other brokerage-related income generated by our retail brokerage activities.

vFinance Investments' retail brokerage division buys and sells securities for its customers in exchange for a commission, or in exchange for a fee, based on customer assets or as dictated by security placement agreements. Through our brokers, we offer a wide variety of financial investments, including, but not limited to, equities, corporate bonds, municipal securities, collateralized mortgage obligations, mutual funds and insurance products. We are licensed in all 50 states, plus the District of Columbia and Puerto Rico, and our registered representatives are registered in those states where their customers reside. In addition, vFinance Investments has registered representatives operating in Panama, Chile and Colombia. vFinance Investments' relationship with its registered representatives can be either as an employee, or in an independent contractor, depending on how the broker chooses to conduct his or her business. As an employee, all of the expenses of the broker's operation are paid for by the company, and the broker is only charged for certain fees such as special information services, insurance, benefits and professional services. As an independent contractor, in exchange for a higher overall payout, the broker would be responsible for all of the fees associated with its business, including, but not limited to, rent, telecommunications expenses, insurance, benefits, transactions fees, all information services, state and regulatory registration fees and compliance oversight.

Market Making

We generated 25%, 16% and 20% of our revenues from trading profits in our market making activities in 2006, 2005 and 2004, respectively.

vFinance Investments provides liquidity by making markets in over 3,000 Over-the-Counter Bulletin Board ("OTC Bulletin Board"), National Market System, Pink Sheet, and NASDAQ Capital Market stocks and American Depositary Receipts in addition to providing this liquidity to our other business units. Our customers are national and regional full-service broker-dealers, electronic discount brokers and institutional investors that require fast and efficient executions for each security. This expertise supports our investment banking strategy of servicing high growth public companies that are looking for a financial services firm that is capable of assisting them in building broad-based market support for their securities. As a market maker, we use our capital and systems resources to represent a stock and compete with other market makers. Operated primarily by electronic execution, buyers and sellers meet via computer to make bids and offers. Each market maker competes for "customer order flow" by displaying buy and sell quotations for a guaranteed number of shares in a security. Once an order is received, the market maker will immediately purchase for or sell from its own inventory, or seek the other side of the trade until it is executed, often in a matter of seconds. The market maker generates all of its revenue from the difference between the price paid when a security is bought and price received when that security is sold or the price received when the security is shorted and the price received when the short is covered.

Investment Banking

We derived 12%, 8% and 12% of our revenues from our Investment Banking Division ("IBD") activities in 2006, 2005 and 2004, respectively. We assist emerging growth, private and public companies by (i) developing sound strategic plans, (ii) obtaining equity, mezzanine, bridge, or acquisition capital, (iii) executing strategically sound acquisitions or divestiture strategies, (iv) raising capital in the public markets, and (v) maximizing shareholder value by conducting recapitalizations or other liquidity transactions. As consideration for such services, we are paid advisory fees and success fees, which are based on a percentage of the total value of a transaction, which are

contingent on the successful completion of a specified transaction. As part of our success fees, we periodically receive equity instruments and stock purchase warrants from companies for which we perform services in addition to cash paid for such services.

In the area of corporate finance, vFinance Investments has been active as an underwriter or selling group member in public equity transactions. Participation as a managing underwriter or in an underwriting syndicate involves both economic and regulatory risks. An underwriter may incur losses if it is unable to resell the securities it is committed to purchase. In addition, under the federal securities laws, other laws and court decisions with respect to underwriters' liabilities and limitations on the indemnification of underwriters by issuers, an underwriter is subject to substantial potential liability for misstatements or omissions of material facts in prospectuses and other communications with respect to such offerings. Acting as a managing underwriter increases these risks. Underwriting commitments constitute a charge against net capital and our subsidiaries' ability to make underwriting commitments may be limited by the requirement that they must at all times be in compliance with regulations regarding their net capital.

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Institutional Services

A critical element of our business strategy is to identify institutional quality investments that offer above market returns. We support that mission by providing institutional investment managers, primarily hedge fund managers, a complete array of services designed to enhance portfolio performance. Hedge funds represent the fastest growing segment of the money management market and by definition are focused on achieving positive returns for their investors while controlling risk. We offer fund managers access to direct market access trading platforms, investment opportunities and independent research products that boost return on investment. Additionally, we offer fund managers the ability to reduce their transaction costs by offering them access to our trading desk for illiquid securities and automated trading systems for their liquid transactions. We have a mutually beneficial relationship with our IBD as fund managers looking for investment opportunities fund IBD's corporate clients and having relationships with fund managers creates opportunities to increase the number and quality of IBD clients.

As of January 24, 2008, we employed or had contractual relationships with approximately 22 people providing institutional services, approximately 10 of which provide hedge fund related services. We currently service approximately 195 institutional customers, of which approximately 85 are hedge funds. For the nine months ended September 30, 2007, hedge fund related services accounted for approximately \$5 million in revenue.

Internet Strategy

Our website, www.vfinance.com, is available to an audience of entrepreneurs, corporate executives and private and institutional investors in over 150 countries with an estimated 35,000 unique visitors monthly. The website provides sales leads to our investment banking, brokerage and institutional services divisions, giving visitors convenient access to a variety of financial services, proprietary business development tools, searchable databases and daily news. The website has over 60,000 "opted in" subscribers that receive a newsletter on private funding several times a week. The website features our database of venture capital firms and angel investors accessible with vSearch, a proprietary web-based data mining tool that allows entrepreneurs to search potential funding sources by different criteria, including geography, amount of funds required, industry, stage of corporate development or keyword. Much of the information on the website is provided free of charge, however, we charge nominal fees for the use of proprietary search engines and premium services such as our business planning services.

Administration, Operations, Securities Transactions Processing and Customer Accounts

Our operating subsidiaries, vFinance Investments and EquityStation, do not hold any funds or securities for customers. Instead, they use the services of clearing agents on a fully-disclosed basis. These clearing agents process all securities transactions and maintain customer accounts on a fee basis. Customer accounts are protected through the SIPC for up to \$500,000, of which coverage for cash balances is limited to \$100,000. In addition, all customer accounts of vFinance Investments are fully protected by an Excess Securities Bond providing protection for the account's entire net equity (both cash and securities). The services of our subsidiaries' clearing agents include billing and credit control as well as receipt, custody and delivery of securities. The clearing agents provide the operational support necessary to process, record and maintain securities transactions for our subsidiary's brokerage activities. They provide these services to our subsidiary's customers at a total cost that we believe is less than it would cost us to process such transactions on our own. The clearing agents also lend funds to our subsidiaries' customers through the use of margin credit. These loans are made to customers on a secured basis, with the clearing agents maintaining collateral in the form of saleable securities, cash or cash equivalents. vFinance Investments and EquityStation have agreed to indemnify the clearing brokers for losses they incur on these credit arrangements.

Competition

All aspects of our business are highly competitive. In our investment banking activities, we compete with large Wall Street investment banks as well as regional boutique banks that offer private placement services to small- and middle-market companies. We compete for these investment banking transactions on the basis of our relationships with the issuers and potential investors, our experience in the industry and transactional fees. In our general brokerage activities, we compete directly with numerous other broker-dealers, many of which are large well-known firms with substantially greater financial and personnel resources. We compete for brokerage transactions on the basis of our experience in the industry, our ability to execute transactions and the strength of our relationships with our clients. Many of our competitors for brokerage service and investment banking transactions employ extensive advertising and actively solicit potential clients in order to increase business. In addition, brokerage firms compete by furnishing investment research publications to existing clients, the quality and breadth of which are considered important in the development of new business and the retention of existing clients. We also compete with a number of smaller regional brokerage firms throughout the United States. In our advisory activities, we compete with investment banking and consulting firms on the basis of expertise in our broad variety of industries.

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The securities industry has become considerably more concentrated and more competitive since we were founded, as numerous securities firms have either ceased operations or have been acquired by or merged into other firms. In addition, companies not engaged primarily in the securities business, but with substantial financial resources, have acquired leading securities firms. These developments have increased competition from firms with greater capital resources than ours.

Since the adoption of the Gramm-Leach-Bliley Act of 1999, commercial banks and thrift institutions have been able to engage in traditional brokerage and investment banking services, thus increasing competition in the securities industry and potentially increasing the rate of consolidation in the securities industry.

We also compete with other securities firms for successful sales representatives, securities traders and investment bankers. Competition for qualified employees in the financial services industry is intense. Our continued ability to compete effectively depends on our ability to attract new employees and to retain and motivate our existing employees.

Government Regulation

Regulation of the Securities Industry and Broker-Dealers

Our business is subject to extensive regulation applicable to the securities industry in the United States and elsewhere. As a matter of public policy, regulatory bodies in the United States and the rest of the world are charged with safeguarding the integrity of the securities and other financial markets and with protecting the interests of customers participating in those markets. In the United States, the SEC is the federal agency responsible for the administration of the federal securities laws. In general, broker-dealers are required to register with the SEC under the Exchange Act. Under the Exchange Act, every registered broker-dealer that does business with the public is required to be a member of and is subject to the rules of FINRA. FINRA administers qualification testing for all securities principals and registered representatives for its own account and on behalf of the state securities authorities. vFinance Investments and EquityStation are broker-dealers registered with the SEC and members of FINRA.

Our broker-dealers are also subject to regulation under state law. vFinance Investments and EquityStation are currently registered as broker-dealers in all 50 states and the District of Columbia. FINRA approved the change of ownership to, or asset acquisition by, us, as the case may be, of (i) Union Atlantic Capital, L.C. from Pinnacle Capital Group, L.C., (ii) First Level Capital, Inc. from NWH, (iii) First Colonial Securities Group, Inc., (iv) Global Partners and EquityStation, and (v) Sterling Financial. The federal securities laws prohibit the states from imposing substantive requirements on broker-dealers that exceed those imposed under federal law. The laws, however, do not preclude the states from imposing registration requirements on broker-dealers that operate within their jurisdiction or from sanctioning these broker-dealers who have engaged in misconduct.

The SEC, self-regulatory organizations, such as FINRA, and state securities commissions may conduct administrative proceedings that can result in censure, fine, the issuance of cease-and-desist orders, or the suspension or expulsion of a broker-dealer, its officers, or its employees. The SEC and self-regulatory organization rules cover many aspects of a broker-dealer's business, including capital structure and withdrawals, sales methods, trade practices among broker-dealers, use, and safekeeping of customers' funds and securities, record-keeping, the financing of customers' purchases, broker-dealer and employee registration, and the conduct of directors, officers, and employees. Additional legislation, changes in rules promulgated by the SEC and self-regulatory organizations, or changes in the interpretation or enforcement of existing laws and rules, may directly affect the mode of operation and profitability of broker-dealers.

The Uniform Net Capital Rule and FINRA rules require prior notice to the SEC and FINRA for certain withdrawals of capital and also provide that the SEC may restrict for up to 20 business days any withdrawal of equity capital, or

unsecured loans or advances to shareholders, employees or affiliates if the capital withdrawal, together with all other net capital withdrawals during a 30-day period, exceeds 30% of excess net capital and the SEC concludes that the capital withdrawal may be detrimental to the financial integrity of the broker-dealer.

In addition, the Uniform Net Capital Rule provides that the total outstanding principal amount of a broker-dealer's indebtedness under certain subordination agreements, the proceeds of which are included in its net capital, may not exceed 70% of the sum of the outstanding principal amount of all subordinated indebtedness included in net capital, par or stated value of capital stock, paid in capital in excess of par, retained earnings and other capital accounts for a period in excess of 90 days. A change in the Uniform Net Capital Rule, the imposition of new rules or any unusually large charge against net capital could limit those parts of our operations that require the intensive use of capital and also could restrict our ability to pay dividends, repay debt and repurchase shares of our outstanding stock.

As of January 24, 2008, the minimum amount of net capital required to be maintained by vFinance Investments was \$1,000,000 and the minimum amount of net capital required to be maintained by our wholly-owned subsidiary, EquityStation was \$100,000. A significant operating loss or any unusually large charge against net capital could adversely affect our ability to expand or even maintain our present levels of business, which could have a material adverse affect on our business and operations. vFinance Investments and EquityStation are members of SIPC which provides, in the event of the liquidation of a broker-dealer, protection for clients' accounts up to \$500,000, subject to a limitation of \$100,000 for claims for cash balances. VFinance Investments' retail clients' accounts are carried on the books and records of NFS and Legent Clearing. NFS has obtained additional insurance from a private insurer, Customer Asset Protection Co. (CAPCO), for the full value of the customer's account in excess of the standard SIPC coverage. The client accounts for EquityStation are carried on the books and records of NFS and Penson Clearing.

Application of Laws and Rules to Internet Business and Other Online Services

Due to the increasing popularity and use of the Internet and other online services, various regulatory authorities are considering laws and/or regulations with respect to the Internet or other online services covering issues such as user privacy, pricing, content copyrights and quality of services. In addition, the growth and development of the market for online commerce may prompt more stringent consumer protection laws that may impose additional burdens on those companies conducting business online. When the Securities Act, which governs the offer and sale of securities, and the Exchange Act, which governs, among other things, the operation of the securities markets and broker-dealers, were enacted, such acts did not contemplate the conduct of a securities business through the Internet and other online services. The recent increase in the number of complaints by online traders could lead to more stringent regulations of online trading firms and their practices by the SEC, FINRA and other regulatory agencies.

Although the SEC, in releases and no-action letters, has provided guidance on various issues related to the offer and sale of securities and the conduct of a securities business through the Internet, the application of the laws to the conduct of a securities business through the Internet continues to evolve. Furthermore, the applicability to the Internet and other online services of existing laws in various jurisdictions governing issues such as property ownership, sales and other taxes and personal privacy is uncertain and may take years to resolve. Uncertainty regarding these issues may adversely affect the viability and profitability of our business.

As our services, through our subsidiaries, are available over the Internet in multiple jurisdictions, and as we, through our subsidiaries, have numerous clients residing in these jurisdictions, these jurisdictions may claim that our subsidiaries are required to qualify to do business as a foreign corporation in each such jurisdiction. While vFinance Investments and EquityStation are currently registered as broker-dealers in the jurisdictions described in this prospectus, vFinance Investments, EquityStation and our non-broker dealer subsidiaries are qualified to do business as corporations in only a few jurisdictions. Failure to qualify as an out-of-state or foreign corporation in a jurisdiction where we are required to do so could subject us to taxes and penalties for the failure to qualify.

Intellectual Property

We own the following federally registered marks: vFinance, Inc.®, vFinance.com, Inc.®, AngelSearch®, Direct2Desk® and Hedge Fund Accelerator®.

Employees

At December 31, 2007, we employed the following personnel:

Position	Salaried	Contract	Total
Officers	9	-	9
Administration	35	28	63
Brokers	21	125	146
Traders	19	1	20
Investment Bankers	6	15	221
Lenders	-	5	5
Totals	90	174	264

None of our personnel are covered by a collective bargaining agreement. We consider our relationships with our employees to be good. Any future increase in the number of employees will depend upon the growth of our business. Our registered representatives are required to take examinations administered by FINRA and state authorities in order

to qualify to transact business and are required to enter into agreements with us obligating them, among other things, to adhere to industry rules and regulations, our supervisory procedures and not to solicit customers, other employees or brokers in the event of termination.

Seasonality and Backlog

Our business is not subject to significant seasonal fluctuations, and there are no material backlogs in our business.

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Research and Development and Environmental Matters

We did not incur any research and development expenses during the last three fiscal years. We do not incur any significant costs or experience any significant effects as a result of compliance with federal, state and local environmental laws.

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Description of Property

The Company leases office space in four locations. The following chart provides information related to these lease obligations:

Office Location	Approximate Square Footage	Lease Rental	Expiration Date
3010 N. Military, Boca Raton, FL	18,390	\$ 666,930	2/28/2009
880 Third Ave., New York, NY	7,850	\$ 188,520	6/30/2008
131 Gaither Drive, Mount Laurel, NJ	1,400	\$ 19,600	9/31/2008
1200 N. Federal Highway, Boca Raton FL	16,250	\$ 542,100	8/21/2014

Our corporate headquarters are located at 3010 North Military Trail, Boca Raton, Florida 33431, where we lease 18,390 square feet for an approximate annual rent of \$666,930. The lease expires on February 28, 2009.

On December 15, 2004, we entered into a lease at 880 Third Avenue, New York, New York for office space on the twelfth floor with an annual rent of \$188,520 for approximately 7,850 square feet. The lease expires on June 30, 2008.

On August 1, 2004, we entered into a lease in Mt. Laurel, New Jersey. The opening of this office was part of our disaster recovery plan implemented in order to be able to provide our clients with uninterrupted service. The lease is for approximately 1,400 square feet with an annual rent of \$19,600 and expires on September 31, 2008.

Effective September 27, 2006, vFinance Investments entered into a lease for property located in Boca Raton for additional office space. The lease is for approximately 16,250 square feet with an estimated annual rent of \$542,100 and expires on August 21, 2014. On September 27, 2006, we entered into a sublease with regard to approximately 14,000 square feet of this property with an estimated annual rent of \$486,400, which sublease expires on August 21, 2014. Since September 2004, we have subleased the balance of this space on a month-to-month basis for an estimated annual rent of \$71,200.

We consider the facilities of our company and those of our subsidiaries to be reasonably insured and adequate for the foreseeable needs of our company and its subsidiaries.

Legal Proceedings

From time to time, vFinance, Inc. and/or one of our subsidiaries is named as a party to a lawsuit that has arisen in the ordinary course of business. Although it is possible that losses exceeding amounts already recorded may be incurred upon ultimate resolution of these existing legal proceedings, we believe that such losses, if any, will not have a material adverse effect on our business, results of operations or financial position; however, unfavorable resolution of each matter individually or in the aggregate could affect the consolidated results of operations for the quarterly and annual periods in which they are resolved.

The business of vFinance Investments and EquityStation involve substantial risks of liability, including exposure to liability under federal and state securities laws in connection with the underwriting or distribution of securities. Additionally, claims by dissatisfied customers for fraud, unauthorized trading, churning, mismanagement and breach of fiduciary duty. In recent years, there has been an increasing incidence of litigation involving the securities industry, including class actions that generally seek rescission and substantial damages.

In the ordinary course of business, we and/or our subsidiaries may be parties to other legal proceedings and regulatory inquiries, the outcome of which, either singularly or in the aggregate, is not expected to be material. There can be no assurance however that any sanctions will not have a material adverse effect on our financial condition or results of

operations and/or our subsidiaries. The following is a brief summary of certain matters pending against or involving us and our subsidiaries.

In November 2007, Nupetco Associates, LLC filed a customer arbitration action (FINRA Case No. 07-03152) with FINRA naming vFinance Investments as a co-respondent. Nupetco Associates, LLC alleges violations of various state and federal securities laws. Nupetco Associates, LLC seeks compensatory damages of \$508,787 against vFinance Investments in addition to costs, attorneys fees and punitive damages. vFinance Investments has filed an answer and affirmative defenses and has requested discovery from the arbitration claimant. vFinance Investments intends to vigorously defend the arbitration.

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On January 3, 2008, the SEC issued an Order Instituting Administrative Proceedings against vFinance Investments, Richard Campanella and a registered representative of vFinance Investments, alleging that they violated federal securities laws by failing to preserve and produce customer correspondence of the registered representative. The registered representative terminated his employment with the Company on August 4, 2006, and has not been associated with the Company since that date. The Company and Mr. Campanella will likely assert as a defense that Mr. Campanella complied to the best of his ability in a timely manner with the SEC's requests for documents; however, the Company and Mr. Campanella have not filed an answer responding to the specific allegations in the Order. The Company and Mr. Campanella intend to vigorously defend against the allegations.

On January 24, 2008, the Company received a complaint in a civil case (Case No. 50-2008-CA-001703-XXXX-MB, 15th Judicial Circuit Court, Palm Beach County, Florida) from Harry Konig, a former employee. Mr. Konig claims that the Company breached the employment agreement entered into with Mr. Konig on November 2, 2004, specifically with regard to the payment of his incentive compensation and the issuance of options. Mr. Konig contends that he is owed \$280,000 as incentive compensation and options to purchase 350,000 shares of the Company's common stock. In addition, Mr. Konig is seeking costs and attorney's fees incurred for this action. The Company is evaluating the merits of the claims and intends to defend vigorously against Mr. Konig's claims.

The Company is engaged in a number of other legal proceedings incidental to the conduct of its business. These claims aggregate within the range of \$75,000 to \$300,000.

MANAGEMENT'S DISCUSSION AND ANALYSIS

This discussion presents vFinance management's analysis of vFinance's results of operations and financial condition as of and for each of the years ended December 31, 2004, 2005 and 2006, respectively, and the three and nine months ended September 30, 2006 and 2007. The discussion should be read in conjunction with vFinance's Unaudited Condensed Consolidated Financial Statements and Consolidated Financial Statements and the notes related thereto which appear elsewhere in this prospectus.

vFinance has restated certain amounts in its consolidated statements of income for each of the years ended December 31, 2004, 2005 and 2006 and for the three and nine months ended September 30, 2006 and 2007, as a result of comments from the SEC, as discussed in Note 1 to its Consolidated Financial Statements contained elsewhere in the prospectus.

In addition to the aforementioned restatement and revision, certain reclassifications of amounts previously reported have been made to the accompanying Consolidated Financial Statements in order to maintain consistency and comparability between periods presented.

Recent Developments

On November 7, 2007, vFinance entered into an agreement and plan of merger with National and vFin Acquisition Corporation, a wholly owned subsidiary of National. Under the terms and subject to the conditions set forth in the merger agreement, vFin Acquisition Corporation will be merged with and into vFinance, the separate corporate existence of vFin Acquisition Corporation will cease and vFinance will continue as a surviving corporation of the merger and as a wholly-owned subsidiary of National.

Pursuant to the merger agreement, upon the closing of the merger, each share of vFinance common stock outstanding immediately prior to the closing of the merger (other than shares held by National or vFinance or any vFinance stockholders who properly exercise dissenters' rights under Delaware law) will be converted automatically into the right to receive 0.14 shares of National common stock, plus any cash in lieu of fractional shares of National common stock.

Each option to purchase vFinance common stock outstanding upon closing of the merger will be converted into options to acquire the number of shares of National common stock determined by multiplying (i) the number of vFinance shares of common stock underlying each outstanding vFinance stock option immediately prior to the effective time of the merger by (ii) 0.14, at a price per share of National common stock equal to (i) the exercise price per share of each stock option otherwise purchasable pursuant to the vFinance stock option divided by (ii) 0.14. Each warrant to purchase vFinance common stock outstanding on the closing of the merger will be exercisable to purchase the number of shares of National common stock determined by multiplying (i) the number of shares of vFinance common stock underlying each outstanding warrant by (ii) 0.14, at a price per share of National common stock equal to (i) the aggregate exercise price of such outstanding warrant to purchase vFinance common stock divided by (ii) the number of shares of National common stock for which such warrant is exercisable, as determined above.

See Note 7 to vFinance's Unaudited Condensed Consolidated Financial Statements for additional information about the transaction.

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Overview

vFinance, Inc. is a financial services company that specializes in high growth opportunities. Its three principal lines of business are: (1) offering full service retail brokerage to approximately 12,000 high net worth and institutional clients, (2) providing investment banking and advisory services to micro, small and mid-cap high growth companies, and (3) trading securities, including making markets in over 3,500 micro and small cap stocks and providing liquidity in the United States Treasury marketplace. In addition to vFinance's core business, it offers information services on its website. vFinance Investments, Inc. ("vFinance Investments") and EquityStation, Inc. ("EquityStation"), both subsidiaries of vFinance, are broker-dealers registered with the Securities and Exchange Commission ("SEC"), and members of Financial Industry Regulatory Authority ("FINRA") (formerly the National Association of Securities Dealers) and Securities Investor Protection Corporation ("SIPC"). vFinance Investments is also a member of the National Futures Association ("NFA").

In May 2006, vFinance completed the acquisition of select assets of Sterling Financial Group (the "Sterling Financial Acquisition"), following the acquisition of certain assets of Global Partners Securities, Inc. ("Global") and 100% of the issued and outstanding equity securities of EquityStation in November 2004 (the "Global Acquisition"). These acquisitions are reflected in vFinance's financial statements from their respective transaction dates, affecting the comparability of its results of operations in the years ended December 31, 2006, 2005 and 2004, as discussed in the sections that follow. See Note 3, "Acquisitions," to vFinance's Consolidated Financial Statements included in this prospectus for further information about the Sterling Financial Acquisition and the Global Acquisition.

Three Months Ended September 30, 2007 Compared to the Three Months Ended September 30, 2006

Results of Operation

The following table and discussion summarizes the changes in major revenue and expense categories for the three and nine months ended September 30, 2007 and 2006.

Statement Of Operations

Revenues

	Three Months Ended September 30, 2007 (Restated and Revised)				Nine Months Ended September 30, 2007 (Restated and Revised)			
	2006 (Restated and Revised)	Change	% Chg.	2006 (Restated and Revised)	Change	% Chg.		
Revenues:								
Commissions -								
agency	\$ 6,014,500	\$ 4,849,900	1,164,600	24.0%	\$ 18,521,800	\$ 14,374,700	\$ 4,147,100	28.8%
Trading profits	\$ 2,849,600	\$ 2,794,500	55,100	2.0%	\$ 9,684,700	\$ 6,798,600	\$ 2,886,100	42.5%
Success fees	\$ 624,400	\$ 989,700	(365,300)	(36.9)%	\$ 3,069,200	\$ 3,892,700	\$ (823,500)	(21.2)%
Other								
brokerage related income	\$ 1,453,600	\$ 847,900	605,700	71.4%	\$ 4,681,700	\$ 2,394,000	\$ 2,287,700	95.6%
Consulting fees	\$ 13,900	\$ 44,700	(30,800)	(68.9)%	\$ 50,000	\$ 347,700	\$ (297,700)	(85.6)%
Other	\$ 30,000	\$ 70,900	(40,900)	(57.7)%	\$ 100,400	\$ 351,600	\$ (251,200)	(71.4)%
Total revenues	\$ 10,986,000	\$ 9,597,600	1,388,400	14.5%	\$ 36,107,800	\$ 28,159,300	\$ 7,948,500	28.2%
Compensation, commissions	\$ 9,334,600	\$ 7,641,400	1,693,200	22.2%	\$ 29,247,300	\$ 22,197,100	\$ 7,050,200	31.8%

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and benefits									
Clearing and transaction costs	\$ 1,055,000	\$ 1,015,800	39,200	3.9%	\$ 3,298,800	\$ 3,006,600	\$ 292,200	9.7%	
General and administrative costs	\$ 719,200	\$ 785,300	(66,100)	(8.4)%	\$ 2,699,200	\$ 2,015,500	\$ 683,700	33.9%	
Occupancy and equipment costs	\$ 277,000	\$ 335,400	(58,400)	(17.4)%	\$ 809,200	\$ 860,200	\$ (51,000)	(5.9)%	
Depreciation and amortization	\$ 325,000	\$ 310,200	14,800	4.8%	\$ 964,000	\$ 643,900	\$ 320,100	49.7%	
Total operating costs	\$ 11,710,800	\$ 10,088,100	1,622,700	16.1%	\$ 37,018,500	\$ 28,723,300	\$ 8,295,200	28.9%	
Loss from operations	\$ (724,800)	\$ (490,500)	(234,300)	47.8%	\$ (910,700)	\$ (564,000)	\$ (346,700)	61.5%	
Other income (expenses):									
Interest income	\$ 7,400	19,400	(12,000)	(61.9)%	\$ 32,600	\$ 56,600	\$ (24,000)	(42.4)%	
Interest expense	\$ (26,300)	(14,300)	(12,000)	83.9%	\$ (62,500)	\$ (44,500)	\$ (18,000)	40.4%	
Dividend income	\$ 3,000	5,600	(2,600)	(46.4)%	\$ 10,200	\$ 19,400	\$ (9,200)	(47.4)%	
Other income, net	\$ 75,100	37,300	37,800	101.3%	\$ 78,900	\$ 58,400	\$ 20,500	35.1%	
Total other income, net	\$ 59,200	48,000	11,200	23.3%	\$ 59,200	\$ 89,900	\$ (30,700)	(34.1)%	
Loss before income taxes	\$ (665,600)	(442,500)	(223,100)	50.4%	\$ (851,500)	\$ (474,100)	\$ (377,400)	79.6%	

Total revenues for the three months ended September 30, 2007 increased 14%, or \$1.4 million, compared to the three months ended September 30, 2006. The \$1.4 million increase is attributable primarily to higher agency commissions and other brokerage related income, which increased by 24% and 71%, respectively, both driven by the addition of new brokers in 2006 and 2007. Additionally, trading profits for the three months ended September 30, 2007 increased 2%, or \$55,100, compared to the three months ended September 30, 2006, primarily as a result of an increase in vfinance's fixed income trading group, partially offset by a decrease from its equity market making activities. Success fees from investment banking decreased 37%, or \$365,300, in the three months ended September 30, 2007 compared to the three months ended September 30, 2006, primarily as a result of a decrease in investment banking transactions.

Operating Expenses

Compensation, commissions and benefits. Compensation, commissions and benefits for the three months ended September 30, 2007 increased 22%, or \$1.7 million, compared to the three months ended September 30, 2006. Commissions are correlated with our revenues, primarily agency commissions, trading profits and success fees from investment banking. Additional increases in compensation, commissions and benefits are primarily attributable to incentive compensation provided to new brokers, as well as increased salaries.

Clearing and transaction costs. Clearing and transaction costs for the three months ended September 30, 2007 increased \$39,200, or 4%, compared to the three months ended September 30, 2006, primarily as a result of an increase in transaction volume attributable to the addition of new brokers, partially offset by a shift in vfinance's revenue mix to lower-cost institutional trading transactions.

General and administrative costs. General and administrative costs for the three months ended September 30, 2007 decreased \$66,100, or 8%, compared to the three months ended September 30, 2006, primarily as a result of improved recovery of costs incurred on behalf of independent brokers.

Occupancy and equipment costs. Occupancy and equipment costs for the three months ended September 30, 2007 decreased \$58,400, or 17%, compared to the three months ended September 30, 2006, primarily because in December 2006 vfinance subleased office space acquired under a lease assumed in connection with the Sterling Financial Acquisition.

Depreciation and amortization. Depreciation and amortization for the three months ended September 30, 2007 increased \$14,800, or 5%, compared to the three months ended September 30, 2006, primarily as a result of depreciation expense related to recent property and equipment additions, including equipment under computer capital leases.

Nine Months Ended September 30, 2007 Compared to the Nine Months Ended September 30, 2006

Statement of Operations

Revenues

Total revenues for the nine months ended September 30, 2007 increased 28%, or \$7.9 million, compared to the nine months ended September 30, 2006. The \$7.9 million increase is attributable to higher agency commissions, increased trading profits, and other brokerage related income, all driven primarily by the addition of new brokers in 2006 and 2007. Success fees from investment banking decreased 21%, or 823,500, in the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006, primarily as a result of a decrease in investment banking deal volume.

Operating Expenses

Compensation, commissions and benefits. Compensation, commissions and benefits for the nine months ended September 30, 2007 increased 32%, or \$7.1 million, compared to the nine months ended September 30, 2006. Commissions are correlated with revenues, primarily agency commissions, trading profits and success fees from investment banking. Additional increases in compensation, commissions and benefits are primarily attributable to incentive compensation provided to new brokers, as well as increased salaries.

Clearing and transaction costs. Clearing and transaction costs for the nine months ended September 30, 2007 increased \$292,200, or 10%, compared to the nine months ended September 30, 2006, primarily as a result of an increase in transaction volume attributable to the addition of new brokers, partially offset by a shift in vFinance's revenue mix to lower-cost institutional trading transactions.

General and administrative costs. General and administrative costs for the nine months ended September 30, 2007 increased \$683,700, or 34%, compared to the nine months ended September 30, 2006, primarily as a result of professional fees associated with arbitration and litigation matters during the first six months of 2007 and the expansion of vFinance's Sarbanes-Oxley and Gramm-Leach-Bliley compliance programs. Remaining increases resulted from temporary labor and other increased professional fees to support our growth.

Occupancy and equipment costs. Occupancy and equipment costs for the nine months ended September 30, 2007 decreased \$51,000, or 6%, compared to the nine months ended September 30, 2006, primarily because in December 2006 vFinance subleased office space acquired under a lease assumed in connection with the Sterling Financial Acquisition.

Depreciation and amortization. Depreciation and amortization for the nine months ended September 30, 2007 increased \$320,100, or 50%, compared to the nine months ended September 30, 2006, primarily as a result of the amortization expense associated with the customer relationships from the Sterling Financial Acquisition and depreciation expense related to property and equipment additions, including computer equipment under capital leases.

Year Ended December 31, 2006 Compared to the Years Ended December 31, 2005 and 2004

The largest portion of vFinance's revenues, 62%, 72% and 65% in 2006, 2005 and 2004, respectively, was attributable to retail brokerage commissions and other brokerage-related income generated by its wholly owned broker-dealer subsidiaries, vFinance Investments and EquityStation. vFinance's retail brokerage operations buy and sell securities for its customers from other dealers on an agency basis, and charge its customers a commission for its services. Such commission revenue is derived from brokerage transactions in listed and over-the-counter securities and mutual fund securities. vFinance also generated 25%, 16% and 20% of its revenues through trading profits generated in its market making activities in 2006, 2005 and 2004, respectively. The majority of vFinance's remaining revenues are derived primarily from investment banking-related success and consulting fees.

vFinance reported a net loss of \$2.2 million (\$0.04 per basic and diluted share) in 2006, compared to \$1.1 million (\$0.03 per basic and diluted share) in 2005. vFinance's revenues increased \$12.6 million in 2006, or 49%, principally as a result of the Sterling Financial Acquisition and improved market conditions for its investment banking and trading businesses. Increases in compensation, commissions and benefit expenses, clearing and transaction costs and occupancy and equipment costs related to the increased revenues and the Sterling Financial Acquisition offset these increased revenues. Additionally, vFinance recorded \$448,200 of stock-based compensation expense in 2006 compared to \$19,400 in 2005, as a result of the implementation of Statement of Financial Accounting Standards No. 123 (revised 2004), "Share Based Payment" ("SFAS No. 123R"). vFinance's depreciation and amortization expense also increased by \$512,400 in 2006, primarily as a result of amortization expense recorded in connection with the Sterling Financial Acquisition.

vFinance reported a net loss of \$1.1 million (\$0.03 per basic and diluted share) in 2005, compared to net income of \$2.2 million (\$0.06 per diluted share) in 2004. During 2005, vFinance's revenues decreased \$351,500, or 1%, primarily as a result of less favorable market conditions for the investment banking and trading businesses in 2005 than in 2004, while its clearing and transaction costs increased \$737,900 in 2005, principally as a result of the addition of the EquityStation platform business and increases in execution fees for wholesale trading. Additionally, vFinance's depreciation and amortization expense increased \$280,200 in 2005, primarily as a result of the Global Acquisition, and vFinance recorded a goodwill impairment charge of \$420,000. During 2004, vFinance recorded a \$1.5 million gain on forgiveness of debt, in connection with the termination of a credit agreement.

Statement of Operations

Revenues

The following table and discussion summarizes the changes in the major revenue and expense categories for the past three years, with 2006, 2005 and 2004 having been restated:

	As of and for the Years Ended December 31,			
2006	2005	Change	%Change	2004

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	(Restated and Revised)	(Restated and Revised)			(Restated and Revised)	Change	%Change
Revenues:							
Commissions - agency	\$ 20,323,700	\$ 15,941,200	\$ 4,382,500	27%	\$ 14,571,900	\$ 1,369,300	9%
Trading profits	9,606,000	4,177,400	5,428,600	130%	5,156,800	(979,400)	(19)%
Success fees	4,481,300	2,108,600	2,372,700	113%	3,175,900	(1,067,300)	(34)%
Other brokerage related income	3,546,000	2,837,600	708,400	25%	2,567,500	270,100	11%
Consulting fees	375,400	523,600	(148,200)	(28)%	370,800	152,800	41%
Other	220,300	340,400	(120,100)	(35)%	437,400	(97,000)	(22)%
Total revenues	\$ 38,552,700	\$ 25,928,800	\$ 12,623,900	49%	\$ 26,280,300	(351,500)	(1)%

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nm - not meaningful

In 2006, total revenues increased \$12.6 million, or 49%, primarily as a result of the Sterling Financial Acquisition and more favorable market conditions. Approximately 43% of the \$12.6 million increase is attributable to increased trading profits, derived from the customer relationships acquired from Sterling Financial in May 2006 and generally more favorable trading conditions in vFinance's market making activities. An additional 35% of the 2006 revenue increase resulted from higher agency commissions, attributable to the addition of new brokers, through both the Sterling Financial Acquisition and other brokers hired independently. The majority of the remaining increase was due to higher revenues from success fees relating to investment banking transactions, resulting primarily from more favorable market conditions in 2006. Non-cash revenues derived from success fees increased to \$2.0 million in 2006 from \$487,500 in 2005.

Total revenues decreased 1% in 2005 compared to 2004, primarily as a result of a 19% decrease in trading profits and a 34% decrease in success fees, resulting from less favorable market conditions in 2005 than in 2004 for the trading and investment banking businesses, respectively. Partially offsetting these factors, was a 9% increase in retail agency commissions, attributable to a \$1.6 million increase in revenues from the customer relationships recorded in the Global Acquisition, derived from having a full year of operations in 2005, compared to two months in 2004.

	Years Ended December 31,						
	2006 (Restated and Revised)	2005 (Restated and Revised)	Change	%Change	2004 (Restated and Revised)	Change	%Change
Compensation, commissions and benefits	\$ 31,232,000	\$ 20,313,300	\$ 10,918,700	54%	\$ 19,791,000	\$ 522,300	3%
Clearing and transaction costs	4,337,200	2,977,200	1,360,000	46%	2,239,300	737,900	33%
General and administrative costs	3,158,800	2,332,800	826,000	35%	2,310,200	22,600	1%
Occupancy and equipment costs	1,166,600	743,300	423,300	57%	475,600	267,700	56%
Depreciation and amortization	958,700	446,300	512,400	115%	166,100	280,200	169%
Goodwill impairment	-	420,000	(420,000)	(100)%	-	420,000	nm
Total operating costs	\$ 40,853,300	\$ 27,232,900	\$ 13,620,400	50%	\$ 24,982,200	\$ 2,250,700	9%

nm - not meaningful

Compensation, commissions and benefits. Compensation, commissions and benefits increased \$10.9 million, or 54%, in 2006. Compensation, commissions and benefits are correlated with vFinance's revenues, primarily agency commissions, trading profits and success fees from investment banking, which increased in 2006 primarily as a result of the Sterling Financial Acquisition. vFinance also recorded \$448,200 of compensation expense in connection with the adoption of SFAS No. 123R, effective January 1, 2006. Additional increases in compensation, commissions and benefits are attributable to increased benefit costs, particularly health insurance premiums. Non-cash compensation paid increased to \$1.4 million in 2006 from \$158,100 in 2005.

Compensation, commissions and benefits increased \$522,300, or 3%, in 2005, primarily as a result of increased personnel to support vFinance's growth resulting, in part, from the Global Acquisition, including the addition of a new senior management positions and new staff positions.

Clearing and transaction costs. Clearing and transaction costs increased \$1.4 million in 2006, or 46%, primarily as a result of an increase in transaction volume attributable to customer relationships acquired in the Sterling Financial Acquisition and the addition of other independent brokers.

Clearing and transaction costs increased \$737,900 in 2005, or 33%, primarily as a result of the addition of the EquityStation trading platform business and increases in execution fees for wholesale trading, resulting in higher average transaction costs associated with trading activities.

General and administrative costs. General and administrative expenses increased \$826,000 in 2006, or 35%, primarily as a result of (i) a \$303,000 increase in legal fees, primarily associated with litigation and arbitration matters, (ii) \$261,300 of non-cash costs associated with the issuance of equity in connection with arbitration settlements, and (iii) the forgiveness of \$215,000 due from an unconsolidated affiliate.

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General and administrative expenses increased \$22,600 in 2005, or 1%, primarily as a result of the addition of a disaster recovery site in Mt. Laurel, New Jersey. In addition, vFinance incurred non-cash expenses in 2005 of \$80,000 for the impairment of our investment in an unconsolidated affiliate.

Occupancy and equipment costs. Occupancy and equipment expenses increased \$423,300 in 2006, or 57%, primarily as a result of the occupancy and equipment costs associated with the Sterling Financial Acquisition.

In 2005, occupancy and equipment expenses increased \$267,700, or 56%, primarily as a result of increased rent expense due to expansion of vFinance's leased facilities at the corporate offices in Boca Raton and New York City and the addition of a disaster recovery leased location in Mt. Laurel, New Jersey.

Depreciation and amortization. Depreciation and amortization increased \$512,400 in 2006, or 115%, primarily as a result of the amortization expense associated with the customer relationships from the Sterling Acquisition.

In 2005, depreciation and amortization increased \$280,200, or 169%, primarily as a result of the amortization expense associated with the customer relationships from the EquityStation Acquisition.

Goodwill impairment. In 2005, vFinance recorded goodwill impairment charges of \$420,000 to write-off goodwill from a prior period acquisition, when certain brokers left the firm and vFinance determined there was no longer value remaining in the goodwill recorded in connection with the acquisition. vFinance had no goodwill remaining at December 31, 2006 or 2005.

Other Income (Expense)

	As of and for the Years Ended December 31,							
	2006 (Restated and Revised)	2005 (Restated and Revised)	Change	%Change	2004 (Restated and Revised)	Change	%Change	
Other income (expenses):								
Gain on forgiveness of debt	\$ —	—\$ —	—	0%	\$ 1,500,000	\$ (1,500,000)	(100)%	
Interest income	85,300	82,600	2,700	3%	35,100	47,500	135%	
Interest expense	(59,700)	(30,700)	(29,000)	94%	(394,400)	363,700	(92)%	
Dividend income	22,500	5,900	16,600	281%	27,300	(21,400)	(78)%	
Other income (expense), net	76,800	104,800	(28,000)	(27)%	(231,000)	335,800	nm	
Total other income (expense)	\$ 124,900	\$ 162,600	\$ (37,700)	(23)%	\$ 937,000	\$ (774,400)	(83)%	

nm - not meaningful

During 2004, vFinance recorded a \$1.5 million gain on forgiveness of debt as a result of an agreement between vFinance and its clearing broker, pursuant to which its clearing broker agreed to repay a credit facility under which vFinance owed \$1.5 million. See Note 10 to the Consolidated Financial Statements included in this prospectus for additional discussion on this gain.

Interest expense increased \$29,000 in 2006, or 94% primarily as a result of an increase in capital lease obligations arising from acquisitions of computer equipment. Interest expense decreased \$363,700 in 2005, or 92%, primarily as a result of the elimination of interest expenses associated with the \$1.5 million of debt forgiven in 2004.

Other income, net decreased \$28,000 in 2006, or 27%, primarily because 2005 results included income from an arbitration settlement, which did not recur in 2006, Partially offsetting this factor was by sublease rental income recorded in connection with the sublease of property assumed in connection with the Sterling Financial Acquisition.

vFinance recorded other income, net of \$104,800 in 2005, compared to other expense, net of \$231,000 in 2004. Other income, net included \$62,500 received in the settlement of a legal matter in 2005. Other expenses, net, were comprised primarily of \$231,600 of conversion premium expense recorded in connection with a note conversion in 2004.

Transactions with Affiliates

During 2006, vFinance recorded a \$215,000 charge to write-off amounts due from an unconsolidated subsidiary, Center for Innovative Entrepreneurship ("CIE"), for expenses vFinance incurred on its behalf. vFinance provides office space and management and administrative services to CIE through an agreement under which vFinance should be reimbursed the costs of providing these services. vFinance accrued a receivable for reimbursements totaling \$215,000 through December 31, 2006 under the expectation that CIE would generate cash flows sufficient to provide cash reimbursement. While preparing its Consolidated Financial Statements as of and for the year ended December 31, 2006, vFinance determined that recovery of this \$215,000 was unlikely, and that reimbursements for these costs in the future would be uncertain until CIE demonstrates an ability to reimburse vFinance. Accordingly, vFinance wrote-off the entire receivable balance and expects to recognize amounts reimbursed by CIE under the cost recovery method in future periods. vFinance expects this arrangement to continue for the foreseeable future.

Also during 2006, vFinance paid \$161,900 for a 4.9% equity interest in The Cluster Competitiveness Group, S.A, a company that provides economic feasibility services. vFinance made this investment because it believed that through its relationship, it could benefit from the introduction to investment banking needs of the clients of this affiliate, and may make further investments in future periods, although vFinance has no commitment to do so.

On January 1, 2003, vFinance entered into an agreement with JSM Capital Holding Corp. ("JSM"), a retail brokerage operation headquartered in New York and founded by John S. Matthews (who also was, at the same time, named the President of vFinance's Retail Brokerage Division). vFinance issued JSM warrants to purchase 1,000,000 shares of vFinance common stock at an exercise price of \$0.20 in exchange for a 19% equity interest in JSM. The warrants were valued using the Black-Scholes valuation method, which calculated the value to be \$0.08 per warrant, or \$80,000 in the aggregate. In August 2005, vFinance's relationship with JSM was terminated, and vFinance fully impaired the investment in JSM in the fourth quarter of 2005, when it was determined that JSM had no remaining material assets or operations. Mr. Matthews filed an arbitration action against vFinance in connection with the termination of the relationship, which was settled in July 2007. Pursuant to the terms of the settlement agreement, vFinance paid \$50,000 to Mr. Matthews in July 2007 and is obligated to make further payments totaling \$250,000 to Mr. Matthews. See Note 12 to vFinance's Consolidated Financial Statements and Note 6 to its Unaudited Condensed Consolidated Financial Statements for further discussion of the arbitration action and subsequent settlement.

Income Tax Provision (Benefit)

vFinance account for income taxes in accordance with the provision of SFAS No. 109, "Accounting for Income Taxes," which requires the recognition of deferred tax assets and liabilities at tax rates expected to be in effect when these balances reverse. Future tax benefits attributable to temporary differences are recognized to the extent that the realization of such benefits is more likely than not. vFinance has concluded that it is more likely than not that its deferred tax assets as of December 31, 2006 and 2005 will not be realized based on the scheduling of deferred tax liabilities and projected taxable income. The amount of the deferred tax assets actually realized, however, could vary if there are differences in the timing or amount of future reversals of existing deferred tax liabilities or changes in the actual amounts of future taxable income. Should vFinance determine that vFinance will be able to realize all or part of the deferred tax asset in the future, an adjustment to the deferred tax asset will be recorded in the period such determination is made.

vFinance did not record a provision for income taxes in 2006 or 2005 as a result of the net loss vFinance recorded in those periods.

vFinance recorded a provision for income taxes of \$40,000 in 2004 as a result of Alternative Minimum Taxes under the Internal Revenue Code.

Liquidity and Capital Resources

Historically, vFinance has satisfied its liquidity and regulatory capital needs through the issuance of equity and debt securities. As of September 30, 2007, liquid assets consisted primarily of cash and cash equivalents of \$4.5 million and marketable securities of \$737,500, for a total of \$5.2 million, which approximates the \$5.2 million in liquid assets as of December 31, 2006. As of September 30, 2007, vFinance had long-term capital lease obligations of \$206,600, net of current obligations of \$201,300.

Both vFinance Investments and EquityStation are subject to the SEC Uniform Net Capital Rule (rule 15c3-1), which requires the maintenance of minimum net capital. Both vFinance Investments and EquityStation have elected to use the alternative standard method permitted by the rule. This method requires that vFinance Investments maintain minimum net capital equal to the greater of \$250,000 or a specified amount per security based on the bid price of each security for which vFinance Investments is a market maker and requires EquityStation to maintain minimum capital equal to \$100,000. As of September 30, 2007, vFinance Investments and EquityStation net capital exceeded the requirement by \$764,600 and \$416,400, respectively.

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Advances, dividend payments and other equity withdrawals from vFinance's broker-dealer subsidiaries are restricted by the regulations of the SEC and other regulatory agencies. These regulatory restrictions may limit the amounts that a broker-dealer subsidiary may pay as a dividend or advance to vFinance.

Cash and cash equivalents increased by \$279,500 and \$254,900 during the nine months ended September 30, 2007 and 2006, respectively. The major components of these changes are discussed below.

Cash provided by operating activities for the nine months ended September 30, 2007 was \$592,100 compared to \$734,600 for the nine months ended September 30, 2006. Cash provided by operating activities includes net income adjusted for non-cash items and the effects of changes in working capital including changes in working capital related to trading security positions. Cash provided by operating activities decreased for the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006 primarily as a result of lower investment banking revenue.

Cash used in investing activities for the nine months ended September 30, 2007 decreased to \$109,400 compared to \$328,900 for the nine months ended September 30, 2006, when vFinance made a \$161,900 investment in an unconsolidated affiliate. Capital expenditures decreased by \$57,600 for the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006, as vFinance acquired \$274,700 of computer equipment under capital leases during the nine months ended September 30, 2007 compared to \$132,000 during the nine months ended September 30, 2006, an increase of \$142,700.

Cash used in financing activities for the nine months ended September 30, 2007 increased to \$203,200 compared to \$150,800 for the nine months ended September 30, 2006 as a result of capital lease payments for equipment acquired under capital leases that commenced in 2007 and in the fourth quarter of 2006.

Contractual Obligations

The following table summarizes vFinance's future contractual commitments as of December 31, 2006, consisting of debt payments related to capital leases and future minimum lease payments under all non-cancelable operating leases with initial or remaining terms in excess of one year.

	Total	2007	2008 - 2009	2010 - 2011	2012 and later
Capital lease obligations	\$ 361,800	\$ 242,400	\$ 119,400	\$ -	\$ -
Operating lease obligations	5,864,100	1,356,400	1,974,900	1,246,200	1,286,600
Total	\$ 6,225,900	\$ 1,598,800	\$ 2,094,300	\$ 1,246,200	\$ 1,286,600

Off Balance-Sheet Arrangements

vFinance was not a party to any off-balance sheet arrangements during the three years ended December 31, 2006. In particular, vFinance did not have any interest in so-called limited purpose entities, which include special purpose entities and structured finance entities.

Critical Accounting Policies and Estimates

This discussion and analysis of financial condition and results of operations is based on vFinance's Consolidated Financial Statements, which have been prepared in accordance with United States generally accepted accounting

principles. The preparation of these financial statements requires vFinance's management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses, as well as related disclosures of contingent assets and liabilities. vFinance evaluates its estimates on an ongoing basis and vFinance bases its estimates on historical experience and various other assumptions vFinance deem reasonable to the situation. These estimates and assumptions form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Changes in vFinance's estimates could materially impact its results of operations and financial condition in any particular period. Note 1 to vFinance's Consolidated Financial Statements includes a summary of the significant accounting policies and methods used in the preparation of its Consolidated Financial Statements. Based on the high degree of judgment or complexity in their application, vFinance considers its critical accounting policies and estimates to be:

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Revenue Recognition. vFinance periodically receive equity instruments, which include stock purchase warrants and common and preferred stock from companies as part of compensation for investment-banking services. Primarily all such equity instruments are received from small public companies and are typically restricted as to resale, generally receiving registration rights within one year. When vFinance receive equity instruments as compensation for investment banking services, revenue is recognized based on the fair value of these instruments, in accordance with EITF 00-8 "Accounting by a Grantee for an Equity Instrument to be received in Conjunction with Providing Goods or Services." vFinance recognize revenue for these stock purchase warrants when received based on the Black Scholes valuation model. The revenue recognized related to other equity instruments is determined based on available market information, discounted by a factor reflective of the expected holding period for those particular equity instruments. The actual amount of cash proceeds realized from the disposition of these securities may differ materially from the amount of revenue recorded, as a result of changes in market values between the date of receipt and the date the security is sold.

Customer Claims. In the normal course of business, vFinance's operating subsidiaries have been and continue to be the subject of numerous civil actions and arbitrations arising out of customer complaints relating to activities as a broker-dealer, as an employer and as a result of other business activities. In general, the cases involve various allegations that vFinance's employees mishandled customer accounts. Based on its historical experience and consultation with counsel, vFinance typically reserves an amount its believes will be sufficient to cover any damages assessed against it. However, vFinance has in the past been assessed damages that exceeded its reserves. If vFinance misjudged the amount of damages that may be assessed against it from pending or threatened claims or if vFinance is unable to adequately estimate the amount of damages that will be assessed against it from claims that arise in the future and reserve accordingly, its operating income would be reduced.

Fair Value. "Securities owned" and "Securities sold, not yet purchased" on vFinance's Consolidated Balance Sheets are carried at market value, with related unrealized gains and losses recognized in its results of operations. vFinance Investments relies upon its clearing firms to provide it with these market values, because the clearing firms use market data services that provide market values of securities based on current market prices.

New Accounting Pronouncements

In December 2004, the Financial Accounting Standards Board ("FASB") issued SFAS No. 123R, and in March 2005 the SEC issued Staff Accounting Bulletin ("SAB") 107 regarding its interpretation of SFAS No. 123R. The standard requires companies to expense the grant-date fair value of stock options and other equity-based compensation issued to employees and is effective for annual periods beginning after June 15, 2005. Effective January 1, 2006, vFinance adopted SFAS No. 123R and related interpretive guidance issued by the FASB and SEC using the modified prospective transition method. Under the modified prospective transition method, SFAS No. 123R applies to new awards modified, repurchased or cancelled after the required effective date. Additionally, compensation cost for the portion of the awards for which the requisite service period has not been rendered as of the required effective date is recognized as the requisite service is rendered on or after the required effective date. Accordingly, vFinance's Consolidated Financial Statements have not been restated for prior periods to reflect the adoption of SFAS No. 123R.

In May 2005, the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections -A Replacement of APB Opinion No. 20 and FASB Statement No. 3." SFAS No. 154 requires that a voluntary change in accounting principle be applied retroactively with all prior period financial statements presented on the new accounting principle, unless it is impractical to do so. This statement also provides that a change in method of depreciating or amortizing a long-lived non-financial asset be accounted for as a change in estimate (prospectively) that was effected by a change in accounting principle. Additionally, correction of errors in previously issued financial statements should be termed a "restatement." The new standard is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. vFinance adopted SFAS No. 154 effective January 1, 2006, which did not have a material impact on its Consolidated Financial Statements. See Notes 1 and 8 to vFinance's Consolidated Financial

Statements included in this prospectus for additional discussion of SFAS No. 123R.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements." SFAS No. 157 defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles, and expands disclosures about fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The adoption of SFAS No. 157 is not expected to have a material impact on vFinance's Consolidated Financial Statements.

In September 2006, the SEC issued SAB 108, to address diversity in practice in quantifying financial statement misstatements and the potential for the build up of improper amounts on the balance sheet. SAB 108 identifies the approach that registrants should take when evaluating the effects of unadjusted misstatements on each financial statement, the circumstances under which corrections of misstatements should result in a revision to financial statements, and disclosures related to the correction of misstatements. SAB 108 is effective for any report for an interim period of the first fiscal year ending after November 16, 2006. The adoption of SAB 108 did not have a material impact on vFinance's Consolidated Financial Statements.

In June 2006, the FASB issued FASB Interpretation No. ("FIN") 48, "Accounting for Uncertainty in Income Taxes." This interpretation applies to all tax positions accounted for in accordance with SFAS No. 109, Accounting for Income Taxes. FIN 48 clarifies the application of FASB Statement No. 109 by defining the criteria that an individual tax position must meet in order for the position to be recognized within the financial statements. It also provides guidance on measurement, de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition for tax positions. This interpretation is effective for fiscal years beginning after December 15, 2006, with earlier adoption permitted. The adoption of FIN 48 is not expected to have a material impact on vFinance's Consolidated Financial Statements.

In February 2006, the FASB issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments" which amends SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" and SFAS No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities." SFAS No. 155 simplifies the accounting for certain derivatives embedded in other financial instruments by allowing them to be accounted for as a whole if the holder elects to account for the whole instrument on a fair value basis. SFAS No. 155 also clarifies and amends certain other provisions of SFAS No. 133 and SFAS No. 140. SFAS No. 155 is effective for all financial instruments acquired, issued or subject to a remeasurement event occurring in fiscal years beginning after September 15, 2006. The adoption of SFAS No. 155 is not expected to have a material impact on vFinance's Consolidated Financial Statements.

Effects of Inflation and Foreign Currency Fluctuation

vFinance does not believe that inflation or foreign currency fluctuations significantly affected its financial position and results of operations as of and for the fiscal year ended December 31, 2006.

QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

We have exposure to market risk, and periodically hedge against that risk. We do not hold or issue any derivative financial instruments for trading or other speculative purposes. We are exposed to market risk associated with changes in the fair market value of the marketable securities that we hold. Our revenue and profitability may be adversely affected by declines in the volume of securities transactions and in market liquidity, which generally result in lower revenues from trading activities and commissions. Lower securities price levels may also result in a reduced volume of transactions, as well as losses from declines in the market value of securities we hold in trading and investment positions. Sudden sharp declines in market values of securities and the failure of issuers and counterparties to perform their obligations can result in illiquid markets in which we may incur losses in its principal trading activities.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the names, ages and positions of our executive officers and directors as of January 24, 2008. Under our bylaws, each director holds office until the election and qualification of his successor or until his earlier resignation or removal:

Name	Age	Position
Leonard J. Sokolow	50	Chairman and Chief Executive Officer
Charles R. Modica	59	Director
Jorge A. Ortega	44	Director
Alan B. Levin	44	Chief Financial Officer
Richard Campanella	55	Secretary

Leonard J. Sokolow has been the chairman of our Board of Directors since January 1, 2007, one of our directors since November 8, 1997 and our Chief Executive Officer since November 8, 1999. From January 5, 2001 through December 31, 2006, Mr. Sokolow was our President. From November 8, 1999 through January 4, 2001, Mr. Sokolow was Vice Chairman of our Board. Since September 1996, Mr. Sokolow has been President of Union Atlantic LC, a merchant, banking and strategic consulting firm specializing domestically and internationally in technology industries that is a wholly-owned subsidiary of our Company. Union Atlantic LC has been inactive since September 16, 2005. Since August 1993, Mr. Sokolow has been President of Genesis Partners, Inc., a private financial business-consulting firm. Genesis Partners, Inc. has been inactive since December 31, 2002. From August 1994 through December 1998, Mr. Sokolow was the Chairman and Chief Executive Officer of the Americas Growth Fund, Inc., a public closed-end management investment company. Mr. Sokolow received his B.A. degree in Economics from the University of Florida in 1977, a J.D. degree from the University of Florida Levin College of Law in 1980 and an LL.M. degree in Taxation from the New York University Graduate School of Law in 1982. Mr. Sokolow is a Certified Public Accountant. He is also a director of Consolidated Water Co. Ltd., a position he has held since May 2006.

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Charles R. Modica has been one of our directors since January 3, 2007. Mr. Modica has served as Chairman of the Board of Trustees and Chancellor of St. George's University located in Grenada, West Indies, since founding the university as a School of Medicine in 1976. He has served on the Board of Trustees of Barry University, Miami, Florida, since 1983, and as Chairman of such Board of Trustees from 1997 - 2001. Additionally, he served on the Board of Trustees of Rosarian Academy, West Palm Beach, Florida, from 1995 to 2001, and as Chairman of such Board of Trustees from 1998 to 2001. Mr. Modica also has served on the Board of Trustees of WXEL Public Radio and Television of Florida since 1998. Mr. Modica received his B.S. degree in Biology from Bethany College in 1970 and his J.D. degree from the Delaware Law School in 1975.

Jorge A. Ortega has been one of our directors since June 6, 2007. Mr. Ortega has served as President of The Jeffrey Group, Inc., a marketing, communications and public relations consulting firm since February 2005. From October 1991 to January 2005, Mr. Ortega was Managing Director of Burson-Marsteller, LLC, a global public relations and public affairs firm. Mr. Ortega received his B.A. degree in Business Administration from The American University in 1985.

Alan B. Levin has been our Chief Financial Officer since January 2007. Mr. Levin had been our Interim Chief Financial Officer since July 2006 and our Controller since June 2005. Prior to joining us, Mr. Levin served as Chief Financial Officer for United Capital Markets, Inc. from September 2000 to January 2005. Mr. Levin has over 18 years serving in various industries in accounting management roles. He has spent the last 8 years serving as Financial and Operations Principal and Chief Financial Officer within the brokerage industry. He received a B.S. degree in Economics with a concentration in Accounting from Southern Connecticut State University in New Haven, Connecticut in 1986.

Richard Campanella has been our Secretary since December 18, 2001. Mr. Campanella currently serves as the President and Chief Operating Officer of vFinance Investments. He assumed the role of President and Chief Operating Officer of vFinance Investments, Inc. as of January 2006. From February 1994 to April 2001, Mr. Campanella was a partner of Commonwealth Associates, a registered broker-dealer, where he served as the director of Compliance. He received a B.A. degree in Business Administration from the College of Staten Island in 1972.

In connection with Mr. Mahoney's departure, Messrs. Mahoney and Sokolow entered into a voting agreement dated December 29, 2006 (the "Voting Agreement"). Under the terms of the Voting Agreement, as long as either party owns 1.0 million shares of our common stock, as adjusted for stock splits and other recapitalizations, each party will vote for the other party or his designee to serve on our Board of Directors. As of January 24, 2008, Mr. Mahoney owned approximately 5.4 million shares of our common stock, and held options to purchase 1.5 million shares of our common stock. Mr. Charles Modica was designated as Mr. Mahoney's board appointee in connection with Mr. Mahoney's departure.

Audit Committee

Our Board of Directors serves as our audit committee. Leonard J. Sokolow has been designated as an "audit committee financial expert" as such term is defined in the SEC's rules.

COMPENSATION DISCUSSION & ANALYSIS

In this section, we will give an overview and analysis of our compensation program and policies, the material compensation decisions we have made under those programs and policies, and the material factors that we considered in making compensation decisions for our Named Executive Officers, as defined under the heading "Executive Compensation." Specific information regarding the compensation earned by or paid to our Named Executive Officers in 2007 is set forth in a series of tables under the heading "Executive Compensation." The discussion below is intended to help you understand the detailed information provided in those tables and put that information into context

within our overall compensation program.

Overview of Compensation Program

Our Board of Directors has responsibility for establishing, implementing and continually monitoring adherence with our compensation philosophy, maintaining competitive compensation and structuring compensation to achieve our compensation objectives. Generally, the types of compensation and benefits we provide to our Named Executive Officers are similar to those provided to our other executive officers.

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Compensation Philosophy and Objectives

Our Board believes that compensation paid to our Named Executive Officers should be aligned with our performance, and that compensation should be structured to ensure that our Named Executive Officers' compensation opportunities are related to achievement of our financial and operational goals, such as meeting targets for profitability, revenue, cash flow, acquisitions and mergers, recruiting, balance sheet objectives and operating within the capital expenditures budget, all of which impact stockholder value. Our Board evaluates both performance and compensation to ensure that we maintain our ability to attract and retain highly skilled and motivated employees in key positions and that compensation provided to key employees remains competitive relative to the compensation paid to similarly situated executives of our peer companies, which include Sanders Morris Harris Group, Siebert Financial Corp., MCF Corporation, Ladenburg Thalman Financial Services, Paulson Capital Corp., First Montauk Financial, Empire Financial Holding Company, Investors Capital Holdings Ltd. and National Holdings Corporation. To that end, our Board believes that the executive compensation packages we provide to our executives, including our Named Executive Officers, should include a mix of base salary and equity-based and incentive-based compensation.

Our compensation decisions with respect to our Named Executive Officer compensation opportunities are influenced by (a) the executive's level of responsibility and function within the Company, (b) our overall performance and profitability, and (c) our assessment of the competitive marketplace, including our Peer Companies located in our geographical business area.

Setting Executive Compensation

Based on the foregoing philosophy and objectives, our Board has structured our Named Executive Officers' base salary and equity-based and incentive-based compensation to motivate executives to achieve our business goals and reward the executives for achieving such goals. In furtherance of this, our Board plans to reassess our compensation program as the employment agreements of our Named Executive Officers come up for renewal to ensure that our goals and objectives are achieved.

In determining the compensation of our Named Executive Officers as set forth in their most recent employment agreements, our Board reviewed (i) the Report on Compensation of Top Management in Small and Regional Firms - 2005, prepared by the Securities Industry Association, which covered compensation paid to executive officers of 43 member firms; (ii) the Report on Management and Professional Earnings in the Securities Industry - 2006, prepared by the Securities Industry Association, which covered compensation information for 188 middle-management and professional positions; and (iii) the Report on Office Salaries in the Securities Industry - 2006, prepared by the Securities Industry Association, which provides compensation information for 95 non-exempt positions. Using this information, our Board determined the total compensation of our Named Executive Officers, pursuant to their current employment agreements.

2007 Executive Compensation Components

For the fiscal year ended December 31, 2007, the principal components of compensation for our Named Executive Officers were:

base salary;

equity-based compensation;

incentive-based compensation; and

benefits.

Base Salary

Base salaries for our executives are established based on the scope of their responsibilities and their prior relevant background, training, and experience, taking into account competitive market compensation paid by the companies represented in the compensation data our Board reviewed for similar positions and the overall market demand for such executives at the time of hire or entry into employment agreements. As with total compensation, we believe that executive base salaries should be competitive with the salaries paid to executives in similar positions and with similar responsibilities in the companies of comparable size to us represented in the compensation data reviewed. An executive's base salary is also evaluated together with other components of the executive's other compensation to ensure that the executive's total compensation is in line with our overall compensation philosophy and objectives.

Base salaries are reviewed annually and increased based upon (i) a need to realign base salaries with market levels for the same positions in the companies of similar size to us represented in the compensation data reviewed; (ii) an internal review of the executive's compensation, both individually and relative to other executive officers; (iii) the individual performance of the executive and (iv) an assessment of whether significant corporate goals were achieved. Additionally, we adjust base salaries as warranted throughout the year for promotions or other changes in the scope or breadth of an executive's role or responsibilities.

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Equity-Based Compensation

Under the terms of our Named Executive Officers' employment agreements, they are entitled to receive equity-based compensation in the form of stock options. We believe that equity compensation is an effective means of creating a long-term link between the compensation provided to our Named Executive Officers and other key management personnel with gains realized by the stockholders. All stock options incorporate the following features:

- the term of the grant does not exceed 5 years;
- the grant price is not less than the market price on the date of grant; and
- options vest 25% per year over four years beginning with the first anniversary of the date of grant.

We use stock options as a long-term incentive vehicle because:

- stock options align the interests of executives with those of the stockholders, support a pay-for-performance culture, foster employee stock ownership, and focus the management team on increasing value for the stockholders;
- stock options are performance based (all of the value received by the recipient from a stock option is based on the growth of the stock price above the option price); and
- the five year vesting for stock options creates incentive for increases in stockholder value over a longer term and encourages executive retention.

In determining the number of options to be granted to Named Executive Officers, we take into account the individual's position, scope of responsibility, ability to affect profits and stockholder value, the individual's historic and recent performance, and the value of stock options in relation to other elements of total compensation.

Incentive-Based Compensation

Discretionary Bonus. Our Chairman and Chief Executive Officer and our Chief Financial Officer are eligible to receive periodic bonuses in amounts determined by our Board in its sole discretion based upon targets for revenue, profitability, cash flow, acquisitions and mergers closed, recruiting, capital expenditure budget objectives, balance sheet objectives and the respective individual performance of the executive. The annual bonuses paid to our Chairman and Chief Executive Officer and Chief Financial Officer are paid in cash. These bonus provisions are intended, in accord with our compensation philosophies and objectives, to align executive interests with stockholder interests.

Incentive Bonus. Our employment agreement with our Chairman and Chief Executive Officer provides for the payment of an incentive bonus equal to 10% of the "Income," up to a maximum of 50% of such officer's base salary. "Income" is computed in accordance with the following formula:

$$\text{Income} = \text{"Revenues"} - \text{"Expenses"} - \text{"Reserves"}$$

Where,

- "Revenues" means 100% of cash revenues or other income received by us;
- "Expenses" means the direct and indirect expenses for our operation including, but not limited to, salaries, profit sharing expenses to divisional executives or other divisional employees (excluding the subject officer), taxes, allocable rent, utilities, phone, accounting, bookkeeping, etc.; and

· "Reserves" means, in the context of current facts and circumstances, the appropriate reserve for future contingencies and demands on cash resources attributable to the operations of such division.

The incentive bonuses paid to our Chairman and Chief Executive Officer are paid as frequently as quarterly in cash, as directed by the Board of Directors.

Our employment agreement with the President and Chief Operating Officer of vFinance Investments provides for the payment of annual incentive bonuses.

Our employment agreement with the President and Chief Operating Officer of vFinance Investments provides for the payment of an incentive bonus of 10% of the pre-tax net income of our retail brokerage division above \$1,732,000.

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The incentive bonuses paid to our Chief Financial Officer and the President and Chief Operating Officer of vFinance Investments are paid periodically in cash, as directed by the Board of Directors.

These bonus provisions are intended to align executive interests with stockholder interests.

As the employment agreements of our Named Executive Officers come up for renewal, our Board plans to review the employment agreements to determine if our Named Executive Officers' compensation levels are competitive and have the right mix of incentive-based compensation.

Benefits

Our Chairman and Chief Executive Officer and our Chief Financial Officer participate in a variety of health and welfare benefit plans for which we pay the premium. We believe that health and welfare benefits help ensure that we have a productive and focused workforce.

Termination-Based Compensation

Termination

Our employment agreements with our Chief Financial Officer and the President and Chief Operating Officer of vFinance Investments are terminable at will. Accordingly, we will not incur any obligations upon the termination of those Named Executive Officers.

Our employment agreement with our Chairman and Chief Executive Officer may be terminated upon the occurrence of the following:

- i. the death of such Named Executive Officer;
- ii. such Named Executive Officer giving 30 days' notice of termination;
- iii. the Named Executive Officer being unable to discharge his duties due to physical or mental illness (for the purpose of this discussion "Disability") for a period of more than nine consecutive months or 12 months during any 18-month period; and
- iv. (a) the final non-appealable adjudication of such Named Executive Officer as guilty of a felony or (b) the unanimous determination of our Board (other than such Named Executive Officer) that such Named Executive Officer has engaged in material intentional misconduct or the gross neglect of his duties that has a material adverse effect on our business (for the purpose of this discussion, "For Cause").

Upon the death or "Disability" of our Chairman and Chief Executive Officer or our termination of our employment agreement with such Named Executive Officer other than "For Cause," such employment agreement provides that we would be required to pay this Named Executive Officer a lump sum payment equal to the sum of (a) twice the sum of his highest annual base salary during employment with us, and (b) twice the greater of (i) the highest bonus, incentive or other compensation payment actually received by such officer during the three years preceding the termination and (ii) the highest bonus, incentive or other compensation payment such officer was entitled to receive during the three years preceding the termination. Additionally, we will be required to provide all applicable benefits to such officer and his family for a period of two years. All stock options warrants or other similar securities will become fully vested.

In determining whether to approve and setting the terms of such termination arrangements, our Board recognizes that executives, especially highly ranked executives, often face challenges securing new employment following

termination. Based upon the data reviewed by our Board, we believe that the payments to be made upon termination are generally in line with severance packages offered to similarly situated executives.

Change in Control

Upon the acquisition by an individual or company of 50.1% or more of our issued and outstanding shares, all options granted to our Chairman and Chief Executive Officer, Chief Financial Officer and the President and Chief Operating Officer of vFinance Investments pursuant to their respective employment agreements will become immediately vested.

Upon a Change in Control, we have agreed to pay to our Chairman and Chief Executive Officer an amount equal to: (a) twice the sum of his highest annual base salary during his employment with us, and (b) twice the greater of (i) the highest bonus, incentive or other compensation payment actually received by him during the three years preceding the Change in Control and (ii) the highest bonus, incentive or other compensation payment he was entitled to receive during the three years preceding the Change in Control. In the event of a Change in Control, all stock options, warrants, stock appreciation rights and other similar securities held by our Chairman and Chief Executive Officer will become immediately and fully vested.

In determining whether to approve and in setting the terms of such Change in Control arrangements, our Board recognizes the importance to us and our stockholders of avoiding the distraction and loss of key management personnel that may occur in connection with rumored or actual fundamental corporate changes. A properly arranged Change in Control provision protects stockholder interests by enhancing employee focus during rumored or actual Change in Control activity through:

- incentives to remain with us despite uncertainties while a transaction is under consideration or pending; and
- assurance of compensation for terminated employees after a Change in Control.

We believe that our change in control arrangements are generally in line with such arrangements offered to similarly situated officers of the companies.

For the purposes of this discussion, a "Change of Control" means the occurrence of the following events: (1) thirty percent (30%) or more of our voting stock is acquired by any person (other than the subject executive officer), entity or affiliated group; (ii) an unapproved change to the majority control of our Board; (iii) any merger, consolidation or business combination pursuant to which we are not the surviving corporation; (iv) our liquidation or dissolution; or (v) the sale of all or substantially all of our assets.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table provides compensation information for the years ended December 31, 2006 and 2007 for Named Executive Officers. The "Compensation Discussion & Analysis" section of this prospectus includes information regarding the material terms of plans and agreements pursuant to which certain items set forth below are paid.

Name and Principal Position (a)	Year (b)	Salary (\$ (1) (c)	Bonus (\$ (2) (d)	Option Awards (\$ (3) (f)	All Other Comp. (\$ (4) (i)	Total (\$ (j)
Leonard J. Sokolow	2006	340,700	155,000	280,000	9,200	784,900
Chief Executive Officer	2007	394,700	187,000	—	—	581,700