Woodstock Holdings, Inc.
QUARTERLY DISCLOSURE REPORT
FOR THE QUARTER ENDED MARCH 31, 2016
(UNAUDITED)

Item 1. Exact name of the issuer and its predecessor (if any).

Woodstock Holdings, Inc. ("Woodstock", the "Company", "We", "Us", "Issuer")

Item 2. Address of the issuer's principal executive offices.

Principal Executive Offices:	117 Towne Lake Parkway, Suite 200 Woodstock, GA 30188 Telephone: 770.516.6996 Facsimile: 877.431.5727 Website: www.woodstockholdingsinc.com
Investor Relations Officers:	William J. Raike, III CEO/President Melissa L. Whitley, CFO 117 Towne Lake Parkway, Suite 200 Woodstock, GA 30188 Telephone: 770.516.6996 Facsimile: 877.431.5727 Website: www.woodstockholdingsinc.com E-mail: wraike@woodstockfg.com mwhitley@woodstockfg.com

Item 3. Security Information

A. Common
Title: Woodstock Holdings, Inc.
Class: Common, $.01 par value
Authorized Shares: 50,000,000; 19,026,028 shares outstanding as of March 31, 2016
CUSIP: 980326102
Trading symbol: WSFL.OB

B. Preferred – Series A Preferred Stock, $.01 par value
Authorized: 5,000,000; 112,500 shares of Series A Preferred Stock outstanding at March 31, 2016; including 9,000 shares of 2001 Series A Preferred Stock; and 103,500 shares of 2012 Series A Preferred Stock.

C. Transfer Agent: Interwest Transfer Co, P.O. Box 17136, Salt Lake City, UT 84117;
Phone: 801.272.9294/fax: 801.277.3147

The transfer agent is registered as a transfer agent and registrar under the Exchange Act of 1934, as amended.

There are no trading suspension orders issued by the SEC on the Company's securities. Of the 19,026,028 common shares outstanding at March 31, 2016, approximately 2,200,000 shares are fully tradable in the open market without restrictions. All other shares are either restricted securities under Rule 144 or "control securities" owned by officers, directors and/or affiliated persons.

D. Common or Preferred Stock

1) Common stock dividend, voting and preemptive rights:

Cash dividend:

Common Stock – Total cash dividends to common stock holders were $0 for the fiscal periods 2015 and 2014.

Voting rights: Each common share is entitled to one vote.
Preemptive rights: None

2) Preferred stock dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions

Preferred Stock – Annual dividend of 7% of the liquidation value of $10.00 per share equal to $.70 per share. There are two Classes of Series A Preferred Stock. The 2001 Series A Preferred Stock is convertible on the basis of one share of Series A Preferred Stock into five shares of Common Stock. Total cash dividends were $19,658 and $70,884 for the quarter ended March 31, 2016 and the fiscal period 2015, respectively. The 2012 Series A Preferred Stock is convertible on the basis of one shares of Series A Preferred Stock into ten shares of Common Stock.

Item 4. Issuance History

From January 1, 2015 through March 31, 2016, we had no sales or issuances of unregistered common stock, except we made sales or issuances of unregistered securities listed in the table below:

Date of Sale	Title of Security	Number Sold	Consideration Received and Description of Underwriting or Other Discounts to Market Price or Convertible Security Afforded to Purchasers	Exemption from Registration Claimed	If Option, Warrant or Convertible Security, terms of exercise or conversion
2015	2012 Series A Preferred Stock	19,000 shares	$190,000 in gross proceeds; $19,000 in cash commissions	Rule 506	(1)
	Common Stock	190,000 shares			
2016	2012 Series A Preferred Stock	3,000 shares	$30,000 in gross proceeds; $500 in cash commissions	Rule 506	(1)
	Common Stock	30,000 shares			

(1) Each share of Preferred Stock is convertible into ten shares of Common Stock. All shares were purchased by non-affiliated persons. In this regard, no officer, director or 10% or greater stockholder purchased any shares of Series A Preferred Stock.

Woodstock Holdings, Inc.

QUARTERLY DISCLOSURE REPORT
FOR THE QUARTER ENDED MARCH 31, 2016
(UNAUDITED)

Item 5. Financial Statements

The consolidated financial statements for the quarter ended March 31, 2016 follow this page.

Woodstock Holdings, Inc.

CONSOLIDATED BALANCE SHEETS

	March 31, 2016 (unaudited)	December 31, 2015 (audited)
ASSETS		
Cash and cash equivalents	$ 738,452	$ 878,711
Clearing deposit	75,006	75,002
Commissions receivable	515,358	348,608
Investments	65,000	65,000
Furniture, fixtures, and equipment, at cost, net of accumulated depreciation of $183 and $22,511, respectively	2,010	5,095
Building, at cost, net of accumulated depreciation of $318,228 and $310,200, respectively	933,938	941,966
Other assets	286,316	292,676
Total assets	$ 2,616,080	$ 2,607,058
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities:		
Accounts payable and accrued liabilities	$ 203,743	$ 168,999
Commissions payable	441,953	286,740
Preferred dividends payable	19,658	37,593
Mortgage note	825,040	831,814
Deferred revenue	138,182	139,063
Other liabilities	104,440	104,440
Total liabilities	1,733,016	1,568,649
Commitments and contingencies		
Shareholders' equity:		
Series A preferred stock, $.01 par value; 5,000,000 shares authorized, 115,900 shares issued; 112,500 outstanding at March 31, 2016 112,900 shares issued; 109,500 outstanding at December 31, 2015	1,159	1,129
Common stock, $.01 par value; 50,000,000 shares authorized; 19,537,772 shares issued; 19,026,028 shares outstanding at March 31, 2016 and 19,507,772 shares issued; 18,996,028 shares outstanding at December 31, 2015	195,378	195,078
Additional paid-in capital	4,628,045	4,600,875
Accumulated deficit	(3,741,690)	(3,558,843)
Treasury stock, 3,400 shares of Series A preferred stock and 511,744 shares of Common stock at March 31, 2016 and December 31, 2015	(199,828)	(199,830)
Total shareholders' equity	883,064	1,038,409
Total liabilities and shareholders' equity	$ 2,616,080	$ 2,607,058

Woodstock Holdings, Inc.

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE MONTHS ENDED MARCH 31, 2016 AND 2015

(UNAUDITED)

	2016	2015
OPERATING INCOME		
Commission revenue	$ 1,456,836	$ 1,819,161
Interest income	33,843	52,198
Other fees	203,559	315,462
Total operating income	1,694,238	2,186,821
OPERATING EXPENSES		
Commissions to brokers	1,305,112	1,584,876
Selling, general, and administrative expenses	516,525	603,223
Clearing costs	24,604	40,249
Interest expense	11,184	10,802
Total operating expenses	1,857,425	2,239,150
Net income (loss)	$ (163,187)	$ (52,329)
Basic and diluted loss per common share	$ (0.01)	$ (0.00)

Woodstock Holdings, Inc.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2016 AND YEAR END 2015
(UNAUDITED)

	Preferred Stock	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock	Total Shareholders' Equity
Ending Balance December 31, 2014	$ 939	$ 193,178	$ 4,412,965	$ (3,250,168)	$ (199,830)	$ 1,157,084
Preferred stock dividends	-	-	-	(70,884)	-	$ (70,884)
Issurance of Common Stock	-	1,900	-	-	-	1,900
Issurance of 2012 Series A Preferred Stock	190	-	187,910	-	-	188,100
Net loss	-	-	-	(237,791)		(237,791)
Ending Balance December 31, 2015	$ 1,129	$ 195,078	$ 4,600,875	$ (3,558,843)	$ (199,830)	$ 1,038,409
Preferred stock dividends	-	-	-	(19,658)	-	$ (19,658)
Issurance of Common Stock	-	300	-		-	300
Issurance of 2012 Series A Preferred Stock	30	-	27,170			27,200
Net loss	-	-	-	(163,187)	-	$ (163,187)
Ending Balance March 31, 2016	$ 1,159	$ 195,378	$ 4,628,045	$ (3,741,688)	$ (199,830)	$ 883,064

Woodstock Holdings, Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2016 AND 2015
(UNAUDITED)

	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit (loss)	$ (163,187)	$ (52,329)
Adjustments to reconcile net loss to net cash flows from operating activities		
Depreciation	11,113	9,025
Changes in operating assets and liabilities		
Clearing deposit	(4)	(6)
Commissions receivable	(166,750)	8,818
Accoounts receivable	-	-
Other assets	6,360	(44,925)
Accounts payable	34,744	29,078
Commissions payable	155,213	21,141
Deferred revenue	(881)	(18,750)
Other liabilities	-	60,601
Net cash flows from operating activities	(123,392)	12,653
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of furniture, fixtures and equipment	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from exercise of options	-	-
Principal payments on mortgage note	(6,774)	(6,622)
Redemption of preferred stock	-	-
Common stock dividends	-	-
Issuance of Common Stock	300	600
Preferred stock dividends	(37,593)	(31,675)
Issuance of 2012 Series A preferred stock	30	60
Additional Paid Capital	27,170	59,340
Net cash flows from financing activities	(16,867)	21,703
NET CHANGE IN CASH AND CASH EQUIVALENTS	(140,259)	34,356
CASH AND CASH EQUIVALENTS, beginning of year	878,711	970,531
CASH AND CASH EQUIVALENTS, end of period	$ 738,452	$ 1,004,887
SUPPLEMENTAL DISCLOSURE OF CASH PAID FOR INTEREST	$ 11,184	$ 10,802

Woodstock Holdings, Inc.
NOTES TO FINANCIAL STATEMENTS
QUARTER ENDED MARCH 31, 2016
(UNAUDITED)

NOTE 1 DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business

Woodstock Holdings, Inc. ("WHI") is a holding company and it has no business operations except for those conducted through Woodstock Financial Group, Inc. (“WFG”), its wholly-owned subsidiary. All references in this report to the business of the Company refer to the operations of WFG, unless the context indicates otherwise. WFG is a full service securities brokerage and investment banking business since 1995. The Company’s website address is www.woodstockholdingsinc.com and WFG’s website is www.woodstockfg.com.

The Company has been registered since 2002 as a United States Securities and Exchange Commission (“SEC”) reporting company (File No. 0-32997). The Company reported its financial position and results of operations for 2009 and earlier periods on a pre-reorganization basis. For reporting periods beginning February 2010, the Company’s position and results of operations are on a consolidated basis.

WFG is a full service securities brokerage firm, which was incorporated in January 2010. WFG is registered as a broker-dealer with the Financial Industry Regulatory Authority (“FINRA”) in 50 states, Puerto Rico, Washington D.C., U.S. Virgin Islands, and also as a municipal securities dealer with the Municipal Securities Regulation Board. The Company is also a SEC Registered Investment Advisor and maintains advisory accounts through Fidelity Registered Investment Advisor Group (“FRIAG”), an arm of Fidelity Investments and IMG (Investment Management Group, a division of Hilltop Securities, Inc. (formerly “Southwest”). WFG is subject to net capital and other regulations of the SEC. WFG offers full service commission and fee-based money management services to individual and institutional investors. WFG trades equity securities on an agency only basis and it trades bonds and other instruments on a principal and/or agency basis on various exchanges. WFG maintains selling agreements with mutual fund families and insurance companies offering load and no load funds, annuities and insurance products.

Basis of Consolidation

The consolidated financial statements include the accounts of WHI and WFG (collectively, the “Company”). All significant intercompany accounts and transactions have been eliminated in consolidation.

Basis of Presentation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America (“GAAP”) on the accrual basis of accounting and to general practices within the broker-dealer industry.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Company’s management to make estimates and assumptions that affect the amounts reported in the financial statements. Accordingly, actual results could differ from these estimates.

Revenue Recognition and Commissions Receivable

WFG charges commissions and/or fees for customer transactions. These commissions and/or fees are charged within the guidelines of industry standards. Commissions are recorded on a trade date basis, which does not differ materially from the settlement date basis. The Company evaluates receivables on their collectability based on known factors surrounding historical trends and other information. As of March 31, 2016, all receivables were considered collectable; therefore no allowance for doubtful accounts was recorded.

Cash and Cash Equivalents

Cash and cash equivalents include short-term deposits and highly liquid investments that have original maturities of three months or less when purchased and are stated at cost.

Concentrations of Credit Risk

Financial instruments, which potentially subject the Company to significant concentrations of credit risk, consist principally of cash and cash equivalents, clearing deposit, and commission's receivable.

Cash and cash equivalents and the clearing deposit are deposited in various financial institutions. At times, amounts on deposit may be in excess of the Federal Deposit Insurance Corporation ("FDIC") insurance limit. At March 31, 2016, approximately $354,691 respectively was uninsured.

At March 31, 2016 and December 31, 2015, commissions receivable were approximately $515,000 and $349,000, respectively, and of that approximately $484,000 and $309,000, respectively, were due from Hilltop, respectively.

Building and Furniture, Fixtures and Equipment

Building and furniture, fixtures and equipment are reported at cost, less accumulated depreciation. Depreciation of furniture, fixtures and equipment is computed using the straight line method over the estimated useful life of five years. Depreciation of the building is computed using the straight-line method over the estimated useful life of 39 years.

The cost of maintenance and repairs, which do not improve or extend the useful life of the respective asset, is charged to earnings as incurred, whereas significant renewals and improvements are capitalized.

Impairment of Long-Lived Assets

In accordance with Financial Accounting Standards Board Accounting Standards Codification ("ASC") 360, Property, Plant and Equipment, assets such as the building, are reviewed for impairment at least annually, or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If this review reveals an indicator of the impairment, as determined based on estimated undiscounted cash flows, the carrying amounts of the related long-lived assets are adjusted to fair value. Management has determined there has been no impairment in the carrying value of its long-lived assets at March 31, 2016 and December 31, 2015.

Investments

In accordance with ASC 325, Investments, the Company recognizes its investments as available-for-sale investments under the cost method. Under this method, the Company records the initial investment at cost and evaluates, at least annually, the fair value of its investments. If a change in the fair value is not considered to be other than temporary, the unrealized gain or loss is recorded in other comprehensive income. If it is determined there is a decrease in the fair value that is considered to be other than temporary, the investment is considered to be impaired and is written down to its fair value. At March 31, 2016 and December 31, 2015, the Company determined that the fair value of its investments approximates their original cost of $65,000 respectively.

Fair Value of Financial Instruments

ASC 820, Fair Value Measurements, establishes a framework for measuring fair value. The framework provides a fair value hierarchy that priorities the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below.

Level 1 Valuations based on unadjusted quoted market prices in active markets for identical assets or liabilities.

Level 2 Valuations based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets at the measurement date; quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly.

Level 3 Valuations based on unobservable inputs that are supported by little or no market activity and that are significant to the fair value measurement.

At March 31, 2016 and December 31, 2015, the investments were measured at fair value on a recurring basis using valuations based on unobservable inputs at the measurement date (Level 3).

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Additionally, the recognition of future tax benefits, such as net operating loss carryforwards, is required to the extent that realization of such benefits is more likely than not. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the assets and liabilities are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income tax expense in the period that includes the enactment date.

In the event the future tax consequences of differences between the financial reporting bases and the tax bases of the Company's assets and liabilities result in deferred tax assets, an evaluation of the probability of being able to realize the future benefits indicated by such asset is required. A valuation allowance is provided for the portion of the deferred tax asset when it is more likely than not that some or all of the deferred tax asset will not be realized.

In assessing the realizability of the deferred tax assets, management considers the scheduled reversals of deferred tax liabilities, projected future taxable income, and tax planning strategies. Management is unaware of any material tax positions that do not meet the more likely than not thresholds as of March 31, 2016 and December 31, 2015.

The Company files consolidated income tax returns in the United States and Georgia, which are subject to examination by the tax authorities in these jurisdictions. With few exceptions, the Company is no longer subject to income tax examinations by the U.S. federal or state tax authorities for years prior to 2011.

Treasury Stock

Treasury stock is accounted for by the cost method. Subsequent reissuances are accounted for at average cost.

Stock-Based Compensation

The Company records compensation expense for equity-classified, share-based payments to employees, including grants of employee stock options. The compensation expense is measured using fair value on the date of grant and the expense is recognized over the applicable vesting period.

Related Party Transactions

During each of the quarters ended March 31, 2016 and 2015, the Chief Executive Officer ("CEO") received a salary of approximately $37,350. In addition, the CEO earned an override bonus up to 2.5% of operating income. During the quarters ended March 31, 2016 and 2015, the earned override bonus was approximately $42,000 and $55,000 respectively. For the quarter ended March 31, 2016, approximately $42,000 has been forgiven; for the quarter ended March 31, 2015; $55,000 was accrued. During 2015 of the $55,000 accrued; $16,000 was forgiven and $39,000 was paid.

For the quarters ended March 31, 2016 and 2015 the CEO's spouse received a salary of approximately $27,000.

Registered representatives licensed with WFG sold interests in Raike Real Estate Income Fund ("RRIF") and received approximately $7,500 and $5,000 in commissions for the quarters ended March 31, 2016 and 2015, respectively. RRIF is managed by a company owned by the CEO of the Company.

NOTE 2 OFF-BALANCE SHEET RISK

Customer transactions are introduced and cleared through the Company's clearing agent on a fully disclosed basis. Under the terms of its clearing agreement, the Company is obligated to make sure that its customers pay for all transactions and meet all maintenance requirements, if applicable, in a timely manner under Regulation-T of the Federal Reserve Board.

The Company engages in inter-dealer activity with various broker-dealers. The Company also trades riskless principal with various institutions, qualified institutional buyers and broker dealers. These transactions are affirmed/compared in a timely fashion to make sure all such counterparties fulfill their settlement obligations.

NOTE 3 INCOME TAXES

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Additionally, the recognition of future tax benefits, such as net operating loss carryforwards, is required to the extent that realization of such benefits is more likely than not. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the assets and liabilities are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income tax expense in the period that includes the enactment date.

In the event the future tax consequences of differences between the financial reporting bases and the tax bases of the Company's assets and liabilities result in deferred tax assets, an evaluation of the probability of being able to realize the future benefits indicated by such asset is required. A valuation allowance is provided for the portion of the deferred tax asset when it is more likely than not that some or all of the deferred tax asset will not be realized.

In assessing the realizability of the deferred tax assets, management considers the scheduled reversals of deferred tax liabilities, projected future taxable income, and tax planning strategies. Management is unaware of any material tax positions that do not meet the more likely than not thresholds as of December 31, 2016 and 2015.

The Company files consolidated income tax returns in the United States and Georgia, which are subject to examination by the tax authorities in these jurisdictions. With few exceptions, the Company is no longer subject to income tax examinations by the U.S. federal or state tax authorities for years prior to 2011.

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NOTE 4 INVESTMENTS FAIR VALUE MEASUREMENTS

The Company's investments measured at fair value on a recurring basis were as follows as of March 31, 2016 and 2015:

	March 31, 2016			
	Fair Value Measurements			
	Level 1	**Level 2**	**Level 3**	**Total**
N2A Motors	$ -	$ -	$ 50,000	$ 50,000
All Terrain Bikes	-	-	15,000	15,000
Total	$ -	$ -	$ 65,000	$ 65,000

	March 31, 2015			
	Fair Value Measurements			
	Level 1	**Level 2**	**Level 3**	**Total**
N2A Motors	$ -	$ -	$ 50,000	$ 50,000
All Terrain Bikes	-	-	10,000	10,000
Total	$ -	$ -	$ 60,000	$ 60,000

While the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE 5 MORTGAGE NOTE

In March 2013, the Company secured a modification agreement with the mortgage note on the current office space in Woodstock, Georgia. The modification to the note has a 7-year balloon payment and matures March 2020. It is amortized on a 30-year basis at a fixed rate of interest at 4.990%, and is collateralized by the building.

The Company pays a monthly condo association fee, which totaled approximately $60,000 for the years ended December 31, 2015 and 2014.

Scheduled principal payments due on the mortgage note as of March 31, 2016 are as follows:

2016	$	19,380
2017		27,819
2018		29,259
2019		30,775
Thereafter		720,000
	$	827,233

The Company is currently looking at cost cutting efforts and has elected to list the headquarter property (property and mortgage referenced above) for sale and is looking to relocate to a more strategically opportune location.

NOTE 6 SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Components of selling, general and administrative expenses which are greater than 1% of total operating income for the years ended March 31, 2016 and 2015 are as follows:

		2016	2015
Boca Raton Office Space	$	17,862	*
Broadway Office Space		30,590	31,299
Broadway Office-Expenses		*	23,546
Compensation		153,451	*
Errors and omissions insurance		32,109	34,997
Forgiveness of broker advances		25,943	*
Legal and professional		33,836	25,996

NOTE 7 SHAREHOLDERS' EQUITY

Stock Option Plan

Through 2011, the Company had a stock option plan for the benefit of certain employees. The Board of Directors approved a total of 7.6 million shares to be available for potential future option grants.

No stock options were granted during the first quarter of 2016 or in fiscal year 2015. In December 31, 2014, options to purchase 200,000 shares of the Company's common stock at $.01 per share were exercised, leaving no outstanding options. This plan has expired and options are no longer granted under this plan.

The Company used the following assumptions in estimating the fair value of the option awards:

Assumptions in estimating the fair value of options awarded:	
Expected volatility	.5%
Risk-free interest rate	4.99%
Expected life	10 years
Dividend yield	0%

A summary of activity in the stock option plan is as follows:

	Three months ended March 31, 2016		**Year Ended December 31, 2015**	
	Shares	Weighted Average Price Per Share	Shares	Weighted Average Price Per Share
Outstanding and exercisable, Beginning of year	-	$ 0.01	-	$ 0.01
Vested during the period	-	$ 0.01	-	$ 0.01
Exercised	-	$ 0.01	-	$ 0.01
Expired during the period	-		-	
Outstanding and exercisable, end of period	-	$ 0.01	-	$ 0.01

<u>2001 Series A Preferred Stock</u>

The 2001 Series A Preferred Stock pays a cumulative annual dividend of $.70 per share. Each share of 2001 Series A Preferred Stock is convertible into five shares of common stock at the option of the holder. Each share of preferred stock is mandatorily convertible into five shares of common stock upon the filing of a public offering registration statement or a change in control (as defined). The Company may redeem the 2001 Series A Preferred Stock by giving 30-day's notice to the preferred stockholders for a redemption price of $10.00 per share, plus unpaid dividends through the redemption date. Upon voluntary or involuntary dissolution of the Company, the preferred stockholders will receive $10.00 per share prior to the distribution of any amounts to common shareholders. The 2001 Series A Preferred Stock has no voting rights. As of March 31, 2016 and 2015, $1,575 was included within preferred dividends payable on the consolidated balance sheets and there were no preferred dividends in arrears.

<u>2012 Series A Preferred Stock</u>

The 2012 Series A Preferred Stock pays a cumulative annual dividend of $.70 per share. Each share of 2012 Series A Preferred Stock is convertible into 10 shares of common stock at the option of the holder. Each share of preferred stock is mandatorily convertible into 10 shares of common stock upon the filing of a public offering registration statement or a change in control (as defined). The Company may redeem the 2012 Series A Preferred Stock by giving 30-day's notice to the preferred stockholders for redemption of $10.00 per share, plus unpaid dividends through the redemption date. Upon voluntary or involuntary dissolution of the Company, the preferred stockholders will receive $10.00 per share prior to the distribution of any amounts to common shareholders. The 2012 Series A Preferred Stock has no voting rights. As of March 31, 2016 and 2015, $18,100 and $14,800 was included within preferred dividends payable on the consolidated balance sheets and there were no preferred dividends in arrears.

2014 Private Placement Memorandum

The Company is undertaking a private placement offering to raise up to $1,000,000 (or 100 units) through the sale of shares of common stock, warrants to purchase common stock and 2012 Series A preferred shares. As of quarter ending March 31, 2016 and 2015 the Company raised $30,000 (3units) and $190,000 (19 units), respectively. At $10,000 per unit, each consists of 1,000 shares of 2012 Series A preferred stock with liquidation preference of $10 per share, 10,000 shares of common stock and common stock purchase warrants to purchase 25,000 shares of common stock at $.15 per share. These warrants expire December 31, 2016.

NOTE 8 EMPLOYEE RETIREMENT PLAN

The Company had established a Savings Incentive Match Plan for Employees of Small Employers ("SIMPLE IRA"). Employees who receive at least $5,000 of compensation for the calendar year were eligible to participate. The Company matched employee contributions dollar for dollar up to one percent of the employee's compensation. Total contributions for any employee were limited by certain regulations. During the years ended December 31, 2014, the Company paid approximately $4,000, respectively, in employee retirement expenses. The Simple IRA was terminated effective December 31, 2014.

NOTE 9 COMMITMENTS AND CONTINGENCIES

Through the ordinary course of business, the Company has entered into contractual agreements, generally cancelable upon 60 to 180 day's written notice, with outside vendors and service providers for various administrative related products and services. As discussed in Note 2, Related Party Transactions, WHI and WFG have an expense sharing agreement.

From time to time, the Company may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters that may arise from time to time that may harm the Company's business.

As of the date of this report, other than routine litigation arising from the ordinary course of business, which the Company does not expect to have a material adverse effect on the Company, there are no pending legal proceedings.

Disclosed in Note 11 is ongoing litigation as it pertains to an independently owned branch office located in NY that was previously registered with WFG. The firm currently has 4 arbitrations; 3 of which were clients of that branch. The firm is involved in legal proceedings against the owners as the owners are contractually obligated to indemnify the company for the costs of such.

NOTE 10 OPERATING LEASES

WFG has multiple lease obligations during the year ended December 31, 2016, which expire on various future dates through May 2020. These leases include office space, phone and office equipment. Lease expense for these operating leases for the quarter ended March 31, 2016 and year ended for December 31, 2015, totaled approximately $52,000 and $209,000 respectively.

Future minimum lease payments, under the operating leases are as follows:

For the Year Ending December 31,	Amount
2016	$ 66,299
2017	62,695
2018	53,870
2019	53,532
2020	23,913
	$ 260,309

NOTE 11 LEGAL PROCEEDINGS

Following the departure of a former principal branch in Garden City, NY, on March 20, 2015 the principals of this branch commenced an arbitration against the Company seeking damages of at least $300,000. The Company has answered by denying liability and asserting counterclaims based upon the branch's contract to indemnify the Company for costs associated with the principals' independently owned branch. Further, the State of Kansas has commenced an inquiry which arose from the acts of the departed branch. In the event the State of Kansas assesses fines or other liabilities against the Company, the Company would seek to have these fines indemnified by the principals of the departed branch. There can be no assurances given as to the outcome of any of these matters.

NOTE 12 SUBSEQUENT EVENTS

In accordance with ASC 855, *Subsequent Events*, the Company evaluated subsequent events through April 22, 2016 the date the financial statements were available.

Item 6. Describe the Issuer's Business, Products and Services

OVERVIEW

Woodstock Holdings, Inc. (the "Company" or "WHI") is a holding company and it has no business operations except for those conducted through Woodstock Financial Group, Inc. ("WFG"), its wholly-owned subsidiary. All references in this report to the business of the Company refer to the operations of WFG, unless the context indicates otherwise. WFG has been a full service securities brokerage and investment banking business since 1995. Effective January 2010, we reorganized into a holding company and changed our name, transferring the name Woodstock Financial Group, Inc. to a newly established 100% owned broker dealer subsidiary. The Company's website address is www.woodstockholdingsinc.com and WFG's website is www.woodstockfg.com.

WFG is a full service securities brokerage firm, which was incorporated in January 2010. The Company is registered as a broker-dealer with the Financial Industry Regulatory Authority ("FINRA") in 50 states, Puerto Rico, Washington D.C., U.S. Virgin Islands, and also as a municipal securities dealer with the Municipal Securities Regulation Board. The Company is also a SEC Registered Investment Advisor and maintains advisory accounts through Fidelity Registered Investment Advisor Group, ("FRIAG"), an arm of Fidelity Investments and IMG (Investment Management Group, a division of Hilltop Securities, Inc. ("formerly Southwest"). The Company is subject to net capital and other regulations of the SEC. The Company offers full service commission and fee-based money management services to individual and institutional investors.

WFG trades equity securities on an agency only basis and it trades bonds and other instruments on a principal and/or agency basis on various exchanges. WFG maintains selling agreements with mutual fund families and insurance companies offering load and no load funds, annuities and insurance products.

Our Company headquarters is at 117 Towne Lake Parkway, Suite 200, Woodstock, Georgia 30188, and our telephone number is (770) 516-6996. We maintain branches and other offices in a number of other jurisdictions and independent retail brokers. Our net capital as of March 31, 2016, as calculated by Rule 15c3 -1 of the SEC, was approximately $311,000 which was $211,000 in excess of its required net capital of $100,000. The Company's net capital ratio was approximately 2.81 to 1.

The Company had a branch office that had accounted for a material portion of the Company's revenues. For 2015 and 2014, this branch office accounted for approximately $300 thousand and $2.6 million of the Company's revenues. As of the close of business on March 20, 2015, this office is no longer associated with Woodstock Financial Group. The Company has recently recruited an additional independent branch office that management believes will replace a portion of the loss revenues from the branch discussed above.

Thus far, all expansion and growth has been funded by cash flows from operations and private sales of our securities. Our plans are to invest in advertising and recruiting efforts to continue our growth and profitability. We anticipate recruiting additional registered representatives, establishing new branch offices and broadening our institutional and other services.

SECURITIES SALES SERVICES

WFG is a FINRA member broker-dealer providing securities sale services through a network of "independent contractor" registered representatives to several thousand retail clients. These representatives primarily sell stocks, mutual funds, bonds, variable annuities and variable life insurance products, managed account and other investment advisory and financial planning products and services. Commissions are charged on the sale of securities products, of which a percentage is shared with the representatives. Over 75% of our revenues during the past three years have been derived from these securities sales services. WFG's independent contractors receive a commission payout between 70% and 90% on average.

INSURANCE PRODUCT SALES

Through several selling agreements with larger insurance companies, WFG offers a variety of insurance products, which are sold by our independent broker network. Variable annuity and variable life products from various carriers are also offered, providing a large variety for consumers from which to choose. While this business is not significant to date, in terms of dollar revenues, we regard it as an important part of the services provided.

ADVISORY AND PLANNING

WFG is also registered as an Investment Advisor with the SEC and provides investment supervisory services. In addition, our independent representatives are able to provide planning and consulting services in a variety of financial service areas such as financial planning, tax planning, benefits consulting, corporate 401(k)s and other types of financial structures. Fees are billed quarterly for these services and shared between the firm and the investment advisor representatives on a fully disclosed basis. WFG is aggressively marketing to licensed advisors and intends to compete in this market place.

EXPANSION OF EXISTING BUSINESS

We intend to intensify our efforts to attract higher producing independent registered representatives by offering them a higher quality of service and a larger variety of financial products and service options to provide to their clients.

The expanded services include:

- Improved sales and business development education and support services;
- Improved marketing and recruiting;
- Enhanced electronic processing, communications and record keeping; and
- Increased capacity to provide investment advisory and insurance services.

WFG will attempt to expand by hiring additional independent representatives and market investment products to retail and institutional clients. WFG opened a corporate retail branch in Boca Raton, Florida. WFG will continue to attempt to improve its overall profit margins in all areas of its business.

CLEARING AGENT AND CUSTOMER CREDIT

We use Hilltop Securities (formerly Southwest Securities) as our clearing agent on a fully disclosed basis. Hilltop processes all securities transactions and maintains the accounts of customers. WFG and our clearing partners, Hilltop and Fidelity Investments (“Fidelity”) are members of the Securities Investor Protection Corporation (“SIPC”). This entitles our clients to protection of up to $500,000 in securities of which $250,000 may be in cash. Hilltop has also purchased additional coverage for up to $200 million (net aggregate) insured through Lloyd’s of London (“Lloyd’s”). Accounts held at Fidelity have an excess SIPC policy of $1 billion of securities with a limit of $1.9 million coverage of cash, per account, also insured through Lloyd’s. Money market funds held in a brokerage account are considered securities. Hilltop provides the operational support necessary to process, record and maintain securities transactions for our brokerage and distribution activities. Hilltop lends funds to our customers through the use of margin credit. These loans are made to customers on a secured basis, with Hilltop maintaining collateral in the form of saleable securities, cash or cash equivalents. Under the terms of our clearing agreement, we indemnify Hilltop for any loss on these credit arrangements. We have implemented policies to avoid possible defaults on margin loans with the increased supervision of customers with margin loans.

REGULATION

The securities business is subject to extensive and frequently changing federal and state laws and substantial regulation under such laws by the SEC and various state agencies and self-regulatory organizations, such as FINRA. Recent regulatory reform, most notably under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, is changing the landscape of the financial services business. WFG is registered as a broker-dealer with the SEC and is a member firm of FINRA. Much of the regulation of broker-dealers has been delegated to self-regulatory organizations, principally FINRA, which has been designated by the SEC as WFG's primary regulator. FINRA adopts rules (which are subject to approval by the SEC) that govern FINRA members and conducts periodic examinations of member firms' operations. WFG's advisory business is subject to regulation by the SEC and our insurance business is regulated by the state.

Broker-dealers are subject to regulations which cover all aspects of the securities business, including sales methods and supervision, trading practices, use and safekeeping of customers' funds and securities, capital structure of securities firms, record keeping and reporting, continuing education 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 SEC, self-regulatory organizations and state securities commissions may conduct administrative proceedings which can result in censure, fines, the issuance of cease-and-desist orders or the suspension or expulsion of a broker-dealer, its officers or employees. The principal purpose of regulation and discipline of broker-dealers is the protection of customers and the integrity of the securities markets.

Our mutual fund distribution business is subject to extensive regulation as to duties, affiliations, conduct and limitations on fees under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Investment Company Act of 1940, as amended (the "1940 Act"), and the regulations of FINRA. As discussed above, WFG is a FINRA member. FINRA has prescribed rules with respect to maximum commissions, charges and fees related to investment in any open-end investment company registered under the 1940 Act.

NET CAPITAL REQUIREMENTS

As a registered broker-dealer and a member firm of FINRA, WFG is subject to the net capital rule of the SEC. The net capital rule, which specifies minimum net capital requirements for registered brokers and dealers, is designed to measure the general financial integrity and liquidity of a broker-dealer and requires that at least a minimum part of its assets be kept in relatively liquid form. Net capital is essentially defined as net worth (assets minus liabilities), plus qualifying subordinated borrowings and less certain mandatory deductions that result from excluding assets not readily convertible into cash and from valuing certain other assets, such as a firm's positions in securities, conservatively.

Among these deductions are adjustments in the market value of securities to reflect the possibility of a market decline prior to disposition. WFG has elected to compute its net capital under the standard aggregate indebtedness method permitted by the net capital rule, which requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed a 15-to-1 ratio. WFG's required minimum net capital is $100,000. Our net capital as of March 31, 2015, as calculated by Rule 15c3-1 of the SEC, was approximately $311,000, which was $211,000 in excess of its required net capital of $100,000. The Company's net capital ratio was approximately 2.81 to 1.

Failure to maintain the required net capital may subject a firm to suspension or expulsion by FINRA, the SEC and other regulatory bodies and ultimately may require its liquidation. We have met or exceeded all net capital requirements since WFG's inception. The net capital rule also prohibits payments of dividends, redemption of stock and the prepayment or payment in respect of principal of subordinated indebtedness if net capital, after giving effect to the payment, redemption or repayment, would be less than a specified percentage of the minimum net capital requirement. Compliance with the net capital rule could limit those operations that require the intensive use of capital, such as underwriting and trading activities, and also could restrict our ability to withdraw capital, which in turn, could limit our ability to pay dividends, repay debt and redeem or purchase shares of our outstanding capital stock.

COMPETITION

We encounter intense competition in all aspects of our securities business and compete directly with other securities firms, a significant number of which have greater capital and other resources. In addition to competition from firms currently in the securities business, there has recently been increasing competition from other sources, such as commercial banks and insurance companies offering financial services, and from other investment alternatives. We believe that the principal factors affecting competition in the securities industry are the quality and abilities of professional personnel, including their ability to effectuate a firm's commitments, and the quality, range and relative prices of services and products offered.

PERSONNEL

At March 31, 2016, we had 10 full-time employees. None of our personnel are covered by a collective bargaining agreement. We consider our relationships with our employees to be good.

BUSINESS DISCUSSION

Acquisition of Intellectual Property of Monophase LLC

In March 2015, the Company entered into an agreement to acquire all intellectual properties of Monophase LLC, whose assets include the software owned by Rafflesoft, a random access drawing software that can be used in the area of gaming and to facilitate online raffles for non-profit organizations. The Company intended to diversify its holdings through this acquisition.

Due to various issues with the Seller, the server and software issues, the Company has elected not to complete this transaction or to pursue this line of business.

Item 7. Describe the Issuer's Facilities

Our principal executive offices are located at 117 Towne Lake Parkway, Suite 200, Woodstock, Georgia 30188 where the Company purchased 7,200 square feet of office space for approximately $1.2 million.

Item 8. Officers, Directors and Control Persons

A. Set forth below is information regarding our directors, executive officers and control persons.

NAME	***AGE***	***POSITION***
William J. Raike, III	57	Chairman, President and CEO, Control Person
Melissa L. Whitley	39	Treasurer, CFO and Director
Morris L. Brunson	79	Director

Directors of the Company are elected each year to serve for a period of one year and until their successors are elected and shall qualify. Executive officers of the Company serve until the board determines that their services are no longer desired.

William J. Raike, III, Chairman, President and CEO (Since 1995)
Mr. Raike has been licensed in the financial services industry for approximately 30 years. His brokerage career began as a financial representative in 1985 with a FINRA member brokerage headquartered in Denver, Colorado. In 1988, Mr. Raike accepted a position as Vice President and Branch Manager of the Atlanta, Georgia regional office. He later joined Davenport & Company, a NYSE member firm headquartered in Richmond, Virginia. Mr. Raike subsequently owned an independently operated branch office of a FINRA member firm. Mr. Raike formed Woodstock Financial Group, Inc. (formerly Raike Financial Group, Inc.) in March of 1995. Mr. Raike currently holds positions as Chairman of the Board, CEO and President.

Mr. Raike is the President, CEO and Chairman of the Board of WFG, a wholly owned subsidiary of WHI. WHI is engaged through WFG, in full service securities brokerage and investment banking. Mr. Raike's qualifications include licensing in various capacities including; Series 4 (Registered Options Principal), 7 (General Securities Representative), 24 (General Securities Principal), 55 (Equity Trader), 63 (State Securities License), 65 (Investment Advisor), 79 (Limited Representative-Investment Banking), Georgia Life and Health and Georgia Variable Annuity.

Melissa L. Whitley, Treasurer, CFO and Director (Since 2003)
Mrs. Whitley has been with WHI since its inception in March 1995. Prior to joining Woodstock, she was the operations manager of an independently owned OSJ brokerage firm. Mrs. Whitley has served in several capacities during her tenure at WHI including: trading operations, administrative operations, as well as accounting and payroll. On March 20, 2009 Mrs. Whitley was discharged in United States Bankruptcy Court, Northern District of Georgia for a chapter 7 bankruptcy filing. During the 2008 economic crisis, Mrs. Whitley's spouse was laid off and remained unemployed for several months. As a result of the loss of income and the inability to pay financial obligations Mrs. Whitley and her husband filed for Chapter 7 Bankruptcy protection.

Mrs. Whitley currently holds a Series 27 Financial Operations Principal License and is the CFO and a director of WFG, a wholly owned subsidiary of WHI. Mrs. Whitley has been in the brokerage industry for 20 years and has been licensed for over 10 years. WHI is engaged through WFG, in full service securities brokerage and investment banking.

Morris L. Brunson, Director (Since 1995)
Mr. Brunson graduated from Berry College in 1958 with a degree in Business Administration with a concentration in Accounting. His career has been spent in the accounting and financial areas primarily in the health care business. He was the Accounting Manager for Floyd Medical Center, a Cost Accountant for Ledbetter Construction Co. and has held several positions at the American Red Cross and the United Way. He retired from the firm in 1998 and currently resides in Georgia.

Mr. Brunson's qualifications include senior financial management experience, with emphasis on accounting and cost controls. His attributes as a Board member include the ability to communicate positively with management on key financial and disclosure issues involving the company.

B. Legal Disciplinary History

None of the Company's officers, directors or control persons has, in the last five years, any legal or disciplinary history as described under Item 8 of the OTC Pink Basic Disclosure Guidelines.

C. Beneficial Shareholders

The following table sets forth the record ownership of our Common Stock as of March 31, 2016, as to (i) each person or entity who owns more than five percent (5%) of any class of our Securities (including those shares subject to outstanding options), (ii) each officer and director of the Company, and (iii) all officers and directors of the Company as a group.

Name	Shares Owned	Percent of Class
William J. Raike III	14,672,000	77.2%
Melissa L. Whitley	40,000	*
Morris L. Brunson	-0-	-0-
Officers and Directors as a group (three persons) (1)(2)	14,712,000	77.4%

* Represents less than 1% of outstanding shares of common stock.

(1) Does not include 170,000 shares owned by his wife. In the event Mr. Raike was deemed a beneficial owner of the shares owned by his wife, he would beneficially own 14,842,000 shares or 78.2% of the outstanding shares.

(2) Officers and directors as a group do not include 170,000 shares owned by Mr. Raike’s wife. In the event all officers and directors as a group were to include these 170,000 shares, officers and directors as a group would beneficially own 14,882,000 shares, representing 78.3% of the outstanding shares. In the event this group were to include officers of the subsidiary who beneficially own 503,000 shares, then officers and directors as a group would beneficially own 15,385,000 shares, representing 81% of the outstanding shares.

To the best of our knowledge, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock owned by them, subject to community property laws where applicable. Other than Common Stock, we have no class of stock entitled to vote on general corporate matters.

Item 9. Third Party Providers

The following are the name, address, telephone number and email address of each of the outside providers named below that advise the Company on matters relating to operations, business development and disclosure:

Legal Counsel
Steven Morse, Esq.
Morse & Morse, PLLC
1400 Old Country Road, Ste. 302
Westbury, NY 11590
Telephone: 516.487.1446
Website: www.morseandmorse.com
Email: morgold@aol.com

Accountant/Auditor
Firm Name: Accell Audit & Compliance
Address: 4868 W. Gandy Blvd., Tampa, FL 33611
Phone: 813.440.6380
Website: www.theaccellgroup.com

The Company does not utilize the services of any third party investor relations consultant or other advisor.

Item 10. Issuer's Certifications

We, William J. Raike, III, CEO and Melissa Whitley, CFO, certify that:

1. We have reviewed this Annual Disclosure Statement of Woodstock Holdings, Inc.;
2. Based on our knowledge, this Annual Disclosure Statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Annual Disclosure Statement; and
3. Based on our knowledge, the financial statements, and other financial information included or incorporated by reference in this Annual Disclosure Statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this Annual Report.

DATE: April 22, 2016

/s/ William J. Raike, III, Chief Executive Officer
/s/ Melissa Whitley, Chief Financial Officer