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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2015

or

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

For the transition period from _____ to _____

Commission File Number: 000-50587

WRIGHT INVESTORS' SERVICE HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**13-4005439**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

177 West Putnam Avenue, Greenwich, CT	**06830**
(Address of principal executive offices)	(Zip code)

(914) 242-5700

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer (Do not check if a smaller reporting company)	☐	Smaller reporting company	☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 4, 2015, there were 18,558,939 shares of the registrant's common stock, $0.01 par value, outstanding.

WRIGHT INVESTORS' SERVICE HOLDINGS, INC.

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

WRIGHT INVESTORS' SERVICE HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)
(in thousands, except per share amounts)

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
Revenues				
Investment management services	$ 627	$ 647	$ 1,867	$ 1,974
Other investment advisory services	721	664	2,136	1,952
Financial research and related data	188	155	516	449
	1,536	1,466	4,519	4,375
Expenses				
Compensation and benefits	1,176	1,294	3,693	3,842
Other operating	858	988	2,823	3,042
	2,034	2,282	6,516	6,884
Operating loss	(498)	(816)	(1,997)	(2,509)
Interest expense and other, net	(81)	(22)	(162)	(37)
Gain on sale of investment in MXL	-	-	-	719
Change in fair value of contingent consideration	(176)	(27)	(196)	(109)
Loss from continuing operations before income taxes	(755)	(865)	(2,355)	(1,936)
Income tax (expense) benefit	(11)	54	(44)	115
Loss from continuing operations	(766)	(811)	(2,399)	(1,821)
Income from discontinued operations, net of taxes (Note 11 and 13(a))	-	-	-	315
Net loss	$ (766)	$ (811)	$ (2,399)	$ (1,506)
Basic and diluted (loss) income per share				
Continuing operations	$ (0.04)	$ (0.04)	$ (0.12)	$ (0.10)
Discontinued operations	-	-	-	0.02
Net loss	$ (0.04)	$ (0.04)	$ (0.12)	$ (0.08)

See accompanying notes to condensed consolidated financial statements.

WRIGHT INVESTORS' SERVICE HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share amounts)

	September 30, 2015	December 31, 2014
Assets	(unaudited)	
Current assets		
Cash and cash equivalents	$ 9,656	$ 11,163
Short-term investments	149	154
Accounts receivable,net	355	336
Prepaid income taxes	8	12
Prepaid expenses and other current assets	455	451
Total current assets	10,623	12,116
Property and equipment, net	37	40
Intangible assets, net	2,804	3,281
Goodwill	3,364	3,364
Investment in LLC	257	-
Investment in undeveloped land	355	355
Other assets	132	108
Total assets	$ 17,572	$ 19,264
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable and accrued expenses	$ 1,251	$ 1,116
Deferred revenue	-	12
Liability for contingent consideration	768	572
Current portion of officers retirement bonus liability	213	160
Total current liabilities	2,232	1,860
Officers retirement bonus liability, net of current portion	689	698
Total liabilities	2,921	2,558
Stockholders' equity		
Common stock	191	191
Additional paid-in capital	33,784	33,440
Accumulated deficit	(17,965)	(15,566)
Treasury stock, at cost (565,069 shares in 2015 and 2014)	(1,359)	(1,359)
Total stockholders' equity	14,651	16,706
Total liabilities and stockholders' equity	$ 17,572	$ 19,264

See accompanying notes to condensed consolidated financial statements.

WRIGHT INVESTORS' SERVICE HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(in thousands)

	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
Cash flows from operating activities		
Net loss	$ (2,399)	$ (1,506)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation and amortization	490	492
Change in liability for contingent consideration	196	109
Change in value of warrant	95	-
Equity based compensation, including issuance of stock to directors	344	247
Equity income in LLC	(43)	-
Gain on sale of investment in MXL	-	(719)
Changes in other operating items:		
Accounts receivable	(19)	(40)
Investment securities	5	(14)
Deferred revenue	(12)	(1)
Officers retirement bonus liability	44	(21)
Prepaid income taxes	4	(5)
Prepaid expenses and other current assets	(4)	(122)
Accounts payable and accrued expenses	135	(50)
Net cash used in operating activities	(1,164)	(1,630)
Cash flows from investing activities		
Proceeds from sale of investment in MXL	-	994
Investment in LLC	(333)	
Additions to property and equipment	(10)	-
Net cash (used in) provided by investing activities	(343)	994
Net decrease in cash and cash equivalents	(1,507)	(636)
Cash and cash equivalents at the beginning of the period	11,163	12,566
Cash and cash equivalents at the end of the period	$ 9,656	$ 11,930
Supplemental disclosures of cash flow information		
Net cash paid during the period for income taxes	$ 35	$ 23
Non cash activity:		
Warrant distributed from LLC	$ 120	

See accompanying notes to condensed consolidated financial statements.

WRIGHT INVESTORS' SERVICE HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
NINE MONTHS ENDED SEPTEMBER 30, 2015
(UNAUDITED)

	Common stock		Additional paid -in	Accumulated	Treasury stock , at	Total stock-holders
	shares	amount	capital	deficit	cost	equity
Balance at December 31, 2014	**19,059,198**	**$ 191**	**$ 33,440**	**$ (15,566)**	**$ (1,359)**	**$ 16,706**
Net loss	-	-	-	(2,399)	-	(2,399)
Issuance of common stock to directors	44,425		74			74
Equity based compensation expense	-	-	270	-	-	270
Balance at September 30, 2015	**19,103,623**	**$ 191**	**$ 33,784**	**$ (17,965)**	**$ (1,359)**	**$ 14,651**

See accompanying notes to condensed consolidated financial statements.

1. Basis of presentation and description of activities

Basis of presentation

The accompanying interim financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. The information and note disclosures normally included in complete financial statements have been condensed or omitted pursuant to such rules and regulations. The Condensed Consolidated Balance Sheet as of December 31, 2014 has been derived from audited financial statements. These financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2014 as presented in our Annual Report on Form 10-K. In the opinion of management, this interim information includes all material adjustments, which are of a normal and recurring nature, necessary for a fair presentation. The results for the 2015 interim periods are not necessarily indicative of results to be expected for the entire year.

Description of activities

On February 4, 2013, National Patent Development Corporation changed its name to Wright Investors' Service Holdings, Inc. (hereinafter referred to as the "Company" or "Wright Holdings").

On December 19, 2012 (the "Closing Date"), the Company, completed the acquisition of The Winthrop Corporation, a Connecticut corporation ("Winthrop") pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement") dated June 18, 2012. Winthrop, through its wholly-owned subsidiaries Wright Investors' Service, Inc. ("Wright"), Wright Investors' Service Distributors, Inc. ("WISDI") and Wright's wholly-owned subsidiary, Wright Private Asset Management, LLC ("WPAM") (collectively, the "Wright Companies"), offers investment management services, financial advisory services and investment research to large and small investors, both taxable and tax exempt. WISDI is a registered broker dealer with the Financial Industry Regulatory Authority, Inc. ("FINRA") and the Securities and Exchange Commission. In accordance with the Merger Agreement, a wholly-owned newly formed subsidiary of the Company, was merged with and into Winthrop and Winthrop became a wholly-owned subsidiary of the Company.

Reclassification

The Company has reclassified $1,294,000 and $3,842,000 of Other operating expenses for the three and nine months ended September 30, 2014 to Compensation and benefits in order to be consistent with the presentation for the quarter and nine months period ended September 30, 2015.

2. Liability for Contingent Consideration

In connection with the Company's acquisition of Winthrop on December 19, 2012, the Company has agreed to pay contingent consideration in cash to a holder of Winthrop common stock who received 852,228 shares of Company Common Stock to the extent that such shares have a value of less than $1,900,000 on the expiration of the three year period based on the average closing price of the Company's Common Stock for the ten trading days prior to such date.

A liability was recognized based on an estimate of the acquisition date fair value of the acquisition-related contingent consideration which may be payable. The fair value was calculated by applying a lattice model, which takes into account the potential for the Company's common stock price per share being less than $2.23 per share at the end of the 3 year lock-up period. The fair value measurement is based on significant unobservable inputs that are supported by little market activity and reflect the Company's own assumptions. Key assumptions include stock price of $1.32 and $1.74 at September 30, 2015 and September 30, 2014, respectively, expected volatility of 50% at both September 30, 2015 and 2014 in the Company's Common Stock and the risk free interest rate of 0.0% an 0.38% as of September 30, 2015 and 2014, respectively, during the remainder of the three year lock-up period. Changes in the fair value of the contingent consideration subsequent to the acquisition date are being recognized in earnings until the liability is eliminated or settled. The fair value of the liability was $768,000 on September 30, 2015. The Company recognized an expense of $176,000 and $196,000, respectively, for the change in the value for the quarter and nine months ended September 30, 2015 as compared to $27,000 and $109,000, respectively, for the quarter and nine months ended September 30, 2014.

3. Sale of MXL investment

The Company held a 19.9% equity investment in a privately-held company, MXL, which is engaged in the plastic molding and precision coating businesses. On February 3, 2014 the privately-held company exercised its right to purchase the Company's 19.9% interest. The Company received $994,000 for its 19.9% interest on March 26, 2014, resulting in a gain of $719,000 for the nine months ended September 30, 2014.

4. Per share data

Loss per share for the three months ended September 30, 2015 and 2014 respectively, is calculated based on 19,272,000 and 19,096,000 weighted average outstanding shares of common stock. Included in the share number are vested Restricted Stock Units ("RSUs") of 737,772 and 608,526 for the three months ended September 30, 2015 and 2014, respectively.

Loss per share for the nine months ended September 30, 2015 and 2014 respectively, is calculated based on 19,249,000 and 19,089,000 weighted average outstanding shares of common stock. Included in the share number are vested RSUs of 736,589 and 607,343 for the nine months ended September 30, 2015 and 2014, respectively.

Options for 3,250,000 shares of common stock for the quarter and nine months ended September 30, 2015 and 2014, and nonvested RSUs for 328,128 shares of common stock for the quarter and nine months ended September 30, 2015 and 286,256 shares of common stock for the quarter and nine months ended September 30, 2014 were not included in the diluted computation as their effect would be anti-dilutive since the Company has losses from continuing operations for such periods.

5. Capital Stock

The Company's Board of Directors, without any vote or action by the holders of common stock, is authorized to issue preferred stock from time to time in one or more series and to determine the number of shares and to fix the powers, designations, preferences and relative, participating, optional or other special rights of any series of preferred stock.

The Board of Directors authorized the Company to repurchase up to 5,000,000 outstanding shares of common stock from time to time either in open market or privately negotiated transactions. At September 30, 2015, the Company had repurchased 1,791,821 shares of its common stock and a total of 3,208,179 shares, remain available for repurchase at September 30, 2015.

6. Short-term investments:

Short-term investments, which at September 30, 2015 and December 31, 2014 consist of mutual funds managed by a subsidiary of Winthrop are stated at the net asset value of the funds and are accounted for as trading securities with unrealized gain or loss included in Interest expense and other, net in the Condensed Consolidated Statements of Operations. Unrealized (losses) gains on short term investments amounted to ($12,000) and ($8,000) during the three and nine months ended September 30, 2015 and $25,000 and $32,000 during the three and nine months ended September 30, 2014.

7. Investment in LLC

The Company entered into a Limited Liability Company Agreement dated April 28, 2015 by and among EGS, LLC, a newly formed Delaware limited liability company ("EGS") and the members named therein. The Company invested $333,333 and acquired 333,333 Units, representing a 33.33% Membership Interest in EGS. In addition to the Company, EGS has two other members, one of whom is Marshall Geller, a member of the Company's Board of Directors. The EGS transaction, as well as Mr. Geller's participation in the transaction, received the prior approval of the Company's Audit Committee. Mr. Geller is the Managing Member of the LLC and also invested $333,333 and acquired 333,333 Units, representing a 33.33% Membership Interest in EGS.

EGS entered in a Note Purchase Agreement effective April 28, 2015 with Merriman Holdings, Inc. ("Merriman"), a publically traded company, pursuant to which EGS purchased from Merriman for an aggregate purchase price of $1,000,000 (i) a one-year Senior Secured Note in the original principal amount of $1,000,000, at 12% interest, payable quarterly, in arrears (the "Note") and (ii) a Common Stock Purchase Warrant which expires in five years to purchase 500,000 shares of Merriman common stock at $1.00 per share (the "Warrants"). EGS distributed the Warrants to its members and the Company received 166,666 Warrants which expire in five years. The investment in EGS is being accounted for under the equity method. Under this method, the Company records its share of EGS's earnings (losses) in the statement of operations with equivalent amount of increases (decreases) to the investment. At April 28, 2015, the Company valued the Warrants at their fair value, or $120,000, using the Black Scholes model, and recorded their value as a reduction in the investment in EGS. The Company recorded approximately $26,000 and $43,000 as its share of EGS's net income for the three and nine months ended September 30, 2015, respectively, which is included in Interest expense and other, net in the Condensed Consolidated Statement of Operations. At September 30, 2015, the carrying value of the investment in EGS was $257,000. The Warrant which permits a cashless exercise, qualifies as a derivative, and is recorded at fair value (based on observable inputs) with change in such value included in earnings. At September 30, 2015, the value of the Warrants (a Level 2 Security) was $25,000, which is included in Other Assets in the Condensed Consolidated Balance Sheet. The decrease in the value of the Warrants from April 28, 2015 to September 30, 2015 of $95,000 and for the quarter ended September 30, 2015 of $65,000, is included in Interest expense and other, net in the Condensed Consolidated Statement of Operations. Such reduction reflects the decrease in the price of Merriman's common stock as measured for the period ended September 30, 2015.

On July 20, 2015, a fourth member joined EGS and invested $333,333, and received a 25% Membership Interest in EGS. EGS advanced the funds to Merriman and increased its investment in the Note and in addition, received 166,666 additional Warrants which it distributed to its new member. This transaction reduced the Company's interest in EGS to 25%, and changed the expiration date of the Note to July 20, 2016, and extended the exercise date of the warrant to five years from that date.

Merriman is a financial services holding company that provides capital markets advisory and research, corporate and investment banking services through its wholly-owned principal operating subsidiary, Merriman Capital, Inc. ("MC"). The Note is secured by 99.998% of the capital stock of MC. Marshall Geller also received 166,666 Warrants with an exercise price of $1.00 per share that expire in five years.

The Note, pursuant to the terms of an Intercreditor Agreement entered into with Merriman's current debt holders, is senior to all of Merriman's debt.

8. Incentive stock plans and stock based compensation

Common stock options

The Company had initially adopted a stock-based compensation plan for employees and non-employee members of its Board of Directors in November 2003 (the "2003 Plan"), which was subsequently amended in March 2007 (the "2003 Plan Amendment"). In December 2007, the Company adopted the National Patent Development Corporation 2007 Incentive Stock Plan (the "2007 NPDC Plan"). The 2003 Plan Amendment and the 2007 NPDC Plan shall be collectively referred to as the "Plans". The Plans provide for up to 3,500,000 and 7,500,000 awards for shares under the 2003 Plan Amendment and 2007 NPDC Plan, respectively, in form of discretionary grants of stock options, restricted stock shares, restricted stock units (RSUs) and other stock-based awards to employees, directors and outside service providers. The Plans are administered by the Compensation Committee of the Board of Directors, which consists solely of non-employee directors. The term of any option granted under the plans will not exceed ten years from the date of grant and, in the case of incentive stock options that are granted to a 10% or greater holder of total voting stock of the Company, shall expire three years from the date of grant. The exercise price of any option granted under the Plans may not be less than the fair market value of the common stock on the date of grant or, in the case of incentive stock options that are granted to a 10% or greater holder of total voting stock, 110% of such fair market value.

The Company recorded no compensation expense related to options for the nine months ended September 30, 2015 and 2014, respectively. As of September 30, 2015, the number of shares reserved and available for award under the 2007 NPDC Plan is 5,986,336 and under the 2003 Plan Amendment is 700,000.

During the nine months ended September 30, 2015, there was no option activity. As of September 30, 2015, there were outstanding options to acquire 3,250,000 shares of common stock, all of which were vested and exercisable, have a weighted average exercise price of $2.31 per share, a weighted average contractual term of 1.9 years and an aggregate intrinsic value of $0.

Restricted stock units

As a result of the Winthrop acquisition, the Company issued a total of 849,280 RSUs on the Closing Date to be settled in shares of Company common stock as follows:

a) 479,280 RSUs were granted to four key executives of Winthrop, which vested as of the Closing Date and are subject to post-vesting restrictions on sale for three years. The RSUs were valued at the closing price of the Company's common stock of $2.52, less a 20% discount for post vesting restrictions on sale, or $2.02 per share. The total value of these RSUs of $966,000, were accounted for as compensation and charged to retention bonus expense on the Closing Date.

b) 370,000 RSUs were granted to four key executives, which vest equally over three years, with the first third vesting one year from the Closing Date. The RSUs were valued based on the closing price of the Company's common stock on the Closing Date of $2.52, less an average discount of 11% for post-vesting restrictions on sale until the three year anniversary of the grant date, or an average price per share of $2.25. The Company recorded compensation expense of $69,000 and $208,000 for each of the quarters and nine months ended September 30, 2015 and 2014 related to these RSUs. As of September 30, 2015, the total unrecognized compensation expense related to these unvested RSUs is $44,000, which will be recognized over the remaining vesting period of approximately three months.

In addition, the following RSUs were granted to employees of the Company:

c) 17,738 RSUs were granted to certain employees on February 4, 2013, which vest equally over three years, with the first third vesting on February 4, 2014. At September 30, 2015, 11,701 of the RSU's were still outstanding. The RSUs are valued based on the closing price of the Company's common stock on February 4, 2013 of $2.40, less an average discount of 11% for post-vesting restrictions on sale until the three year anniversary of the grant date, or an average price per share of $2.25. The Company recorded compensation expense of $3,000 and $8,000, respectively, for each of the quarters and nine months ended September 30, 2015 and 2014 related to these RSUs. The total unrecognized compensation expense related to these unvested RSUs at September 30, 2015 is $3,000, which will be recognized over the remaining vesting period of approximately 6 months.

d) 30,000 RSUs were granted to an employee on June 10, 2014, which were to vest on the third anniversary of the individual's employment, assuming the individual was still employed at that time. The RSUs are valued based on the closing price of the Company's common stock on June 10, 2014 of $1.90. The Company did not record any compensation expense for the nine months ended September 30, 2015, but reversed $11,000 of compensation expense previously recorded during the year ended December 31, 2014 related to these RSUs since in the first quarter of 2015, the individual was no longer employed by the Company and the 30,000 RSUs were cancelled.

e) 100,000 RSUs were issued on each of January 19, 2015 and March 31, 2015, to two newly appointed directors of the Company. The RSUs will vest equally over 3 years. The RSUs are valued based on the closing price of the Company's common stock on January 19, 2015 and March 31, 2015 of $1.70 and $1.85, respectively, less an average discount of 8% for post-vesting restrictions on sale until the three year anniversary of the grant date, or an average price per share of $1.56 and $1.70, respectively. The Company recorded compensation expense of $27,000 and $65,000, respectively, for the quarter and nine months ended September 30, 2015 related to these RSUs. The total unrecognized compensation expense related to these unvested RSUs at September 30, 2015 is $260,000, which will be recognized over the remaining vesting period of approximately 2.5 years.

9. Intangible Assets

At September 30, 2015, intangible assets subject to amortization which were recorded in connection with the acquisition of Winthrop consisted of the following (in thousands):

Intangible	Estimated useful life	Gross carrying amount	Accumulated Amortization	Net carrying amount
Investment management and advisory contracts	9 years	$ 3,181	$ 982	$ 2,199
Trademarks	10 years	433	121	312
Proprietary software and technology	4 years	960	667	293
		$ 4,574	**$ 1,770**	**$ 2,804**

For the nine months ended September 30, 2015 amortization expense was $477,000. Estimated amortization expense for each of the five succeeding years and thereafter is as follows (in thousands):

Year ending December 31,	
2015 (remainder)	$159
2016	630
2017	397
2018	397
2019	397
2020-2023	824
	$2,804

10. Related party transactions

Effective June 1, 2010, the Company had relocated its headquarters to the offices of Bedford Oak in Mount Kisco, New York. Bedford Oak is controlled by Harvey P. Eisen, Chairman, Chief Executive Officer and a director of the Company. The Company had been subleasing a portion of the Bedford Oak space and has access to various administrative support services on a month-to-month basis. On October 31, 2012, the Company's Audit Committee approved an increase to approximately $40,700 per month (effective as of September 1, 2012) in the monthly sublease and administrative support services rate, which increased rate the Company believed, was necessary to provide for the increased personnel and space requirements necessary for an operating company.

On May 13, 2014, the Company's Audit Committee approved a decrease to approximately $27,600 per month (effective as of June 1, 2014) in the monthly sublease and administrative support services rate, which decreased rate is part of the Company's effort to control and reduce costs. In March 2015, the Audit Committee approved the elimination of the monthly sublease and administrative support services fee effective March 31, 2015 as a result of the Company's relocation to its new corporate headquarters. See Note 13(d).

Operating expenses for the nine months ended September 30, 2015 and 2014 includes $83,000 and $314,000, respectively, and for the three months ended September 30, 2015 and 2014 includes $0 and $83,000, respectively, related to the sublease arrangement with Bedford Oak.

Wright acts as an investment advisor, its subsidiary acts as a principal underwriter and one officer of Winthrop is also an officer for a family of mutual funds from which investment management and distribution fees are earned based on the net asset values of the respective funds. Such fees, which are included in Other investment advisory services, amounted to $221,000 and $649,000 for the three and nine months ended September 30, 2015, respectively, and $213,000 and $639,000 for the three and nine months ended September 30, 2014, respectively.

11. Income taxes

For the three and nine months ended September 30, 2015, the Company recorded income tax expense from continuing operations of $11,000 and $44,000, respectively, which represents minimum state taxes. For the three and nine months ended September 30, 2014, the Company recorded an income tax benefit from continuing operations of $54,000 and $115,000, respectively, which represents a combined federal and state benefit of $65,000 and $145,000, respectively, (based on the estimated annual effective tax rate) utilizing the loss from continuing operations against income from discontinued operations, offset by minimum state taxes of $11,000 and $30,000, respectively. In addition, for the nine months ended September 30, 2014, the Company recorded income tax expense of $210,000 attributable to income from discontinued operations.

No tax benefit has been recorded in relation to the pre-tax loss from continuing operations for the three and nine months ended September 30, 2015, or for the pre-tax loss from continuing operations for the three and nine months ended September 30, 2014 in excess of the amount utilized to offset income from discontinued operations, due to a full valuation allowance to offset any deferred tax asset related to net operating loss carry forwards attributable to the loss.

12. Retirement plans

a) The Company maintains a 401(k) Savings Plan (the "Plan"), for full time employees who have completed at least one hour of service coincident with the first day of each month. The Plan permits pre-tax contributions by participants. Effective January 15, 2013, the employees of Winthrop and its subsidiaries were eligible to participate in the Plan, and the Company ceased matching the participant's contributions.

b) Winthrop maintains an officer retirement bonus plan (the "Bonus Plan") that is an unfunded deferred compensation program providing retirement benefits equal to 10% of annual compensation, as defined, to those officers upon their retirement. Effective December 1, 1999, the Plan was frozen so that no additional benefits will be earned. The total obligation under the Bonus Plan at September 30, 2015, on an undiscounted basis is $1,546,000, of which $213,000 is estimated to be payable over the next twelve months. The liability is payable to individual retired employees at the rate of $50,000 per year in equal monthly amounts commencing upon retirement. The liability was recorded at $885,000 at the date of the Company's acquisition of Winthrop, representing its estimated fair value computed based on its present value, utilizing a discount rate of 14%, which was estimated to be the acquired company's weighted average cost of capital on such date from the perspective of a market participant. The calculated discount of $1,027,000 at the date of acquisition is being amortized as interest expense over the period the obligation is outstanding by use of the effective interest method. For the three and nine months ended September 30, 2015, interest expense amounted to $37,000 and $112,000, respectively. For the three and nine months ended September 30, 2014, interest expense amounted to $25,000 and $75,000, respectively. At September 30, 2015, the present value of the obligation under the Bonus Plan was $902,000, respectively, net of discount of $644,000.

13. Commitments, Contingencies and Other

a) On January 15, 2010, the Company completed the sale to The Merit Group, Inc. ("Merit") of all of the issued and outstanding stock of the Company's wholly-owned subsidiary, Five Star Products, Inc., the holding company and sole stockholder of Five Star Group, Inc., for cash. On or about May 17, 2011, Merit filed for Chapter 11 bankruptcy protection in the United States Bankruptcy Court for the District of South Carolina. On or about December 14, 2011, the Official Committee of Unsecured Creditors of TMG Liquidation Company (formerly known as The Merit Group, Inc.) filed in that court an adversary proceeding against the Company (the "Avoidance Action"). The Avoidance Action sought, among other things, to avoid and recover the consideration paid by Merit to the Company for the purchase of Five Star Products, Inc. from the Company under the Stock Purchase Agreement, dated November 24, 2009 (the "Agreement"), as a constructive fraudulent transfer under sections 548, 550, and 551 of the Bankruptcy Code.

On August 2, 2013, the Company entered into the settlement agreement, and during the year ended December 31, 2013, the Company recorded a loss in discontinued operations of $2,375,000 in connection with the Avoidance Action. In April 2014, the Company agreed to a settlement of its insurance claim related to this matter, and received a net payment of $525,000, which was recorded as income in discontinued operations during the three months ended June 30, 2014.

b) Pursuant to his Employment Agreement, Mr. Peter Donovan serves as Chief Executive Officer of Winthrop, commencing upon the Closing Date of the Merger. Mr. Donovan's Employment Agreement provides for a term of five years, with automatic annual renewals unless notice of non-renewal is given at least six months prior to the applicable employment period. Mr. Donovan is receiving an annual base salary of $300,000, subject to increases at the discretion of the Compensation Committee of Winthrop's Board of Directors. During the initial term of Mr. Donovan's Employment Agreement but subsequent to the third anniversary of the Closing Date (December 19, 2015), in the sole discretion of the Board of Directors of Winthrop, Mr. Donovan will assume the position of Executive Chairman of Winthrop in lieu of his position as Chief Executive Officer, with such authority, duties and responsibilities as are commensurate with his position as Executive Chairman and such other duties and responsibilities as may reasonably be assigned to him by the Chief Executive Officer of the Company. As Executive Chairman, Mr. Donovan will be entitled to an annual base salary of $200,000. During his employment under the Employment Agreement, Mr. Donovan reports directly to the Chief Executive Officer of the Company.

Under their respective Employment Agreements, the three other key executives are serving as Senior Managing Directors of Winthrop. Their Employment Agreements each provide for a term of three years, with automatic annual renewals unless notice of non-renewal is given at least six months prior to the applicable employment period. On June 16, 2015, the other three key executives were informed that their contracts would not be automatically renewed. Each of the other three key executives is receiving an annual base salary of $250,000. In addition to their base salaries, each of the other three key executives are entitled to receive a "Stay/Client Retention Bonus" of $114,000. The Stay/Client Retention Bonus is payable in equal installments on the Closing Date and first, second and third anniversaries of the Closing Date. Two of the executives elected to receive the Stay/Client Retention Bonus in RSUs, valued at $2.00 per RSU (a total of 114,000 RSUs) which vest in equal annual installments on the first, second and third anniversaries of the Closing Date provided that the recipient is then employed by Winthrop or one of its affiliates and the third elected to receive cash payable in four equal installments of $28,500 each.

c) The Company has a call right to acquire any shares of Company common stock held by the four key executives of Winthrop received as merger consideration who terminate employment without "good reason" prior to the third anniversary of the Closing Date, at a purchase price per share equal to the fair market value of Company common stock as of the date of the notice of the exercise of the call right.

d) On July 1, 2014, Winthrop, pursuant to the terms of its Milford facility lease, gave eight months' notice to their landlord to terminate their lease in Milford, Connecticut. In August 2014, the Company entered into a five year sublease in Greenwich, Connecticut for 10,000 square feet. Estimated annual rent for the Greenwich, Connecticut space, which expires on September 30, 2019 is as follows; $61,000 (remainder of 2015), $240,000 (2016), $248,000 (2017), $255,000 (2018), and $196,000 (through September 30, 2019). The Company moved its corporate office from Mount Kisco, New York to the Greenwich, Connecticut facility in March 2015, which resulted in a consolidation of the Company's operations.

e) On September 26, 2014, the Connecticut Department of Energy and Environmental Protection ("DEEP") issued two Orders requiring the investigation and repair of two dams in which the Company and its subsidiaries have certain ownership interests. The first Order requires that the Company investigate and make specified repairs to the Acme Pond Dam located in Killingly, Connecticut. The second Order, as subsequently revised by DEEP on October 10, 2014, requires that the Company investigate and make specified repairs to the Killingly Pond Dam located in Killingly, Connecticut. The Company has administratively appealed and contested the allegations in both Orders. As the administrative appeal of both Orders is in its early stages, it is not possible at this time to evaluate the likelihood of, or to estimate the range of loss from, an unfavorable outcome.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Statement Regarding Forward-Looking Statements

This report contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward looking statements. Forward-looking statements are not statements of historical facts, but rather reflect our current expectations concerning future events and results. The words "may," "will," "anticipate," "should," "would," "believe," "contemplate," "could," "project," "predict," "expect," "estimate," "continue," and "intend," as well as other similar words and expressions of the future, are intended to identify forward-looking statements.

Factors that may cause actual results to differ from those results expressed or implied, include, but are not limited to, those listed under "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014 filed by the Company with the Securities and Exchange Commission (the "SEC") on March 23, 2015.

These forward-looking statements generally relate to our plans, objectives and expectations for future events and include statements about our expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not historical facts. These statements are based upon our opinions and estimates as of the date they are made. Although we believe that the expectations reflected in these forward-looking statements are reasonable, such forward-looking statements are subject to known and unknown risks and uncertainties that may be beyond our control, which could cause actual results, performance and achievements to differ materially from results, performance and achievements projected, expected, expressed or implied by the forward-looking statements. While we cannot assess the future impact that any of these differences could have on our business, financial condition, results of operations and cash flows or the market price of shares of our common stock, the differences could be significant. You are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented in this report and you are urged to consider all such risks and uncertainties. In light of the uncertainty inherent in such forward-looking statements, you should not consider their inclusion to be a representation that such forward-looking matters will be achieved.

Results of Operations

Assets Under Management (AUM)

Winthrop earns revenue primarily by charging fees based upon AUM. At September 30, 2015, AUM was $1.38 billion, as compared to $1.45 billion at December 31, 2014. The change in AUM was due to deposits of $149 million, offset by redemptions and withdrawals of $185 million and reduced market value of $35 million.

Three months ended September 30, 2015 compared to the three months ended September 30, 2014

For the three months ended September 30, 2015, the Company had a loss from continuing operations before income taxes of $755,000 compared to a loss from continuing operations before income taxes of $865,000 for the three months ended September 30, 2014. The reduced loss of $110,000 was primarily the result of increased revenues of $70,000, reduced Compensation and benefits of $118,000 and reduced Other operating expenses of $130,000, partially offset by an increased expense for the Change in fair value of contingent consideration of $149,000 and increased Interest expense and other, net of $59,000. Included in the loss incurred for the quarters ended September 30, 2015 and 2014, respectively, for Winthrop are amortization of intangibles of $159,000 and $159,000 , amortization of stay and retention bonuses of $34,000 and $34,000 and compensation expense of $74,000 and $74,000 related to RSU's issued to Winthrop employees.

Compensation and benefits

For the three months ended September 30, 2015, Compensation and benefits were $1,176,000 as compared to $1,294,000 for the three months ended September 30, 2014.

The reduced Compensation and benefits of $118,000 for the three months ended September 30, 2015 were the result of reduced costs at Winthrop due to reduction in staff levels, partially offset by increased sales commissions. Included in Winthrop's Compensation and benefits for the three months ended September 30, 2015 and 2014 are the following; (i) stay and retention bonuses of $34,000 and (ii) compensation expense of $74,000 for the three months ended September 30, 2015 and 2014 related to RSU's issued to Winthrop employees.

Other operating expenses

For the three months ended September 30, 2015, Other operating expenses were $858,000 as compared to $988,000 for the three months ended September 30, 2014.

The reduced operating expenses of $130,000 were the result of reduced operating expenses at the corporate level of $55,000 primarily due to reduced facility costs related to the move to the Company's new Greenwich, Connecticut headquarters, as well as reduced professional fees and reduced operating expenses of $75,000 incurred by Winthrop. The decrease in Winthrop's operating expenses was due to reduced travel and promotion and professional fees, partially offset by increased outside information services. Included in Winthrop's Other operating expenses for the three months ended September 30, 2015 and 2014 is amortization of intangibles of $159,000.

Interest expense and other, net

For the three months ended September 30, 2015, Interest expense and other net was $(81,000) as compared to $(22,000) for the three months ended September 30, 2014. The increased loss is primarily due to the $65,000 decrease in the fair value of the Company's warrant with EGS. See Note 7 to the Condensed Consolidated Financial statements.

Nine months ended September 30, 2015 compared to the nine months ended September 30, 2014

For the nine months ended September 30, 2015, the Company had a loss from continuing operations before income taxes of $2,355,000 compared to a loss from continuing operations before income taxes of $1,936,000 for the nine months ended September 30, 2014. The increased loss of $419,000 was primarily the result of the $719,000 gain realized on the sale of the Company's 19.9% interest in MXL in March 2014. The $719,000 gain in 2014 was partially offset by reduced Compensation and benefits of $149,000, reduced Other operating expenses of $219,000 and increased revenues of $144,000, partially offset by increased expense for the Change in fair value of contingent consideration of $87,000 and increased Interest expense and other , net of $125,000. Included in the loss incurred for the nine months ended September 30, 2015 and 2014 for Winthrop are amortization of intangibles of $478,000 and $478,000, amortization of stay and retention bonuses of $101,000 and $101,000 and compensation expense of $207,000 and $221,000 related to RSU's issued to Winthrop employees, respectively.

Compensation and benefits

For the nine months ended September 30, 2015, Compensation and benefits were $3,693,000 as compared to $3,842,000 for the nine months ended September 30, 2014.

The reduced Compensation and benefits of $149,000 were the result of reduced costs of $173,000 at Winthrop resulting from reduced staff levels, partially offset by increased expenses of $24,000 at the corporate level. Included in Winthrop's Compensation and benefits for the nine months ended September 30, 2015 and 2014, respectively, are the following; (i) stay and retention bonuses of $101,000 and $101,000 and (ii) compensation expense of $207,000 and $221,000 for the nine months ended September 30, 2015 and 2014 related to RSU's issued to Winthrop employees.

Other operating expenses

For the nine months ended September 30, 2015, Other operating expenses were $2,823,000 as compared to $3,042,000 for the nine months ended September 30, 2014.

The reduced Other Operating expenses of $219,000 for the nine months ended September 30, 2015, were the result of reduced costs at both the corporate and Winthrop levels. The reduced corporate costs are the result of reduced facility costs related to the move to the Company's new Greenwich, Connecticut headquarters, as well as reduced professional fees, partially offset by increased maintenance and legal costs related to the Company's properties in Killingly CT. The decrease in Winthrop's operating expenses was primarily due to reduced travel and promotion and professional fees, partially offset by increased outside information services. Included in Winthrop's Other operating expenses for the nine months ended September 30, 2015 and 2014 is amortization of intangibles of $478,000.

Interest expense and other, net

For the nine months ended September 30, 2015, Interest expense and other, net was $(162,000) as compared to $(37,000) for the nine months ended September 30, 2014. The increased loss is primarily due to the $95,000 decrease in the fair value of the Company's warrant with EGS. See Note 7 to the Condensed Consolidated Financial statements.

Revenue

Winthrop markets its investment management products and services to plan sponsors, trade unions, endowments, corporations, state and local governments, municipalities and foundations. The Winthrop products include equity, fixed income and balanced portfolios for various plan types, including defined benefit, annuity, self-directed and 401(k), health and welfare and education and training plans. In addition, Wright helps bank trust departments and trust companies satisfy part or all of their investment management functions. Winthrop delivers fiduciary level investment management services to these institutions' clients by providing active oversight of each account's asset allocation and security selection. Its offerings include investment management solutions utilizing individual securities or mutual funds. Mutual fund models developed by Winthrop utilize a combination of Wright Mutual Funds as well as mutual funds from other investment managers.

Wright Private Asset Management, LLC (WPAM) offers programs to support high net worth investors and other individual investors. WPAM manages a variety of accounts including: discretionary investment accounts, individual retirement accounts (IRAs), 401k plans and accounts for non-corporate fiduciaries, such as trustees, executors, guardians, personal representatives, attorneys and other professionals who are responsible for the assets of others and must manage those assets in accordance with the Prudent Investor Act. This investment process, developed and monitored by the Wright Investment Committee, and related investment strategies, are utilized to address the objectives of WPAM clients.

Winthrop, through its WISDI affiliate, offers a diversified family of mutual funds. Wright Mutual Funds, of which there are four funds, are utilized by the Wright Companies and others to build or supplement managed investment portfolios designed to address clients' financial objectives.

Revenue from *Investment Management Services* was $627,000 and $1,867,000 for the quarter and nine months ended September 30, 2015, respectively, as compared to $647,000 and $1,974,000 for the quarter and nine months ended September 30, 2014, respectively. Within this category, Winthrop primarily bills clients based on AUM values as of calendar quarters. Revenues are primarily from fees from; (i) Taft-Hartley clients, (ii) Personal Investment Managed Accounts, (iii) and other client serviced accounts. The reduced revenue of $20,000 and $107,000, respectively, for the quarter and nine months ended September 30, 2015 was attributable to decreased AUM when compared to the comparable periods in 2014, of $18,000,000 for the third quarter of 2015, $22,000,000 for the second quarter of 2015 and $25,000,000 for the first quarter of 2015 within the Personal Managed Accounts, which maintains a higher fee structure than the Taft-Hartley business, which business also had reduced AUM for the comparable periods of $39,000,000, $18,000,000 and $17,000,000.

Revenue from *Other investment advisory services* was $721,000 and $2,136,000 for the quarter and nine months ended September 30, 2015 respectively, as compared to $664,000 and $1,952,000 for the quarter and nine months ended September 30, 2014, respectively. Other investment advisory service revenue includes: (i) revenue from Mutual Funds; (ii) fees from services provided to Bank Trust Departments; and (iii) investment income. Revenue from Mutual Funds includes distribution fees for both Winthrop-sponsored mutual funds as well as other mutual funds and investment management fees from Winthrop-sponsored mutual funds. The increased revenue of $57,000 and $184,000, respectively, for the quarter and nine months ended September 30, 2015 is due to increased AUM in the Bank Trust business, when compared to the comparable periods in 2014, of approximately $83,000,000 for the third quarter of 2015, $80,000,000 for the second quarter of 2015 and $96,000,000 for the first quarter of 2015.

Revenue from the sale of *Financial research information and related data* was $188,000 and $516,000 for the quarter and nine months ended September 30, 2015, respectively, as compared to $155,000 and $449,000 for the quarter and nine months ended September 30, 2014, respectively. Revenues are also derived from the distribution of investment research directly and through several third parties who act as distributors of such research content. The fees paid by the end client are divided between Winthrop and the distributor. Existing agreements in place with third party distributors, primarily Thomson Reuters, allow for the renegotiation of the revenue split, which could result in a decline in revenue to Winthrop. In addition, the underlying data Winthrop utilizes to produce its financial research and related data is primarily obtained from a third-party, Worldscope (currently owned by Thomson Reuters), which was at no cost to Winthrop through August 2014. The Company concluded negotiations with Thomson Reuters in July 2014 and commenced paying for the updates in August 2014 at the most favored vendor rate. The agreement expires in 2024.

Income taxes

For the three and nine months ended September 30, 2015, the Company recorded income tax expense from continuing operations of $11,000 and $44,000, respectively, which represents minimum state taxes. For the three and nine months ended September 30, 2014, the Company recorded an income tax benefit from continuing operations of $54,000 and $115,000, respectively, which represents a combined federal and state benefit of $65,000 and $145,000, respectively, (based on the estimated annual effective tax rate) utilizing the loss from continuing operations against income from discontinued operations, offset by minimum state taxes of $11,000 and $30,000, respectively. In addition, for the nine months ended September 30, 2014, the Company recorded income tax expense of $210,000 attributable to income from discontinued operations.

No tax benefit has been recorded in relation to the pre-tax loss from continuing operations for the three and nine months ended September 30, 2015, or for the pre-tax loss from continuing operations for the three and nine months ended September 30, 2014 in excess of the amount utilized to offset income from discontinued operations, due to a full valuation allowance to offset any deferred tax asset related to net operating loss carry forwards attributable to the loss.

Other Assets

The Company owns certain non-strategic assets, including interests in land and flowage rights in undeveloped property in Killingly, Connecticut. The Company had a 19.9% interest in MXL carried at its cost of $275,000. On February 3, 2014 MXL exercised its right to purchase the Company's 19.9% interest. The Company received $994,000 for its 19.9% interest on March 26, 2014, resulting in a gain of $719,000.

In addition, the Company has a $333,333 Investment in EGS. At September 30, 2015, such investment had a carrying value of $257,000. See Note 7 to the Condensed Consolidated Financial Statements.

The Company monitors these investments for impairment by considering current factors, including the economic environment, market conditions, and other specific factors and records impairments in carrying values when necessary.

Financial condition

Liquidity and Capital Resources

At September 30, 2015, the Company had cash and cash equivalents totaling $9,656,000, which it intends to use to acquire interests in one or more operating businesses and to fund the Company's operating activities.

The decrease in cash and cash equivalents of $1,507,000 for the nine months ended September 30, 2015 was the result of $1,164,000 used in operations and $343,000 used in investing activities, primarily related to the Company's investment in EGS (see Note 7 to the Condensed Consolidated Financial Statements).

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not required.

Item 4. Controls and Procedures

The Company's principal executive officer and principal financial officer, with the assistance of other members of the Company's management, have evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this quarterly report. Based upon such evaluation, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures are effective as of the end of the period covered by this quarterly report.

The Company's principal executive officer and principal financial officer have also concluded that there was no change in the Company's internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2015 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Issuances of Equity Securities

On July 20, 2015, the Company issued without registration under the Securities Act of 1933, as amended (the "Securities Act"), shares of Company common stock to Marshall S. Geller, Richard C. Pfenniger Jr. and Lawrence G. Schafran, directors of the Company, in payment of their third quarter 2015 quarterly directors fees. Mr. Geller, Mr. Pfenigger and Mr. Schafran, received 6,168, 5,346 and 6,579 shares of Company common stock, respectively. The aggregate value of the 6,168, 5,346 and 6,579 shares of Company common stock issued to Mr. Geller, Mr. Pfenniger and Mr. Schafran, respectively, was approximately $9,375, $8,125 and $10,000, respectively, on the date of issuance. These shares were issued pursuant to exemptions from registration set forth in Section 4(2) of the Securities Act and Regulation D promulgated thereunder.

This issuance qualified for exemption from registration under the Securities Act because (i) Mr. Schafran, Mr. Geller and Mr. Pfenigger are each an accredited investor, (ii) the Company did not engage in any general solicitation or advertising in connection with the issuance, and (iii) Mr. Schafran, Mr. Geller and Mr. Pfenigger received restricted securities.

Purchases of Equity Securities

On December 15, 2006, the Board of Directors authorized the Company to repurchase up to 2,000,000 shares, or approximately 11%, of its outstanding shares of common stock from time to time either in open market or privately negotiated transactions. On August 13, 2008, the Company's Board of Directors authorized an increase of 2,000,000 common shares to be repurchased, and on March 29, 2011 the Company's Board of Directors authorized an increase of an additional 1,000,000 shares to be repurchased. At September 30, 2015, the Company had repurchased 1,791,821 shares of its common stock and, a total of 3,208,179 shares remain available for repurchase. There were no common stock repurchases made by or on behalf of the Company during the quarter ended September 30, 2015.

Item 6. Exhibits.

Exhibit No.		Description
31.1	*	Certification of principal executive officer of the Company, pursuant to Securities Exchange Act Rule 13a-14(a)
31.2	*	Certification of principal financial officer of the Company, pursuant to Securities Exchange Act Rule 13a-14(a)
32.1	*	Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, signed by the principal executive officer of the Company and the principal financial officer of the Company
101.INS	**	XBRL Instance Document
101.SCH	**	XBRL Taxonomy Extension Schema Document
101.CAL	**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	**	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	**	XBRL Extension Labels Linkbase Document
101.PRE	**	XBRL Taxonomy Extension Presentation Linkbase Document

*Filed herewith

**Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Act of 1934 and otherwise are not subject to liability.

SIGNATURES

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

WRIGHT INVESTORS' SERVICE HOLDINGS, INC.

Date: November 6, 2015

/s/ HARVEY P. EISEN
Name: Harvey P. Eisen
Title: Chairman of the Board and Chief Executive Officer

Date: November 6, 2015

/s/ IRA J. SOBOTKO
Name: Ira J. Sobotko
Title: Vice President, Chief Financial Officer

Exhibit 31.1

CERTIFICATIONS

I, Harvey P. Eisen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Wright Investors' Service Holdings, Inc.

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

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

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

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

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

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

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

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

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

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

Date: November 6, 2015

/s/ HARVEY P. EISEN

Name: Harvey P. Eisen
Title: Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATIONS

I, Ira J. Sobotko, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Wright Investors' Service Holdings, Inc.

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

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

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

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

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

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

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

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

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

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

Date: November 6, 2015

/s/ IRA J. SOBOTKO

Name: Ira J. Sobotko
Title: Vice President, Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

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

In connection with this Quarterly Report on Form 10-Q of Wright Investors' Service Holdings, Inc. (the "Company") for the fiscal quarter ended September 30, 2015, as filed with the Securities and Exchange Commission on the date hereof, (the "Report"), each of the undersigned officers of the Company hereby certifies, pursuant to 18 U.S.C. (section) 1350, as adopted pursuant to (section) 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ HARVEY P. EISEN

Name: Harvey P. Eisen
Title: Chief Executive Officer
(Principal Executive Officer)
Date: November 6, 2015

/s/ IRA J. SOBOTKO

Name: Ira J. Sobotko
Title: Vice President, Chief Financial Officer
(Principal Financial Officer)
Date: November 6, 2015