U.S. Securities and Exchange Commission
Washington D.C. 20549

Form 10-QSB

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 1997

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

Commission File Number 33-70334-A

INTERNATIONAL ASSETS HOLDING CORPORATION
(Exact name of small business issuer as specified in its charter)

Delaware	59-2921318
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

250 Park Avenue South, Suite 200
Winter Park, FL 32789
(Address of principal executive offices)

(407) 629-1400
(Issuer's telephone number)

NA
(Former name,former address and former fiscal year,if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 [X] No [ ].

The number of shares outstanding of Common Stock was 1,415,477 as of August 6, 1997.

Transitional small business disclosure format Yes [ ] No [X]

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INTERNATIONAL ASSETS HOLDING CORPORATION AND SUBSIDIARIES

Condensed Consolidated Balance Sheet

June 30, 1997

(Unaudited)

Assets		
Cash	$	445,845
Cash deposits with clearing broker		2,129,735
Investments		1,314,284
Other receivables		81,197
Securities owned, at market value		3,323,070
Deferred income tax benefit		51,232
Property and equipment, at cost:		
Leasehold improvements		52,953
Furniture and equipment		829,287
		882,240
Less accumulated depreciation and amortization		426,212
Net property and equipment		456,028
Other assets, net of accumulated amortization of $78,502		303,313
	$	8,104,704

See accompanying notes to condensed consolidated financial statements.

INTERNATIONAL ASSETS HOLDING CORPORATION AND SUBSIDIARIES

Condensed Consolidated Balance Sheet

June 30, 1997

(Unaudited)

Liabilities and Stockholders' Equity

Liabilities:		
Securities sold, but not yet purchased, at market value	$	896,892
Payable to clearing broker		171,435
Accounts payable		144,157
Accrued employee compensation and benefits		893,053
Other accrued expenses		240,348
Income taxes payable		76,238
Deferred income taxes		677
Other		7,638
Total liabilities		2,430,438
Stockholders' equity:		
Preferred stock, $.01 par value. Authorized 1,000,000 shares; issued and outstanding -0- shares		-
Common stock, $.01 par value. Authorized 3,000,000 shares; issued and outstanding 1,419,904 shares		14,199
Additional paid-in capital		3,162,270
Retained earnings		2,497,797
Total stockholders' equity		5,674,266
	$	8,104,704

See accompanying notes to condensed consolidated financial statements.

INTERNATIONAL ASSETS HOLDING CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Operations

For the Nine Months Ended June 30, 1997 and 1996

(Unaudited)

		1997	1996
Revenues:			
Commissions	$	6,649,876	6,594,941
Net dealer inventory and investment gains		1,932,332	1,783,535
Other revenue		483,953	466,295
Total revenues		9,066,161	8,844,771
Expenses:			
Commissions and clearing fees		3,806,636	3,666,213
Employee compensation and benefits		1,976,765	1,906,807
Communications and promotions		1,106,964	1,286,638
Other operating expenses		1,270,755	979,334
Total expenses		8,161,120	7,838,992
Income before income taxes		905,041	1,005,779
Income tax expense		373,013	408,754
Net income	$	532,028	597,025
Earnings per common and dilutive common equivalent share:			
Primary:	$	.313	.326
Fully diluted:	$	.313	.326
Weighted average number of common and dilutive common equivalent shares outstanding:			
Primary:		1,915,855	2,155,527
Fully diluted:		1,915,855	2,155,527

See accompanying notes to condensed consolidated financial statements.

INTERNATIONAL ASSETS HOLDING CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Operations

For the Three Months Ended June 30, 1997 and 1996

		1997	1996
Revenues:			
Commissions	$	2,494,030	2,109,340
Net dealer inventory and investment gains		746,598	547,970
Other revenue		182,018	184,335
Total revenues		3,422,646	2,841,645
Expenses:			
Commissions and clearing fees		1,425,624	1,171,382
Employee compensation and benefits		721,056	634,599
Communications and promotions		363,442	420,591
Other operating expenses		497,242	354,487
Total expenses		3,007,364	2,581,059
Income before income taxes		415,282	260,586
Income tax expense		166,375	105,247
Net Income	$	248,907	155,339
Earnings per common and dilutive common equivalent share:			
Primary:	$	.159	.086
Fully diluted:	$	.159	.086
Weighted average number of common and dilutive common equivalent shares outstanding:			
Primary:		1,605,873	2,226,133
Fully diluted:		1,605,873	2,226,133

See accompanying notes to condensed consolidated financial statements.

INTERNATIONAL ASSETS HOLDING CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows

For the Nine Months Ended June 30, 1997 and 1996

(Unaudited)

	1997	1996
Cash flows from operating activities:		
Net income	$ 532,028	597,025
Adjustments to reconcile net income to net cash provided by (used for) operating activities:		
Net amortization and appreciation of investments	(65,096)	(70,758)
Depreciation and amortization	121,264	91,946
Deferred income taxes	(39,607)	3,184
Cash provided by (used for) changes in:		
Receivable from clearing broker	237,136	(292,107)
Receivable from affiliated company	26,542	12,127
Other receivables	26,888	49,463
Securities owned	(852,475)	(983,747)
Other assets	(135,362)	(30,012)
Securities sold, but not yet purchased	(132,189)	199,305
Payable to clearing broker	171,435	-
Accounts payable	33,124	(8,182)
Accrued employee compensation and benefits	49,109	29,432
Other accrued expenses	84,027	(29,569)
Income taxes payable	(45,080)	(43,430)
Other liabilities	75	135
Net cash provided by (used for) operating activities	11,819	(475,188)
Cash flows from investing activities:		
Disposal of investments	5,800,000	7,729,000
Acquisition of investments	(5,730,191)	(7,393,001)
Acquisition of property, equipment and other assets	(235,388)	(191,192)
Net cash provided by (used for) investing activities	(165,579)	144,807

(continued)

See accompanying notes to condensed consolidated financial statements.

INTERNATIONAL ASSETS HOLDING CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows, Continued

		1997	1996
Cash flows from financing activities:			
Acquisition of common shares related to repurchase program		(32,321)	(27,089)
Acquisition of common shares for treasury		(67,822)	-
Net cash used for financing activities		(100,143)	(27,089)
Net decrease in cash and cash equivalents		(253,903)	(357,470)
Cash and cash equivalents at beginning of period		2,829,483	1,604,871
Cash and cash equivalents at end of period	$	2,575,580	1,247,401
Supplemental disclosure of cash flow information:			
Cash paid for interest	$	2,166	5,897
Income taxes paid	$	457,700	449,000

See accompanying notes to condensed consolidated financial statements.

INTERNATIONAL ASSETS HOLDING CORPORATION AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

June 30, 1997 and 1996

(1) Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions and requirements of Form 10-QSB and, therefore, do not include all information and footnotes necessary for a fair presentation of financial position, results of operations, and cash flows in conformity with generally accepted accounting principles. In the opinion of Management, such financial statements reflect all adjustments necessary for a fair statement of the results of operations, cash flows and financial position for the interim periods presented. Operating results for the interim periods are not necessarily indicative of the results that may be expected for the full year. It is suggested that these condensed consolidated financial statements be read in conjunction with the Company's audited consolidated financial statements for the year ending September 30, 1996, filed on Form 10-KSB (SEC File Number 33-70334-A).

As used in this Form 10-QSB, the term "Company" refers, unless the context requires otherwise, to International Assets Holding Corporation and its five wholly owned subsidiaries; International Assets Advisory Corp.("IAAC"), Global Assets Advisors, Inc. ("GAA"), International Financial Products, Inc. ("IFP"), GlobalNet Securities, Inc. ("GNSI") and International Asset Management Corp. ("IAMC"). All significant intercompany balances and transactions have been eliminated in consolidation.

(2)

Securities Owned and Securities Sold, But Not Yet Purchased

Securities owned and Securities sold, but not yet purchased at June 30, 1997, consist of trading and investment securities at quoted market values as follows:

	Owned	Sold, but not yet purchased
Obligations of U.S. Government	$ 1,048,214	-
Common stock and American Depository Receipts	1,167,883	896,892
Proprietary unit investment trusts	786,695	-
Corporate debt securities	166,857	-
Foreign government obligations	153,421	-
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	$ 3,323,070	896,892

(3) Earnings Per Common Share

Primary and fully diluted earnings per common and dilutive common equivalent share for the three months and the nine months ended June 30, 1997 and 1996, have been computed by dividing adjusted net income by the weighted average number of common and dilutive common equivalent shares outstanding. Common equivalent shares represent shares of common stock issuable upon the assumed exercise of stock options and warrants.

In February 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 128, "Earnings per Share." Statement 128 supersedes APB Opinion No. 15, "Earnings per Share," and specifies the computation, presentation, and disclosure requirements for earnings per share ("EPS") for entities with publicly held common stock or potential common stock. Statement 128 was issued to simplify the computation of EPS. It requires dual presentation of basic and diluted EPS on the face of the statements of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation.

Statement 128 is effective for financial statements for both interim and annual periods ending after December 15, 1997. Earlier application is not permitted. After adoption, all prior period EPS data presented shall be restated to conform to Statement 128. Under Statement 128, basic EPS would be $.173 and $.107 for the three months ended June 30, 1997 and 1996, respectively, and $.369 and $.409 for the nine months ended June 30, 1997 and 1996, respectively. Diluted EPS would be $.169 and $.100 for the three months ended June 30, 1997 and 1996, respectively, and $.356 and $.394 for the nine months ended June 30, 1997 and 1996, respectively.

(4) Leases

The Company occupies leased office space of approximately 13,815 square feet at 250 Park Avenue South, Winter Park, Florida. In December 1996, the Company executed an amendment to enhance this leased office space and extend the lease expiration from November 1999 to May 2001.

The Company is obligated under various noncancelable operating leases for the rental of its office facilities and certain office equipment. Rent expense associated with operating leases amounted to $230,583 and $219,822 for the nine months ended June 30, 1997, and 1996, respectively. The minimum lease payments under noncancelable operating leases as of June 30, 1997 are as follows:

Notes to Condensed Consolidated Financial Statements, continued

Fiscal Year (12 month period) Ending September 30,	
1997	$ 308,600
1998	313,400
1999	308,500
2000	320,000
2001	231,300
Thereafter	17,500
Total future minimum lease payments	$1,499,300

(5) Stock Repurchase Program

On March 13, 1996, the Board of Directors authorized the Company to repurchase up to $500,000 in shares of the Company's common stock in the open market during the remainder of the fiscal year ended September 30, 1996. On October 4, 1996, the Company announced that the Board of Directors authorized the Company to continue its repurchase of common stock up to $500,000 in the open market during the remainder of the fiscal year that ends September 30, 1997. The stock purchases will be made in the open market from time to time as market conditions permit. The Company is required to comply with Rule 10b-18 and Regulation M of the Securities and Exchange Commission which regulate the specific terms in which shares may be repurchased. As of August 6, 1997, the Company has repurchased a total of 21,400 shares under this repurchase program at a total cost of $81,013.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.

The Company's assets increased from $7,528,292 at September 30, 1996, to $8,104,704 at June 30, 1997, or an increase of $576,412. The Company's liabilities increased from $2,285,911 at September 30, 1996, to $2,430,438 at June 30, 1997, or an increase of $144,527. The increase in the net assets (assets less liabilities) of $431,885 primarily relates to the $532,028 net income earned for the nine month fiscal period net of stock repurchase costs from the stock repurchase program and repurchases from terminated participants of the Company's Employee Stock Ownership Plan together totaling $100,143 for the same period.

The Company's condensed consolidated balance sheet at June 30, 1997, reflects a payable to clearing broker, for trades which had not yet settled for cash, due to the costs from the purchase of securities exceeding the proceeds of securities sold.

Results of Operations:

The Company's principal activities, securities brokerage and the trading of and market-making in securities, are highly competitive and extremely volatile. The earnings of the Company are subject to wide fluctuations since many factors over which the Company has little or no control, particularly the overall volume of trading and the volatility and general level of market prices, may significantly affect its operations.

Nine Months Ended June 30, 1997, as Compared to
the Nine Months Ended June 30, 1996

The Company's revenues are derived primarily from commissions earned on the sale of securities and trading income in securities purchased or sold for the Company's account. Total revenues increased by approximately $221,000, or 3% for the nine months ended June 30, 1997, as compared to the nine months ended June 30, 1996. For the nine months ended June 30, 1997, and 1996, approximately 73% and 75%, respectively, of the Company's revenues were derived from commissions earned on the sale of securities. For the nine months ended June 30, 1997, and 1996, approximately 21% and 20%, respectively, of the Company's total revenues were from net dealer inventory and investment gains (trading revenue).

Commission revenue increased by approximately $55,000, or 1% for the nine months ended June 30, 1997, as compared to the nine months ended June 30, 1996. The average number of account executives increased from 40 as of June 30, 1996, to 42 as of June 30, 1997. During the nine months ended June 30, 1997, the overall volume of customer ticket orders increased by approximately 8% and the average dollar amount of retail trades decreased by approximately 6%, as compared to the nine months ended June 30, 1996. This 8% increase in ticket volume is primarily attributable to promotional activities that included the execution of free trades for new clients during the first half of the current fiscal year. This promotional activity also caused the average dollar amount of retail trades to be reduced.

Revenues from net dealer inventory and investment gains increased by approximately $149,000, or 8% for the nine months ended June 30, 1997, as compared to the nine months ended June 30, 1996. The increase in trading revenue is primarily attributable to increases in the Company's fixed income trading due to the hiring of a new fixed income trader and increases in the volume of wholesale trading activities. The Company's trading department primarily concentrates on global securities that it believes are likely to be traded by the Company's clients. By focusing on these types of securities, trading revenue is more directly related to commission revenue and order flow.

Other revenues increased by approximately $18,000 or 4% during the nine months ended June 30, 1997, as compared to the nine months ended June 30, 1996. The increase in other revenue is primarily due to increases in earned money management fees, account maintenance fees and subscription fee income.

The major expenses incurred by the Company relate to direct costs of securities operations such as commissions and clearing fees, employee compensation and benefits and communications and promotions expense. Total expenses increased by approximately $322,000, or 4% for the nine months ended June 30, 1997, as compared to the same period in 1996. This increase in expense is primarily attributable to increases in commissions and clearing fees, employee compensation and other operating expenses.

Commissions and clearing fees increased approximately $140,000, or 4% during the nine months ended June 30, 1997, as compared to the same period in 1996. This increase is directly related to the 1% increase in commission revenue and the 8% increase in trading revenue for the same period. Employee compensation and benefits expense increased approximately $70,000, or 4% during the nine months ended June 30, 1997, as compared to the nine months ended June 30, 1996. The increase in employee compensation and benefits is primarily due to the cost of additional employees hired by the company and increases in employee compensation during the nine months ended June 30, 1997, as compared to the nine months ended June 30, 1996. Partially offsetting this increase in employee compensation is a decrease in performance based bonus accruals based on the decrease in income before income taxes.

Overall communication and promotions expenses decreased by approximately $180,000, or 14% during the nine months ended June 30, 1997, as compared to the nine months ended June 30, 1996. This decrease is primarily due to the elimination of funding from the Company to IFP for promotional activities. As of October 1996, Company funding for all IFP promotional activities was ceased due to the unsuccessful efforts of IFP in generating revenues.

Other operating expenses increased approximately $291,000, or 30% during the nine months ended June 30, 1997, as compared to the nine months ended June 30, 1996. This increase is attributable to increases in expenses incurred for rental of leased premises, insurance expense, professional fees, contributions and amortization and depreciation expense.

As a result of the above, income before income taxes decreased by approximately $101,000 or 10% during the nine months ended June 30, 1997, as compared to the nine months ended June 30, 1996. The Company's effective income tax rate was approximately 41% for both the nine months ended June 30, 1997, and 1996.

Three Months Ended June 30, 1997, as Compared to
the Three Months Ended June 30, 1996

Total revenues increased by approximately $581,000, or 20% for the three months ended June 30, 1997, as compared to the three months ended June 30, 1996. For the three months ended June 30, 1997, and 1996, approximately 73% and 74%, respectively, of the Company's revenues were derived from commissions earned on the sale of securities. For the three months ended June 30, 1997, and 1996, approximately 22% and 19%, respectively, of the Company's total revenues were derived from net dealer inventory and investment gains (trading revenue).

Commission revenue increased by approximately $385,000, or 18% for the three months ended June 30, 1997, as compared to the three months ended June 30, 1996. The increase in revenues is related to an 18% increase in ticket volume and a 1% increase in the average dollar amount of trades during the three months ended June 30, 1997, as compared to the three months ended June 30, 1996. This increase in commission revenue is also related to an increase in the number of account executives from 38, as of June 30, 1996, to 46, as of June 30, 1997, or an increase of 21%.

Revenues from net dealer inventory and investment gains increased by approximately $199,000, or 36% for the three months ended June 30, 1997, as compared to the three months ended June 30, 1996. The increase in trading revenue is primarily attributable to increases in the Company's fixed income trading due to the hiring of a new fixed income trader and increases in wholesale trading activities.

Other revenues decreased by approximately $2,000, or 1% during the three months ended June 30, 1997, as compared to the three months ended June 30, 1996. This decrease is primarily attributable to a decrease in dividend income, caused by a change in the mix of dividend paying securities held by the trading department during short term durations, for the three months ended June 30, 1997, as compared to the same period in 1996. This decrease in dividend income was partially offset by increases in money management fees and account maintenance fees.

The major expenses incurred by the Company relate to direct costs of securities operations such as commissions and clearing fees, employee compensation and benefits and communications and promotions expense. Total expenses increased by approximately $426,000, or 17% for the three months ended June 30, 1997, as compared to the same period in 1996. This increase in expense is primarily attributable to increases in commissions and clearing fees, employee compensation and benefits and other operating expenses.

Commissions and clearing fees increased approximately $254,000, or 22% during the three months ended June 30, 1997, as compared to the same period in 1996. This increase is directly related to the 18% increase in commission revenue and the 36% increase in trading revenue for the same period. Employee compensation and benefits expense increased approximately $86,000, or 14% during the three months ended June 30, 1997, as compared to the three months ended June 30, 1996. This increase in employee compensation and benefits is primarily due to the cost of additional employees hired by the Company and increases in employee compensation as well as increases in performance based bonus accruals based on the increase in income before income taxes by the Company during the three months ended June 30, 1997, as compared to the three months ended June 30, 1996.

Overall communication and promotions expense decreased approximately $57,000, or 14% primarily due to decreased promotional activities during the three months ended June 30, 1997, as compared to the three months ended June 30, 1996. Other operating expenses increased approximately 40% during the three months ended June 30, 1997, as compared to the three months ended June 30, 1996. This increase is attributable to increases in expenses incurred for insurance expense, professional fees, contributions and amortization and depreciation expense.

As a result of the above, income before income taxes increased by approximately $155,000 during the three months ended June 30, 1997, as compared to the three months ended June 30, 1996. The Company's effective income tax rate was approximately 40% for the three months ended June 30, 1997, and 1996.

Liquidity and Capital Resources

Substantial portions of the Company's assets are liquid. At June 30, 1997, approximately 88% of the Company's assets consisted of cash, cash equivalents, and marketable securities. All assets are financed by the Company's equity capital, short-term borrowings from securities lending transactions and other payables.

The Company's wholly owned registered securities broker/dealer subsidiary IAAC is subject to the requirements of the SEC and the NASD relating to liquidity and net capital levels. At June 30, 1997, IAAC had net capital of approximately $2,535,000, which was approximately $2,413,000 in excess of its minimum net capital requirement at that date.

In the opinion of management, the Company's existing capital and cash flow from operations will be adequate to meet the Company's capital needs for at least the next 12 months in light of known and reasonably estimated trends. In addition, management believes that the Company will be able to obtain additional short or medium-term financing that may be desirable in the ordinary conduct of its business. The Company has no plans for additional financing and there can be no assurance such financing will be available.

PART II

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a). Exhibits

(11) The Statements of Computation of Earnings Per Share are attached hereto as Exhibit 11

(27) Broker-Dealers and Broker Dealer Holding Companies Financial Data Schedule BD is attached hereto as Exhibit 27

b). Form 8-K

No reports were filed on Form 8-K during the nine months ended June 30, 1997.

Signatures

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTERNATIONAL ASSETS HOLDING CORPORATION

Date 08/13/97

/s/ Jerome F. Miceli
Jerome F. Miceli
President and Chief Operating Officer

Date 08/13/97

/s/ Jonathan C. Hinz
Jonathan C. Hinz
Chief Accounting Officer

INTERNATIONAL ASSETS HOLDING CORPORATION

STATEMENT OF COMPUTATION OF EARNINGS PER SHARE

For the Nine Months Ended June 30, 1997 and 1996

	1997	1996
Adjustment of shares outstanding:		
Weighted average number of actual common shares outstanding	1,442,437	1,459,756
Weighted average number of additional common shares outstanding assuming the exercise of common stock equivalents (1)	473,418	695,771
Weighted average number of common and dilutive common equivalent shares outstanding	1,915,855	2,155,527
Adjustment of net income:		
Actual net income	$532,028	$597,025
Adjustment to net income assuming the investment of excess proceeds received from the assumed exercise of common stock equivalents, net of income taxes	$67,709	$104,728
Adjusted net income	$599,737	$701,753
Earnings per common and dilutive common equivalent share:		
Primary:	$.313	$.326
Fully diluted (2):	$.313	$.326

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(1) This calculation assumes that of all the additional common shares outstanding, assuming the exercise of all common stock equivalents, 283,981 shares of common stock are re-acquired with the proceeds therefrom as of October 1, 1996 and 290,857 shares are re-acquired as of October 1, 1995.

(2) In 1997 and 1996 there were no other potentially dilutive securities present other than the common stock equivalents (common stock warrants and common stock options), therefore, primary and fully diluted earnings per share amounts are the same.

INTERNATIONAL ASSETS HOLDING CORPORATION

STATEMENT OF COMPUTATION OF EARNINGS PER SHARE

For the Three Months Ended June 30, 1997 and 1996

	1997	1996
Adjustment of shares outstanding:		
Weighted average number of actual common shares outstanding	1,434,853	1,457,534
Weighted average number of additional common shares outstanding assuming the exercise of common stock equivalents (1)	171,020	768,599
Weighted average number of common and dilutive common equivalent shares outstanding	1,605,873	2,226,133
Adjustment of net income:		
Actual net income	$248,907	$155,339
Adjustment to net income assuming the investment of excess proceeds received from the assumed exercise of common stock equivalents, net of income taxes	$6,826	$36,508
Adjusted net income	$255,733	$191,847
Earnings per common and dilutive common equivalent share:		
Primary:	$.159	$.086
Fully diluted (2):	$.159	$.086

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(1) This calculation assumes that of all the additional common shares outstanding, assuming the exercise of all common stock equivalents, 283,981 shares of common stock are re-acquired with the proceeds therefrom as of April 1, 1997 and 290,857 shares are re-acquired as of April 1, 1996.

(2) In 1997 and 1996 there were no other potentially dilutive securities present other than the common stock equivalents (common stock warrants and common stock options), therefore, primary and fully diluted earnings per share amounts are the same.

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