

**INVESTORS EXCHANGE LLC  
NOTICE OF ACCEPTANCE OF AWC**

**Via Certified Mail, Return Receipt Requested (9314 8699 0430 0103 3861 11), First Class Mail and Email (patrick.smith@katten.com)**

TO: Wedbush Securities Inc.  
c/o Patrick M. Smith  
Katten Muchin Rosenman LLP  
2029 Century Park East  
Suite 2600  
Los Angeles, CA 90067

FROM: Investors Exchange LLC (“IEX”)  
c/o Financial Industry Regulatory Authority (“FINRA”)  
Department of Enforcement  
15200 Omega Drive  
Suite 300  
Rockville, MD 20850

DATE: January 19, 2023

RE: Acceptance of Letter of Acceptance, Waiver, and Consent (AWC)  
Wedbush Securities Inc., CRD No. 877, Matter No. 2017054491006

**Please be advised** that your above-referenced Letter of Acceptance, Waiver and Consent (“AWC”) has been accepted on **January 18, 2023** by the Office of Disciplinary Affairs, on behalf of the IEX Board, pursuant to IEX Rule 9.216. A copy of the AWC is enclosed herewith.

You are again reminded of your obligation, if currently registered, immediately to update your Form BD (Uniform Application for Broker-Dealer Registration) to reflect the conclusion of this disciplinary action. Additionally, you must also notify FINRA in writing of any change of address or other changes required to be made to your Form BD.

You are reminded of your obligation to comply with the undertaking in the AWC.

You will be notified by the Registration and Disclosure Department regarding sanctions if a suspension has been imposed and by the IEX’s Finance Department regarding the payment of any fine if a fine has been imposed.

If you have any questions concerning this matter, please call me at 240-386-6216.

*Gary E. Jackson*

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Gary E. Jackson  
Senior Counsel  
Department of Enforcement, FINRA  
Signed on behalf of IEX

Wedbush Securities Inc.  
Page 2

Enclosure

cc: Ronald Chan, FINRA Risk Monitoring Director (via email)  
Kristen Caban, FINRA Risk Monitoring Analyst (via email)

Mr. Andrew Druch (via email at [Andrew.Druch@Wedbush.com](mailto:Andrew.Druch@Wedbush.com))  
General Counsel  
Wedbush Securities Inc.  
1000 Wilshire Blvd.  
Suite 900  
Los Angeles, CA 90017

**INVESTORS EXCHANGE LLC  
LETTER OF ACCEPTANCE, WAIVER AND CONSENT  
NO. 2017054491006**

TO: Investors Exchange LLC  
c/o Department of Enforcement  
Financial Industry Regulatory Authority (“FINRA”)

RE: Wedbush Securities Inc., Respondent  
Broker-Dealer  
CRD No. 877

Pursuant to Rule 9.216 of the Investors Exchange LLC (“IEX”) Code of Procedure, Wedbush Securities Inc. (“Wedbush” or the “firm”) submits this Letter of Acceptance, Waiver and Consent (“AWC”) for the purpose of proposing a settlement of the alleged rule violations described below. This AWC is submitted on the condition that, if accepted, IEX will not bring any future actions against the firm alleging violations based on the same factual findings described herein.

**I.**

**ACCEPTANCE AND CONSENT**

- A. The firm hereby accepts and consents, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of IEX, or to which IEX is a party, prior to a hearing and without an adjudication of any issue of law or fact, to the entry of the following findings by IEX:

**BACKGROUND**

The firm has been a FINRA member since 1955 and an IEX member since August 2016. The firm is a full-service broker-dealer headquartered in Los Angeles, CA, which has approximately 70 branch offices and approximately 510 registered employees. The firm provides, among other things, brokerage, wealth management, and investment banking services.

**RELEVANT PRIOR DISCIPLINARY HISTORY**

In January 2019, the firm was censured and fined \$1,000,000 by NYSE Arca, Inc. (“NYSE Arca”) and ordered to complete several undertakings in connection with, among other violations, its failure to establish, document, and maintain a system of risk management controls and supervisory systems reasonably designed to ensure compliance with regulatory requirements regarding detection and prevention of potentially manipulative activity, including, but not limited to, wash sales, and marking the open and close, in violation of Rule 15c3-5(b) and (c)(2) of the Securities Exchange Act of 1934 (“Exchange Act”) and NYSE Arca Rules 11.18, 11.1(b), 11.2(b), and 9.2010-E.

In December 2015, the firm was censured and fined \$1.8 million by FINRA, The Nasdaq Stock Market LLC (“Nasdaq”), NYSE Arca, and Cboe BZX Exchange, Inc. (“BZX”) for violations of Exchange Act Rule 15c3-5, and applicable FINRA and exchange supervisory rules, from January 2008 through August 2013. The firm agreed to, among other things, findings that the firm failed to establish, maintain, and enforce supervisory systems and procedures related to its market access business, and failed to supervise for potentially manipulative trading.

In November 2014, the firm entered into a settlement with the U.S. Securities and Exchange Commission (“SEC”) in which it agreed to pay \$2.44 million for findings that, from July 2011 until at least January 2013, the firm willfully failed to establish, document, and maintain a system of risk management controls and supervisory procedures that was reasonably designed to manage the risks associated with its market access business and applicable regulatory requirements regarding potentially manipulative trading, such as wash sales and manipulative layering.

### SUMMARY

1. From August 2016 through the present, the firm has provided certain customers with access to third-party electronic trading platforms (“electronic trading customers”), which allows these customers to enter orders for execution using one of the firm’s market participant identifiers (“MPIDs”). Those orders are transmitted to other broker-dealers that may route them to various exchanges for execution using the executing broker-dealer’s MPID. Wedbush failed to conduct supervisory reviews of its electronic trading customers’ trading activity for any type of potentially manipulative trading, including layering, spoofing, wash sales, or marking the close or open. Instead, the firm relied upon the third-party broker-dealers to conduct such reviews.
2. Also, since August 2016, the firm failed to supervise the trading activities of its proprietary traders and other firm customers for potential layering and spoofing.
3. Based on the conduct described in this AWC, the firm violated IEX Rules 5.110 and 3.110(a).

### FACTS AND VIOLATIVE CONDUCT

4. This matter arises from cross market surveillance conducted by FINRA on behalf of IEX.

#### Applicable Rules

5. IEX Rule 5.110 requires each member to (a) “establish and maintain a system to supervise the activities of each associated person that is reasonably designed to achieve compliance with applicable securities laws and regulations, and with applicable IEX rules” and (b) “establish, maintain, and enforce written procedures to supervise the types of business in which it engages and the activities of its associated persons that are reasonably designed to achieve compliance with applicable securities laws and regulations, and with applicable IEX rules.”

6. IEX Rule 3.110(a) provides that a member “in the conduct of its business, shall observe high standards of commercial honor and just and equitable principles of trade.” A violation of another IEX Rule also constitutes a violation of IEX Rule 3.110(a).

**Wedbush failed to review electronic trading customers’ trading activities for potential manipulation**

7. Wedbush permitted certain customers to enter orders directly onto third-party electronic trading platforms using Wedbush’s MPID. Wedbush separately executed transactions for its proprietary traders and other customers through its own internal trading systems.
8. For various reasons, including the disciplinary actions described in the Relevant Prior Disciplinary History section above, Wedbush stopped providing market access services to its customers in June 2015. As described above, however, the firm still provided certain electronic trading customers with access to third-party electronic trading platforms, which routed these customers’ orders to other broker-dealers for execution.
9. The firm mistakenly believed that it was not required to review this trading for any type of potentially manipulative activity since it was no longer providing market access. Instead, the firm believed that the obligation to review this trading for potentially manipulative activities rested solely with the executing broker-dealers. Thus, since August 2016, the firm did not conduct any supervisory reviews of the trading activities by its electronic trading customers for potentially manipulative trading, such as layering, spoofing, wash sales, or marking the close or open.
10. As a result, Wedbush failed to detect potential layering activity in February and March 2017 by an institutional electronic trading customer, which was comprised of hundreds of foreign day traders, on various exchanges, including IEX. During those two months, FINRA surveillance identified approximately 2,900 layering exceptions involving over 130 different stock symbols associated with the customer’s order flow. On March 13, 2017, the executing broker-dealer for that order flow detected the potential layering, provided notice of the potential layering to Wedbush and stopped accepting orders from the customer.
11. Upon receiving notice of the potential layering activity from the executing broker-dealer, Wedbush closed the electronic trading customer’s account. Wedbush, however, did not take any steps to detect and prevent other electronic trading customers from engaging in potentially manipulative trading, or to implement any type of supervisory reviews for potentially manipulative trading. As a result, from August 2016 through the present, approximately 90 electronic trading customers effected more than 3.4 million transactions involving 13.5 billion shares without being subject by Wedbush to any review for potentially manipulative trading.

**Wedbush also failed to supervise its proprietary traders' and all firm customers' transactions for potential layering and spoofing**

12. Since August 2016, Wedbush also failed to implement any supervisory system, including written supervisory procedures (“WSPs”), to review for potential layering and spoofing by the firm’s proprietary traders and all firm customers, including the firm’s electronic trading customers.
13. Between August 2016 and May 2019, the firm’s WSPs failed to include any procedures requiring a review by the firm for potential layering and spoofing activity. In June 2019, the firm added a reference to layering and spoofing in its WSPs, which required the firm’s Equity Trading Managers to conduct weekly reviews of certain supervisory reports to detect potential layering and spoofing. Those reports, however, were designed to capture other forms of potential manipulative trading, such as wash sales and marking the open and close, and were not reasonably designed to detect layering and spoofing.
14. As a result, from August 2016 to the present, the firm also failed to supervise its proprietary traders and other firm customers for potential layering and spoofing activity, and an additional 26.5 million transactions involving approximately 4.9 billion shares were not reviewed by Wedbush for potential layering and spoofing.
15. Therefore, the firm violated IEX Rules 5.110 and 3.110(a).

B. The firm also consents to the imposition of the following sanctions:

- a censure;
- a total fine of \$975,000, of which \$82,142.85 will be apportioned to IEX;<sup>1</sup> and
- an undertaking that, within 90 days of the date this AWC is accepted, the firm shall submit a written report to FINRA, certified by a registered principal of the firm, that details the steps taken by the firm to correct the supervisory deficiencies regarding supervision of manipulation and the date(s) the revised supervisory system and WSPs were implemented. The report shall be submitted to Compliance Assistant, FINRA Department of Enforcement, 15200 Omega Drive, Third Floor, Rockville, MD 20850 and by e-mail from a work-related account of the registered principal to [EnforcementNotice@FINRA.org](mailto:EnforcementNotice@FINRA.org).

Acceptance of this AWC is conditioned upon acceptance of parallel settlement agreements in related matters between the firm and FINRA, BYX; BZX; EDGA; EDGX; Nasdaq; BX; Phlx; NYSE; and NYSE Arca.

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<sup>1</sup> The remainder of the fine will be paid to FINRA; Cboe BYX Exchange, Inc. (“BYX”); BZX; Cboe EDGA Exchange, Inc. (“EDGA”); Cboe EDGX Exchange, Inc. (“EDGX”); Nasdaq; Nasdaq BX, Inc. (“BX”); Nasdaq PHLX LLC (“Phlx”); New York Stock Exchange LLC (“NYSE”); and NYSE Arca.

The firm agrees to pay the monetary sanction in accordance with its executed Election of Payment Form.

The firm specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, the monetary sanction imposed in this matter.

The sanctions imposed herein shall be effective on a date set by FINRA staff.

## **II.**

### **WAIVER OF PROCEDURAL RIGHTS**

The firm specifically and voluntarily waives the following rights granted under IEX's Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against the firm;
- B. To be notified of the Formal Complaint and have the opportunity to answer the allegations in writing;
- C. To defend against the allegations in a disciplinary hearing before a hearing panel, to have a written record of the hearing made and to have a written decision issued; and
- D. To appeal any such decision to the IEX Appeals Committee and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, the firm specifically and voluntarily waives any right to claim bias or prejudice of the Chief Legal Officer, Chief Regulatory Officer, the IEX Appeals Committee, or any member of the IEX Appeals Committee, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

The firm further specifically and voluntarily waives any right to claim that a person violated the ex parte prohibitions of Rule 9.143 or the separation of functions prohibitions of Rule 9.144, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including its acceptance or rejection.

### III.

#### OTHER MATTERS

The firm understands that:

- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by FINRA's Department of Enforcement and the Office of Disciplinary Affairs ("ODA"), pursuant to IEX Rule 9.216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against the firm; and
- C. If accepted:
  - 1. This AWC will become part of the firm's permanent disciplinary record and may be considered in any future action brought by IEX or any other regulator against the firm;
  - 2. IEX may release this AWC or make a public announcement concerning this agreement and the subject matter thereof in accordance with IEX Rule 8.340; and
  - 3. The firm may not take any action or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. The firm may not take any position in any proceeding brought by or on behalf of IEX, or to which IEX is a party, that is inconsistent with any part of this AWC in any proceeding brought by or on behalf of IEX, or to which IEX is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects the firm's (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which IEX is not a party.
- D. The firm may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. Respondent understands that it may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. Any such Statement does not constitute factual or legal findings by IEX, nor does it reflect the views of IEX or its staff.

The undersigned, on behalf of the firm, certifies that a person duly authorized to act on Respondent's behalf has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that it has agreed to the AWC's provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth in this AWC and the prospect of avoiding the issuance of a Complaint, has been made to induce the firm to submit it.

January 4, 2023

\_\_\_\_\_  
Date

Wedbush Securities Inc.  
Respondent

By: Andrew Druch

Name: Andrew Druch

Title: General Counsel

Reviewed by:

Patrick M. Smith, Esq.

Counsel for Respondent

Patrick Smith, Esq.

Katten Muchin Rosenman LLP

2029 Century Park East, Suite 2600

Los Angeles, CA 90067-3012

Accepted by IEX:

January 19, 2023

\_\_\_\_\_  
Date

Gary E. Jackson

Gary E. Jackson

Senior Counsel

FINRA Department of Enforcement

Signed on behalf of IEX, by delegated authority  
from the Director of ODA

**ELECTION OF PAYMENT FORM**

The firm intends to pay the fine set forth in the attached Letter of Acceptance, Waiver and Consent by the following method (check one):

- A firm check or bank check for the full amount
- Wire transfer

Respectfully submitted,

Wedbush Securities Inc.

January 4, 2023

\_\_\_\_\_  
Date

By: Andrew Druch

Name: Andrew Druch

Title: General Counsel