

**FINANCIAL INDUSTRY REGULATORY AUTHORITY  
LETTER OF ACCEPTANCE, WAIVER AND CONSENT  
NO. 2017054644001**

TO: Department of Enforcement  
Financial Industry Regulatory Authority (“FINRA”)

RE: Lisa C. Piazza, Respondent  
CRD No. 2071299

Pursuant to FINRA Rule 9216 of FINRA’s Code of Procedure, I, Lisa C. Piazza, submit 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, FINRA will not bring any future actions against me alleging violations based on the same factual findings described herein.

**I.**

**ACCEPTANCE AND CONSENT**

- A. I hereby accept and consent, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of FINRA, or to which FINRA 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 FINRA:

**BACKGROUND**

Piazza entered the securities industry in 1990. From June 2009 through June 2017, she was registered as a General Securities Representative and a General Securities Sales Supervisor through Morgan Stanley (BD No. 149777) (“Morgan Stanley”).

Piazza is not currently associated with a FINRA member firm; however, she remains subject to FINRA’s jurisdiction pursuant to Article V, Section 4 of FINRA’s By-Laws.

**RELEVANT DISCIPLINARY HISTORY**

Piazza has no relevant disciplinary history.

**OVERVIEW**

While registered with FINRA, Piazza willfully failed to amend her Uniform Application for Securities Industry Registration or Transfer (“Form U4”) to disclose that she had been charged with two misdemeanors and later pled “no

contest” to one of the misdemeanor charges, in violation of Article V, Section 2 of FINRA’s By-Laws and FINRA Rules 1122 and 2010.

### **FACTS AND VIOLATIVE CONDUCT**

Article V, Section 2(c) of FINRA’s By-Laws requires that registrations filed with FINRA be kept current at all times and that amendments must be filed with FINRA “not later than 30 days after learning of the facts or circumstances giving rise to the amendment.”

FINRA Rule 1122 prohibits filing with FINRA information regarding registration “which is incomplete or inaccurate so as to be misleading, or which could in any way tend to mislead, or fail to correct such filing after notice thereof.”

Failing to timely amend a Form U4 when required violates Article V, Section 2(c) of the FINRA By-Laws and FINRA Rules 1122 and 2010.

At all relevant times, Question 14(B)(1) of Form U4 asked:

Have you ever:

- (a) been convicted of or plead guilty or nolo contendere (“no contest”) in a domestic, foreign or military court to a *misdemeanor involving*: investments or an *investment-related* business or any fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?
- (b) been *charged* with a *misdemeanor* specified in 14(B)(1)(a)?

In May 2014, the State of California charged Piazza with two misdemeanors, both involving the wrongful taking of property. Later, the State dismissed one of misdemeanors; Piazza pled “no contest” to the other. Because Piazza was registered with FINRA at the time that she was charged with the two misdemeanors, and pled “no contest” to one of the misdemeanors, she was required to amend her Form U4 within 30 days to reflect those charges and the “no contest” plea, but failed to do so.

Further, following May 2014, Piazza completed multiple compliance questionnaires in which she falsely represented to Morgan Stanley that she had not been charged with a misdemeanor.

By willfully failing to disclose the misdemeanor charges and “no contest” plea on her Form U4, Piazza violated Article V, Section 2 of FINRA’s By-Laws and FINRA Rules 1122 and 2010.

B. I also consent to the imposition of the following sanctions:

- a suspension from associating in any and all capacities with any FINRA member firm for four months; and
- a \$2,500 fine.

The fine shall be due and payable either immediately upon reassociation with a member firm, or prior to any application or request for relief from any statutory disqualification resulting from this or any other event or proceeding, whichever is earlier.

I specifically and voluntarily waive any right to claim that I am unable to pay, now or at any time hereafter, the monetary sanction imposed in this matter.

I understand that this settlement includes a finding that I willfully omitted to state a material fact on a Form U4, and that under Section 3(a)(39)(F) of the Securities Exchange Act of 1934 and Article III, Section 4 of FINRA's By-Laws, this omission makes me subject to a statutory disqualification with respect to association with a member.

I understand that if I am barred or suspended from associating with any FINRA member, I become subject to a statutory disqualification as that term is defined in Article III, Section 4 of FINRA's By-Laws, incorporating Section 3(a)(39) of the Securities Exchange Act of 1934. Accordingly, I may not be associated with any FINRA member in any capacity, including clerical or ministerial functions, during the period of the bar or suspension (see FINRA Rules 8310 and 8311).

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

## II.

### WAIVER OF PROCEDURAL RIGHTS

I specifically and voluntarily waive the following rights granted under FINRA's Code of Procedure:

- A. To have a Complaint issued specifying the allegations against me;
- B. To be notified of the 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 National Adjudicatory Council (“NAC”) and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, I specifically and voluntarily waive any right to claim bias or prejudgment of the Chief Legal Officer, the NAC, or any member of the NAC, 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.

I further specifically and voluntarily waive any right to claim that a person violated the ex parte prohibitions of FINRA Rule 9143 or the separation of functions prohibitions of FINRA Rule 9144, 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

I understand that:

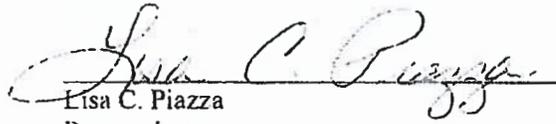
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs (“ODA”), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against me; and
- C. If accepted:
  - 1. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against me;
  - 2. this AWC will be made available through FINRA’s public disclosure program in accordance with FINRA Rule 8313;
  - 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
  - 4. I may not take any action or make 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. I may not take any position in any proceeding brought by or on behalf of FINRA, or to which FINRA is a party, that is

inconsistent with any part of this AWC. Nothing in this provision affects my: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

- D. I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA or its staff.

I certify that I have read and understand all of the provisions of this AWC and have been given a full opportunity to ask questions about it; that I have agreed to its provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein and the prospect of avoiding the issuance of a Complaint, has been made to induce me to submit it.

3/13/18  
Date (mm/dd/yyyy)

  
Lisa C. Piazza  
Respondent

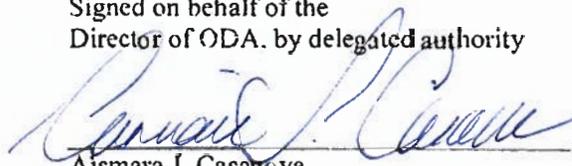
Reviewed by:

  
Stephen F. Boutin, Esq.  
Boutin Jones Inc.  
555 Capital Mall, Suite 1500  
Sacramento, CA 95814

Accepted by FINRA:

3/26/18  
Date

Signed on behalf of the  
Director of ODA. by delegated authority

  
Aismara J. Casanova  
Senior Regional Counsel  
FINRA Department of Enforcement  
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