

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20170565345-01**

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

RCUB 2018FUG24PM12116

RE: Jeffery Joseph Kelly, Respondent
General Securities Representative
CRD No. 3223982

Pursuant to FINRA Rule 9216 of FINRA’s Code of Procedure, I, Jeffery Joseph Kelly (“Respondent”), 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

Respondent was registered as a General Securities Representative (“GSR”) with two FINRA-regulated broker-dealers between May 1999 and August 2001. From August 2001 through August 2006, Respondent was employed outside the securities industry. In September 2006, Respondent became registered with Ameriprise Financial Services, Inc. (the “Firm”) as a GSR.

On January 10, 2018, the Firm filed a Form U5 stating that Respondent had been permitted to resign on December 22, 2017 “violating the [F]irm’s Code of Conduct related to ethical behavior pertaining to the records of his LLC business.” The Form U5 stated that Respondent had been suspended on October 23, 2017 and was permitted to resign while under suspension.

Respondent received his Series 7, Series 63 and Series 66 licenses in September 2006, May 1999 and October 2006, respectively.

Respondent is not currently associated with a FINRA-regulated broker-dealer, but FINRA retains jurisdiction over him pursuant to Article V, Section 4 of FINRA's By-Laws.

RELEVANT DISCIPLINARY HISTORY

Respondent has no relevant disciplinary history.

OVERVIEW

Respondent violated FINRA Rules 8210 and 2010 by failing to provide documents and information as requested pursuant to FINRA Rule 8210 in connection with an investigation into whether he had engaged in conversion and/or misappropriation. In response to a request for documents and information pursuant to FINRA Rule 8210, Respondent stated that he would not provide the materials requested, and would not cooperate in the future.

FACTS AND VIOLATIVE CONDUCT

FINRA Rule 8210 authorizes FINRA, for purposes of an investigation, complaint, examination, or proceeding authorized by the FINRA By-Laws or rules, to "require a member, person associated with a member, or person subject to FINRA's jurisdiction to provide information orally, in writing, or electronically ... with respect to any matter involved in the investigation, complaint, examination or proceeding..." Rule 8210 also specifies that "[n]o member or person shall fail to provide information or testimony...pursuant to this rule."

Conduct that violates FINRA Rule 8210 also violates FINRA Rule 2010.

On June 29, 2018, in connection with its investigation into whether Respondent engaged in conversion and/or misappropriation, FINRA staff sent a letter to Respondent pursuant to FINRA Rule 8210 ("Rule 8210 Letter") requesting that he provide various categories of documents and information by July 13, 2018. The Rule 8210 Letter informed Respondent that if he failed to produce the requested materials, he could be subject to a disciplinary action and the imposition of sanctions, including a bar from the securities industry. On July 17, 2018, Kelly telephoned FINRA staff to request an extension of time in which to respond. FINRA staff granted that request and extended Kelly's time to respond until July 27, 2018.

On July 20, 2018, Respondent emailed FINRA staff acknowledging that he received FINRA's request and will not produce the documents or information requested at any time. To date, Kelly has not provided the documents and information that staff requested pursuant to Rule 8210. By refusing to provide the documents and information requested pursuant to FINRA Rule 8210, Respondent violated FINRA Rules 8210 and 2010.

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

A bar from association with any FINRA member in any capacity.

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. A bar or expulsion shall become effective upon approval or acceptance of this AWC.

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.

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 understand and acknowledge that FINRA does not represent or advise me and I cannot rely on FINRA or FINRA staff members for legal advice; 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.

8/13/2018
Date (mm/dd/yyyy)

Respondent

Accepted by FINRA:

9/12/2018
Date

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

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