

FINANCIAL INDUSTRY REGULATORY AUTHORITY

In the Matter of the  
Continued Membership  
of  
Northwestern Mutual Investment Services,  
LLC  
(CRD No. 2881)

Notice Pursuant to  
Rule 19h-1  
Securities Exchange Act  
of 1934

SD-2394

**September 27, 2024**

**I. Introduction**

On March 4, 2024, Northwestern Mutual Investment Services, LLC (“Northwestern” or “Firm”) submitted a Membership Continuance Application (“MC-400A” or “Application”) to FINRA’s Credentialing, Registration, Education, and Disclosure (“CRED”) Department.<sup>1</sup> The Application seeks to permit the Firm, a FINRA member, to continue its membership with FINRA notwithstanding its statutory disqualification. A hearing was not held in this matter; rather, pursuant to FINRA Rule 9523(b), FINRA’s Department of Member Supervision (“FINRA,” “Member Supervision,” or “Department”) approves the Application and is filing this Notice pursuant to Rule 19h-1 of the Securities Exchange Act of 1934 (“Exchange Act” or “SEA”).

**II. The Statutorily Disqualifying Event**

The Firm is subject to statutory disqualification, as that term is defined in Section 3(a)(39)(F) of the Exchange Act, incorporating by reference Sections 15(b)(4)(D) and (E), as a result of a February 9, 2024 order issued by the Securities and Exchange Commission (“SEC” or “Commission”) finding that Northwestern willfully violated Section 17(a) of the Exchange Act and Rule 17a-4(b)(4) and failed reasonably to supervise its employees with a view to preventing or detecting certain of its employees’ aiding and abetting violations of Section 17(a) of the Exchange Act and Rule 17a-4(b)(4) thereunder (“SEC Order”).<sup>2</sup> According to the SEC Order, from at least January 2019, Northwestern

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<sup>1</sup> See MC-400A and related attachments compiled by CRED, with a cover memorandum dated April 30, 2024, attached as Exhibit 1.

<sup>2</sup> See SEC Order, *In re Northwestern Mutual Investment Services, LLC, et al.*, Exchange Act Release No. 99501 (Feb. 9, 2024), attached as Exhibit 2.

The SEC Order also triggered disqualification under Rules 262(a)(4), 506(d)(1)(iv), and 602(c)(3) of the

employees sent and received off-channel communications that related to the Firm's business, and a majority of these written communications was not maintained or preserved by the Firm.<sup>3</sup> Further, supervisors who were responsible for preventing this misconduct among junior employees routinely communicated off-channel using their personal devices, and, in so doing, failed to comply with Firm policies by communicating using non-Firm approved methods on their personal devices about the Firm's broker-dealer business.<sup>4</sup>

The Firm was censured and ordered to cease and desist from committing or causing any future violations, to pay a civil money penalty of \$16,500,000 (jointly and severally with two affiliates), and to comply with certain undertakings.<sup>5</sup> The Firm represented that it paid the penalty<sup>6</sup> and is in compliance with the undertakings.<sup>7</sup>

### III. Remedial Measures

In its Application, the Firm represented that it undertook several proactive steps prior to the issuance of the SEC Order to enhance its policies and procedures, increase training on the use of approved communication methods including on personal devices, and began implementing changes to the technology available to personnel.<sup>8</sup> Additionally, the Firm issued compliance reminders and advisories to registered representatives Firm-wide regarding the Firm's prohibition on business-related texting, continued to implement an email surveillance lexicon to identify potential instances of off-channel communications, enhanced its supervisory processes, and initiated a review of its disciplinary policies.<sup>9</sup>

The Firm also represented that it has undertaken remedial measures in response to the SEC's findings, including a comprehensive review of its supervisory, compliance and other policies and procedures, review of training, an assessment of the Firm's surveillance program and technological solutions that the Firm began implementing to meet record retention requirements, a review of the Firm's framework for addressing instances of non-compliance, and an assessment of the Firm's program for the preservation of electronic communications.<sup>10</sup> According to the SEC Order, the Commission considered the Firm's

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Securities Act of 1933 and Rule 503(a)(4)(ii) of Regulation Crowdfunding. On February 9, 2024, the SEC granted a waiver from the application of the disqualification provisions of these Rules. *See In re Certain Broker-Dealer Practices*, Securities Act Release No. 11270 (Feb. 9, 2024), attached as Exhibit 3.

<sup>3</sup> *See* Exhibit 2 at p. 2, para. 3.

<sup>4</sup> *Id.* at p. 2, para. 4.

<sup>5</sup> *Id.* at pp. 7-11.

<sup>6</sup> *See* Firm Discovery Response dated June 12, 2024, attached as Exhibit 4 at FINRA pp. 1-3.

<sup>7</sup> *Id.* at FINRA p. 1.

<sup>8</sup> *See* Exhibit 1 at FINRA00177.

<sup>9</sup> *Id.* at FINRA001177-FINRA00178.

<sup>10</sup> *Id.* at FINRA00178.

prompt remedial actions and cooperation with the SEC when determining to accept the Offer of Settlement.<sup>11</sup>

#### **IV. Firm Background**

Northwestern has been a FINRA member since October 1, 1968.<sup>12</sup> The Firm is headquartered in Milwaukee, Wisconsin with 844 branches (80 of which are Offices of Supervisory Jurisdiction).<sup>13</sup> The Firm employs approximately 12,814 registered representatives (1,568 of which are registered principals), and 12,376 non-registered fingerprint employees.<sup>14</sup> The Firm presently employs five statutorily disqualified individuals.<sup>15</sup>

Northwestern is approved to engage in the following lines of business:<sup>16</sup> mutual fund retailer; municipal securities broker; broker or dealer selling variable life insurance or annuities; private placements of securities; engages in other securities business.<sup>17</sup>

Northwestern is a member of the following self-regulatory organizations (“SROs”): Municipal Securities Rulemaking Board (“MSRB”); and National Securities Clearing Corporation (“NSCC”).<sup>18</sup>

#### **Recent Examinations**

FINRA completed one routine examination of the Firm in the past two years, and it resulted in a Cautionary Action Letter (“CAL”) and a referral to FINRA’s Enforcement Department. FINRA did not complete any non-routine examinations of the Firm in the past two years that resulted in a CAL. The SEC also completed one examination that identified

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<sup>11</sup> See Exhibit 2 at p. 6, para. 31.

<sup>12</sup> See Northwestern’s Central Registration Depository (“CRD”) Excerpt – Organization Registration Status, attached as Exhibit 5.

<sup>13</sup> FINRA confirmed this through analysis of the Firm’s information contained in CRD, last performed on September 26, 2024.

<sup>14</sup> *Id.*

<sup>15</sup> *Id.* See also Appendix A.

<sup>16</sup> See CRD Excerpts - Types of Business and Other Business Descriptions, collectively attached as Exhibit 6.

<sup>17</sup> Per the Firm’s CRD Record, the “other securities business” includes: field management and supervision revenue, brokerage services revenue, cash sweep revenue, custodial trust service revenue, transaction fee revenue and account maintenance fee revenue. *Id.* at FINRA p. 2.

<sup>18</sup> Membership in these organizations was verified by FINRA staff through a search of public member directories, last performed on August 14, 2024.

no deficiencies.<sup>19</sup>

#### A. FINRA Routine Examination

In May 2024, FINRA issued a CAL to the Firm based on three exceptions pertaining to the Firm's 1) failure to ensure that four customers were not overcharged as they did not receive the appropriate breakpoint discounts on qualifying purchases or were not properly informed about available breakpoints, 2) failure to follow the Firm's Written Supervisory Procedures ("WSPs") with respect to breakpoint availability for customer transactions, and 3) failure to establish and maintain WSPs to supervise the Firm's registered representatives to ensure compliance with MSRB Rule G-47 (Time of Trade Disclosures).<sup>20</sup> With respect to the first exception, upon notification by the FINRA Exam Staff about the issue, the Firm reprocessed the trades for the four customers with the lower sales charge and appropriate breakpoints.<sup>21</sup> The Firm also stated that its policies and procedures were updated, and additional training was conducted.<sup>22</sup>

Additionally, two exceptions were referred to FINRA's Department of Enforcement ("Enforcement") for further review and disposition.<sup>23</sup> The exceptions pertained to the Firm's 1) failure to establish and enforce a reasonable supervisory system and WSPs to require the disclosure of fees and/or potential surrender charges associated with additions to existing variable annuities, and 2) failure to provide evidence that a registered representative followed the Firm's procedures for variable annuity exchanges, and therefore, the Firm could not make a reasonable basis determination that the exchanges were in the best interest of the customers.<sup>24</sup> As of the date of this Notice, the referral is still open with Enforcement.

#### **Regulatory Action**

In the past two years, Northwestern has been the subject of one disciplinary state order in addition to the SEC Order that led to the Application.

On August 21, 2023, the Firm was the subject of a Consent Order entered by the New Hampshire Department of State, Bureau of Securities Regulation in connection with the Firm's failure to reasonably supervise its agents' mass email solicitations in violation of

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<sup>19</sup> See SEC Examination Letter, SEC File No. 008-14088, dated November 9, 2022, attached as Exhibit 7.

<sup>20</sup> See Disposition Letter for Examination No. 20230770262 dated May 31, 2024, Examination Report dated April 17, 2024, and the Firm's Response dated May 14, 2024 (without exhibits), collectively attached as Exhibit 8, at FINRA pp. 6-9.

<sup>21</sup> *Id.* at FINRA p. 7.

<sup>22</sup> *Id.* at FINRA pp. 24-27.

<sup>23</sup> *Id.* at FINRA p. 1.

<sup>24</sup> *Id.* at FINRA pp. 5-6.

RSA 421-B:4-412(d)(9).<sup>25</sup> The Firm consented to a censure, a \$175,000 fine plus \$25,000 in costs, and agreed to comply with undertakings including exploring technological solutions for advertising email review.<sup>26</sup>

#### **V. Prior SEA Rule 19h-1 Notices**

The Firm has not been the subject of prior SEA Rule 19h-1 or 19d-1 Notices.

#### **VI. The Firm's Proposed Continued Membership with FINRA and Plan of Heightened Supervision**

The Firm seeks to continue its membership with FINRA notwithstanding its status as a disqualified member. The Firm has agreed to the following Plan of Heightened Supervision ("Supervision Plan" or "Plan") as a condition of its continued membership with FINRA:<sup>27</sup>

Northwestern Mutual Investment Services, LLC (the "Firm") is subject to statutory disqualification pursuant to Section 3(a)(39)(F) of the Securities Exchange Act of 1934, which incorporates by reference Sections 15(b)(4)(D) & (E), as a result of an order issued by the U.S. Securities and Exchange Commission ("SEC" or "Commission") dated February 9, 2024, which found that the Firm willfully violated Section 17(a) of the Securities Exchange Act of 1934 and Rule 17a-4(b)(4) thereunder ("SEC Order"). The SEC Order also found that the Firm failed reasonably to supervise its employees within the meaning of Section 15(b)(4)(E).

For the purpose of this Supervision Plan, the term "Digital Communication Channels" means all written electronic methods of communication used to conduct Firm business, including but not limited to, text messaging platforms, whether via SMS messaging, iMessage, or other messaging services such as WhatsApp; direct messaging platforms including X f/k/a "Twitter," Instagram, LinkedIn, Slack, or Bloomberg Messaging; non-firm domain email accounts; and any other written electronic business-related correspondence. "Digital Communication Channels" encompass platforms used to exchange messages with internal or external stakeholders using either a personal or Firm-provided device.

For the purpose of this Supervision Plan, the term "Off-Channel Communications" means all business-related written electronic messages sent on Digital Communication Channels that are not captured by Firm surveillance and record-keeping systems.

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<sup>25</sup> See Consent Order, *In re Northwestern Mutual Investment Services, LLC*, Case No. I-2022-0002 (New Hampshire Bureau of Securities Regulation, Aug. 21, 2023), attached as Exhibit 9 at p. 2.

<sup>26</sup> *Id.* at pp. 3-4. Northwestern paid the fine on August 17, 2023 and is current on its undertakings. See Correspondence from the Firm to New Hampshire Bureau of Securities Regulation, dated August 21, 2023, August 15, 2024, April 17, 2024, and December 18, 2023, collectively attached as Exhibit 10 at FINRA pp. 2-3.

<sup>27</sup> See Executed Consent to Plan of Heightened Supervision dated June 24, 2024, attached as Exhibit 11.

In consenting to this Supervision Plan, the Firm agrees to the following:

1. The Firm shall comply with all of the undertakings outlined in the SEC Order.
2. The Firm shall maintain copies of all correspondence between the Firm and Commission staff relating to the SEC Order, including documenting when Commission staff grants extensions to the deadlines set forth in the SEC Order. The Firm shall maintain copies of all such correspondence in a readily accessible place for ease of review by FINRA staff.
3. The Firm shall provide FINRA's Statutory Disqualification Group with copies of all certifications submitted to the SEC upon completion of the undertakings as specified in the SEC Order. The Firm shall maintain copies of all certifications in a readily accessible place for ease of review by FINRA staff.
4. The Firm shall maintain copies of all reports and supporting documentation submitted to SEC staff in accordance with the SEC Order, as well as any other documentation needed to evidence the status and completion of each of the undertakings outlined in the SEC Order. The Firm shall maintain copies of such documentation in a readily accessible place for ease of review by FINRA staff.
5. Within six months of the SEC's Letter of Acknowledgement ("LOA") in this matter, to the extent that it has not already done so within the past six months, and on at least an annual basis thereafter, for a term of six years from the date of the LOA, the Firm shall conduct training for all associated persons regarding the Digital Communication Channels that the Firm has approved for business communication, along with the Firm's current policies regarding retention of business-related electronic communications. The Firm shall maintain a record of individual completion of said training and a copy of said training materials in a readily accessible place for ease of review by FINRA staff.
6. The Firm shall conduct the training described in Paragraph 5 above for all new hires, within 65 days from the date of commencement of new hire training, for a term of six years from the date of the LOA. The Firm shall retain a record of all new hire training, including a copy of all written training materials, and keep said record(s) in a readily accessible place for ease of review by FINRA staff.
7. Within 90 days of the LOA, the Firm shall, to the extent that it has not already done so, establish and maintain a written list(s) of all Digital Communication Channels that its associated persons are permitted to use to communicate about Firm business. The list(s) shall be circulated to all of the Firm's associated persons at least on a semi-annual basis, for a term of six years from the date of the LOA. The Firm shall require that all associated persons obtain written approval for use of any Digital Communication Channels to communicate about Firm business that are not already on the approved list(s) maintained by the Firm. The Firm shall maintain a record of all requests and approvals or rejections of each request, including the date of the requests and the Firm's decision. The Firm shall maintain copies of such requests and decisions in a readily accessible place for ease of review by FINRA staff.

8. The Firm shall require all associated persons to disclose on at least a semi-annual basis, for a term of six years from the date of the LOA, any unapproved Digital Communication Channels he/she is using to communicate about Firm business. The Firm shall maintain records of such disclosures in a readily accessible place for ease of review by FINRA staff.
9. Subject to Paragraph 7 above, the Firm shall prohibit associated persons from using Off-Channel Communications.
10. Within 90 days of the LOA, the Firm shall, to the extent that it has not already done so, develop a process whereby, in the event that an associated person sends or receives an Off-Channel Communication, the Off-Channel Communication is submitted to the Firm and retained in compliance with relevant securities laws and regulations. For a term of six years from the date of the LOA, the Firm shall maintain a record of all such Off-Channel Communications, including a record of the Firm's receipt of the communication, in a readily accessible place for ease of review by FINRA staff.
11. Within 90 days of the LOA, the Firm shall, to the extent that it has not already done so, develop and maintain written supervisory policies and procedures detailing the Firm's processes for disciplining associated persons who use Off-Channel Communications to communicate about Firm business. When the Firm uses the disciplinary process, the Firm shall document each instance. The Firm shall retain records of such written supervisory policies and procedures and records of the disciplinary processes and each outcome.
12. All requested documents and certifications under this Supervision Plan shall be sent directly to FINRA's Statutory Disqualification Group at [SDMailbox@FINRA.org](mailto:SDMailbox@FINRA.org).
13. The Firm shall obtain written approval from FINRA's Statutory Disqualification Group prior to changing any provision of the Supervision Plan.
14. The Firm shall submit any proposed changes or other requested information under this Supervision Plan to FINRA's Statutory Disqualification Group at [SDMailbox@FINRA.org](mailto:SDMailbox@FINRA.org).

## **VII. Discussion**

After carefully reviewing the entire record in this matter, FINRA approves the Firm's request to continue its membership with FINRA, subject to the terms and conditions set forth herein. In evaluating Northwestern's Application, FINRA assessed whether the Firm has demonstrated that its continued membership is consistent with the public interest and does not create an unreasonable risk of harm to investors or the markets. *See* FINRA By-Laws, Art. III, Sec. 3(d); *cf. Frank Kufrovich*, 55 S.E.C. 616, 624 (2002) (holding that FINRA "may deny an application by a firm for association with a statutorily-disqualified individual if it determines that employment under the proposed plan would not be consistent with the public interest and the protection of investors"). Typically, factors that bear on FINRA's assessment include, among other things, the nature and gravity of the

statutorily disqualifying misconduct, the time elapsed since its occurrence, the restrictions imposed, the Firm's regulatory history, and whether there has been any intervening misconduct.

As of the date of this Notice, FINRA has determined that the Firm's continued membership is consistent with the public interest and does not create an unreasonable risk of harm to investors or the markets. While the SEC Order identified serious violations of securities laws, the Firm was not expelled or suspended, nor were any limitations placed on Northwestern's securities activities. Although the SEC Order triggered certain disqualifications from exemptions from registration available under the Securities Act of 1933, specifically Regulations A, D and E of the Securities Act and Regulation Crowdfunding, the SEC granted the Firm a waiver from the application of the disqualification provisions of Rules 262(a)(4)(ii), 506(d)(1)(iv)(B), and 602(c)(3) of the Securities Act and Rule 503(a)(4)(ii) of Regulation Crowdfunding. Moreover, the full amount of the civil monetary penalty was promptly paid. Additionally, the Firm represented that it is in compliance with the ordered undertakings.<sup>28</sup> Specifically, the Firm promptly hired an independent compliance consultant who is completing its initial review.<sup>29</sup>

Member Supervision also acknowledges that within the SEC Order the Commission considered the Firm's prompt remedial actions and cooperation with the Commission when determining to accept the Offer of Settlement.<sup>30</sup> Amongst other measures, the Firm enhanced its training, updated its policies, and implemented a robust surveillance system.<sup>31</sup>

In evaluating the Firm's Application, FINRA notes that Northwestern's regulatory history is limited and should not prevent the Firm from continuing in FINRA membership. Additionally, in response to Northwestern's recent examination findings and exceptions, the Firm took steps to resolve them, including taking immediate corrective action by updating its processes, providing additional training, and updating its WSPs. Following the approval of the Firm's continued membership in FINRA, FINRA intends to utilize its examination and surveillance processes to monitor the Firm's continued compliance with the standards prescribed by Exchange Act Rule 19h-1 and FINRA Rule 9523.

FINRA is further reassured by the controls set in place by the Firm's Supervision Plan which bolster the undertakings outlined in the SEC Order and will continue to provide oversight of the Firm and compliance with its remaining undertakings. In accordance with the Plan, the Firm agreed to conduct annual training for all associated persons, including new hires, regarding the Firm's approved digital communication methods and record retention policies for electronic communications. Further, the Plan calls for the Firm to maintain a list of approved digital communication methods that associated persons are

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<sup>28</sup> See Exhibit 4 at FINRA p. 1.

<sup>29</sup> *Id.*

<sup>30</sup> See Exhibit 2 at p. 6, para. 31.

<sup>31</sup> See Exhibit 1 at FINRA00177.



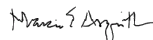
permitted to use for Firm business and to circulate that list to its associated persons semi-annually. The Plan requires the Firm's associated persons to obtain written approval to use digital communication channels not already approved. The Plan prohibits the use of off-channel communications and requires associated persons to semi-annually disclose any unapproved digital communication methods they are using for Firm business; they must also forward any off-channel communications that may have taken place to the Firm for retention purposes. These provisions will help to ensure that the Firm is aware of the communication methods being used by associated persons so that it can appropriately monitor, capture, and retain those communications. Additionally, the Plan mandates that the Firm develop policies and procedures for disciplining associated persons who use unapproved communication methods for Firm business and segregate all certifications, reports, and supporting documentation submitted to the SEC regarding compliance with the undertakings, for ease of review by FINRA staff to ensure ongoing compliance.

Thus, FINRA is satisfied, based on the foregoing and on the Firm's representations made pursuant to the Supervision Plan, that the Firm's continued membership in FINRA is consistent with the public interest and does not create an unreasonable risk of harm to the market or investors. Accordingly, FINRA approves Northwestern's Application to continue its membership with FINRA.

FINRA certifies that the Firm meets all qualification requirements and represents that the Firm is also registered with NSCC. NSCC has been provided with the terms and conditions of Northwestern's proposed continued membership and concurs with FINRA.

In conformity with the provisions of Rule 19h-1 of the Exchange Act, the continued membership of the Firm will become effective within 30 days of the receipt of this notice by the Commission, unless otherwise notified by the SEC.

On Behalf of FINRA,



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Marcia E. Asquith  
Executive Vice President & Corporate Secretary

APPENDIX A

Statutorily Disqualified Individuals

Associated with Northwestern Mutual Investment Services, LLC

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

EXHIBITS

SD-2394

1. MC-400A and related attachments compiled by CRED, with a cover memorandum dated April 30, 2024.
2. SEC Order, *In re Northwestern Mutual Investment Services, LLC, et al.*, Exchange Act Release No. 99501 (Feb. 9, 2024).
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