

FINANCIAL INDUSTRY REGULATORY AUTHORITY

In the Matter of the Association of

Scott H. Goldstein
(CRD No. 1630008)

as a

General Securities Principal

with

Newbridge Securities Corporation
(CRD No. 104065)

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

SD-2018

June 25, 2025¹

I. Introduction

On October 12, 2023, Newbridge Securities Corporation (“Newbridge” or “the Firm”) submitted a Membership Continuance Application (“MC-400” or “the Application”)² to FINRA’s Credentialing, Registration, Education, and Disclosure (“CRED”) Department, seeking to permit Scott H. Goldstein (“Goldstein”), a person subject to disqualification, to continue associating with the Firm as a General Securities Principal (“GSP”).³ A hearing was not held in this matter; rather, pursuant to FINRA Rule 9523(b), Member Supervision is filing this Notice pursuant to Rule 19h-

¹ This 19h-1 Notice replaces the Notice filed by FINRA on November 12, 2024.

² See Updated MC-400 filed on October 12, 2023, attached as Exhibit 1.

³ The Firm previously submitted an application with FINRA seeking to permit Goldstein to continue associating with the Firm as a GSP on December 23, 2013. See MC-400 submitted on December 23, 2013, attached as Exhibit 2.

On July 22, 2015, FINRA filed a Rule 19h-1 Notice with the Securities and Exchange Commission (“SEC” or “Commission”) approving the continued association of Goldstein with the Firm as a GSP, which was not acknowledged by the Commission. See Notice, *In re the Association of Scott H. Goldstein as a General Securities Principal with Newbridge Securities Corporation, Inc.*, SD-2018 (FINRA July 22, 2015), attached as Exhibit 3. Subsequently, on April 5, 2017, FINRA filed an amended Rule 19h-1 Notice with the Commission approving the continued association of Goldstein with the Firm as a GSP, which the Commission also did not acknowledge. See Notice, *In re the Association of Scott H. Goldstein as a General Securities Principal with Newbridge Securities Corporation, Inc.*, SD-2018 (FINRA Apr. 5, 2017) and Correspondence from FINRA to the SEC dated February 4, 2020, collectively attached as Exhibit 4. Due to the age of the Firm’s original Application, FINRA withdrew its Notice on February 4, 2020. *Id.* at FINRA p. 23. On October 12, 2023, the Firm submitted a new MC-400 to Member Supervision seeking to permit Goldstein’s continued association with the Firm as a GSP. See Exhibit 1.

1 of the Securities Exchange Act of 1934 (“Exchange Act” or “SEA”) approving the Firm’s request to continue its association with Goldstein as a GSP.⁴

II. The Statutory Disqualifying Event

Goldstein is subject to statutory disqualification as that term is defined by Exchange Act Section 3(a)(39)(F), incorporating by reference Section 15(b)(4)(E), due to a June 9, 2009 SEC Initial Decision (the “SEC Decision”) finding that Goldstein and others failed reasonably to supervise Daniel Kantrowitz, a former trader at Newbridge, within the meaning of Sections 15(b)(4)(E) and 15(b)(6) of the Exchange Act, with a view to detecting and preventing Kantrowitz’s willful violations of the securities registration provisions of the Securities Act of 1933 (“Securities Act”) and the antifraud provisions of the Securities Act and the Exchange Act.⁵ As a result of his misconduct, the SEC barred Goldstein from associating with any broker or dealer in a supervisory capacity, with the right to be reinstated as a supervisor after two years from the effective date of the supervisory bar.⁶ Goldstein was also ordered to pay a civil money penalty of \$79,000.⁷ The SEC Decision became final on July 23, 2010. Goldstein’s bar became effective on July 23, 2010, and he entered into his reinstatement period on July 23, 2012.⁸

III. Background Information

A. Goldstein

1. Proposed Duties and Responsibilities

Newbridge proposes that Goldstein will continue to work from its home office location at 1200 North Federal Highway, Suite 400, Boca Raton, Florida 33432.⁹ In its 2023 MC-400, the Firm

⁴ FINRA automatically registered Goldstein as an Investment Banking Principal in October 2018 because he was already registered as an Investment Banking Representative and a General Securities Principal. *See* FINRA Regulatory Notice 17-30 (Oct. 5, 2017). As part of this approval, Member Supervision approves Goldstein’s continued association as an Investment Banking Principal.

⁵ *See* SEC Initial Decision, *In re Newbridge Securities Corp., Guy S. Amico, Scott H. Goldstein, Eric M. Vallejo, and Daniel M. Kantrowitz*, Admin. Proceeding File No. 3-13099 (June 9, 2009), attached as Exhibit 5 at p. 65.

⁶ *Id.* at p. 72.

⁷ *Id.* Goldstein paid the fine on August 2, 2010. *See* Exhibit 1 at FINRA p. 13 ¶ 6. In previous filings to the Commission, FINRA Staff confirmed with the SEC that Goldstein paid the fine. *See* FINRA Rule 19h-1 Notification approving the continued association of Goldstein with Newbridge as a General Securities Representative dated September 9, 2013 and SEC Letter of Acknowledgement dated November 27, 2013, collectively attached as Exhibit 6, at FINRA p. 2 n.2. *See also* FINRA Rule 19h-1 Notification approving the continued association of Goldstein with Newbridge as a Limited Representative – Investment Banking dated January 30, 2015 and SEC Letter of Acknowledgement dated April 22, 2015, collectively attached as Exhibit 7, at FINRA p. 2 n.3.

⁸ *See* SEC Order Granting Request to Withdraw Petition for Review and Notice of Finality, *In re Guy S. Amico and Scott H. Goldstein*, Exchange Act Release No. 62565 (July 23, 2010), attached as Exhibit 8.

⁹ *See* Exhibit 1 at FINRA p. 4, Item 6.

proposes that Goldstein will serve as a board member on Newbridge's Board of Directors.¹⁰ However, Goldstein's role as a board member will be in a very limited capacity.¹¹ As a board member, Goldstein will participate in discussions on decisions that involve accepting capital contributions or lending to the Firm, remitting capital contributions made by the Firm, the Firm's long-term budget including material capital expenditures, and the potential sale of interests in the Firm.¹² However, he would only be allowed to vote on any potential sale of interests in the Firm and must refrain from participating in any discussions involving personnel decisions such as hiring, firing, disciplining, or compensation made to employees and discussions involving the implementation or amendment of Firm policies or procedures pertaining to Firm sales practices, supervision, or compliance functions.¹³ Goldstein will not supervise any individuals and will not make any independent managerial or business decisions on behalf of the Firm.¹⁴

Pursuant to previous approvals by FINRA,¹⁵ Goldstein will also continue to function as a General Securities Representative and a Limited Representative – Investment Banking. The Firm represents that Goldstein is compensated through customer commissions and there will be no changes to his compensation after the approval of the 2023 MC-400.¹⁶

2. Registration and Employment History

Goldstein first registered in the securities industry as a General Securities Representative (Series 7) in February 1987.¹⁷ He passed the Uniform Securities Agent State Law Examination (Series 63) in March 1987 and the General Securities Principal Exam (Series 24) in May 1991.¹⁸ In January 2023, Goldstein received credit for the Investment Company and Variable Contracts Products Representative Qualification Examination (Series 6TO), Direct Participation Programs Limited Representative Examination (Series 22TO), Municipal Securities Representative Qualification Examination (Series 52TO), Investment Banking Representative Examination

¹⁰ *Id.* at FINRA p. 3, Item 4, and p. 13, para. 7.

¹¹ *See* Letter of Consent to Plan of Heightened Supervision dated May 12, 2025, attached as Exhibit 9.

¹² *Id.*

¹³ *Id.*

¹⁴ The 2023 MC-400 states that Goldstein "would be available as a GSP to supervise firm activities and personnel." *See* Exhibit 1 at FINRA p. 3, Item 4. However, the Firm later clarified that if Goldstein is approved as a GSP, he will not act in a supervisory capacity at the Firm. *See* Exhibit 9.

¹⁵ *See* Exhibits 6 and 7.

¹⁶ *See* Exhibit 1 at FINRA p. 3, Item 5.

¹⁷ *See* Central Registration Depository ("CRD") Snapshot for Goldstein, attached as Exhibit 10 at p. 15.

¹⁸ *Id.* Goldstein was also given credit for the Securities Industry Essentials Examination in October 2018. *Id.*

(Series 79TO), Private Securities Offerings Representative Examination (Series 82TO), and Operations Professional Examination (Series 99TO).¹⁹

Goldstein is currently registered with Newbridge as a General Securities Representative (GS, 2000), General Securities Principal (GP, 2000), Investment Banking Representative (IB, 2015), Investment Banking Principal (BP, 2018), Direct Participation Programs Representative (DR, 2019), Investment Company and Variable Contracts Products Representative (IR, 2019), Municipal Securities Representative (MR, 2019), Operations Professional (OS, 2019), and Private Securities Offerings Representative (PR, 2019).²⁰

Goldstein has been associated with the following firms during the following periods:²¹

<u>Firm</u>	<u>Period of Employment</u>
Newbridge Securities Corp.	08/2000 – Present
GKN Securities Corp.	03/1999 – 08/2000
First American Equities, Inc.	09/1998 – 01/1999
Joseph Charles & Assoc., Inc.	01/1993 – 09/1998
Paragon Capital Corp.	07/1991 – 01/1993
J.W. Gant & Associates, Inc.	01/1987 – 07/1991

3. Outside Business Activities (“OBAs”)

According to CRD, Goldstein is involved in two OBAs: Intelligent Holdings, Inc. based out of Wellington, Florida and insurance agent sales.²² Goldstein reported that he has been the Managing Partner of Intelligent Holdings, Inc. since January 2012 where he engages in internet marketing and advertising.²³

4. Disciplinary and Regulatory History

FINRA Disciplinary Actions

In July 2010, Goldstein entered into a Letter of Acceptance, Waiver and Consent (“AWC”) with FINRA to settle allegations that from 2002 through 2008, Goldstein (as Newbridge’s Chief Executive Officer) failed to adequately supervise the Firm’s chief compliance officer and anti-money laundering (“AML”) compliance officer and knew, or should have known, of substantive

¹⁹ *Id.*

²⁰ *Id.* at p. 5.

²¹ *Id.* at pp. 5-12.

²² *Id.* at p. 15.

²³ *Id.*

violations of FINRA rules, violations of the Bank Secrecy Act, and the potential inadequacy of the Firm's compliance personnel.²⁴ Goldstein consented to a one year principal capacity suspension, a \$100,000 fine, and completion of eight hours of AML training.²⁵ The suspension concluded September 19, 2011.²⁶

5. Prior SEA Rule 19h-1 Notices and Notifications

On September 9, 2013, FINRA filed a 19h-1 Notification with the SEC approving the continued association of Goldstein with the Firm as a General Securities Representative.²⁷ The SEC acknowledged the Notification on November 27, 2013.²⁸

On January 30, 2015, FINRA filed a Rule 19h-1 Notification with the SEC approving the continued association of Goldstein with the Firm as a Limited Representative – Investment Banking.²⁹ The SEC acknowledged the Notification on April 22, 2015.³⁰

B. The Firm

1. Background

Newbridge is headquartered in Boca Raton, Florida.³¹ The Firm has been a FINRA member since July 2000.³² The Firm is also a member of The Nasdaq Stock Market LLC ("Nasdaq")³³ and the Municipal Securities Rulemaking Board ("MSRB").³⁴

²⁴ See FINRA AWC No. 20070071517 accepted on July 30, 2010, and Form U6 for Occurrence No. 1524853, collectively attached as Exhibit 11 at FINRA pp. 1-5.

²⁵ *Id.* at FINRA p. 5. Goldstein paid his fine and completed the AML training. See Exhibit 4 at FINRA p. 4 n.14. See also Exhibit 11 at FINRA p. 14.

²⁶ See Exhibit 11 at FINRA pp. 13-14.

²⁷ See Exhibit 6.

²⁸ *Id.* at FINRA p. 11.

²⁹ See Exhibit 7.

³⁰ *Id.* at FINRA p. 13.

³¹ See CRD Snapshot for Newbridge attached as Exhibit 12, at p. 3.

³² *Id.*

³³ *Id.* at p. 4.

³⁴ Membership in this organization was verified by FINRA staff through a search of public member directories, last performed on May 16, 2025.

The Firm has 32 branches (six of which are Offices of Supervisory Jurisdiction).³⁵ The Firm employs 134 registered representatives, 38 of whom are registered principals, and 33 non-registered fingerprinted persons.³⁶ The Firm employs two other statutorily disqualified individuals.³⁷

Newbridge is approved to engage in the following lines of business: broker or dealer making inter-dealer markets in corporate securities over-the-counter; broker or dealer retailing corporate equity securities over-the-counter; broker or dealer selling corporate debt securities; underwriter or selling group participant (corporate securities other than mutual funds); mutual fund retailer; U.S. government securities broker; municipal securities dealer; municipal securities broker; broker or dealer selling variable life insurance or annuities; broker or dealer selling gas or oil interests; put and call broker or dealer or option writer; non-exchange member arranging for transactions in listed securities by exchange member; trading securities for own account; private placements of securities.³⁸

2. Recent Examination History

In the past two years, FINRA has closed one routine examination of the Firm and six non-routine examinations of the Firm that resulted in a Cautionary Action Letter (“CAL”). The SEC also completed two examinations of the Firm.

a. FINRA Routine Examination

In August 2024, FINRA completed a routine examination of the Firm that resulted in a CAL for 11 exceptions and one exception referred to FINRA’s Department of Enforcement (“Enforcement”) for further review and disposition.³⁹ The exceptions that were the subject of the CAL pertained to the Firm’s failure to provide the required Rights of Reinstatement for 57 mutual fund transactions in ten customer accounts resulting in missed discounts/waivers, maintain a compliant Form CRS, maintain a record of the date that each Form CRS was provided to retail investors, enforce a reasonable training program regarding requirements under Regulation Best Interest (“Reg BI”), report a customer complaint, review the outside brokerage accounts for two of its registered representatives, report or accurately report fixed income transaction to TRACE, establish written supervisory procedures (“WSPs”) that address its review process used to detect excessive trading and churning in client accounts, maintain WSPs describing how the Firm would

³⁵ FINRA confirmed this through an analysis of the Firm’s information contained in CRD, last performed on May 16, 2025.

³⁶ *Id.*

³⁷ See Appendix A.

³⁸ See CRD Excerpt – Types of Business, attached as Exhibit 13.

³⁹ See Disposition Letter for Examination No. 20230770208 dated August 9, 2024, Examination Report dated June 27, 2024, and Firm Response dated July 22, 2024, collectively attached as Exhibit 14.

comply with and supervise time of trade disclosures related to potential negative state tax consequences of withdrawal from 529 plans and potential tax consequences of purchasing municipal bonds below the de minimis threshold, and timely file its Form A-12.⁴⁰ The Firm responded in writing that it issued clients reimbursements for missed discounts/waivers, enhanced several of its processes and procedures, created new alerts in its surveillance system, corrected its Form CRS issues, and enhanced its training.⁴¹ One exception referred to Enforcement pertained to the Firm's inadequate due diligence on securities offerings and new products, specifically as it relates to the Firm's processes and procedures for recording warrants and restricted shares received as compensation in connection with private offerings on its books and records.⁴² The Firm responded that it would update its procedures.⁴³

b. FINRA Non-Routine Examinations

In October 2024, FINRA issued a CAL to the Firm pertaining to the Firm's failure to disclose the markdown on one customer confirmation involving a corporate debt security and a non-institutional customer, to disclose the accurate total markup/markdown dollar amount and percentage on eight customer confirmations involving corporate debt securities and non-institutional customers, and disclose the accurate markdown percentage on two customer confirmations involving corporate debt securities and non-institutional customers.⁴⁴

In April 2024, FINRA issued a CAL to the Firm pertaining to the Firm's failure to inform certain investors in offerings related to GPB Capital Holdings, LLC that the issuers failed to timely make required filings with the SEC, including filing audited financial statements.⁴⁵

In April 2024, FINRA issued another CAL to the Firm pertaining to the Firm's failure to timely adopt written policies and procedures reasonably designed to protect customer records and information, as required by Section 30(a) of Regulation S-P and FINRA Rules 3110 and 2010.⁴⁶ The Firm subsequently implemented the use of multifactor authentication for all customer accounts.⁴⁷

⁴⁰ *Id.* at FINRA pp. 6-12.

⁴¹ *Id.* at FINRA pp. 13-22.

⁴² *Id.* at FINRA p. 1.

⁴³ *Id.* at FINRA p. 14. This exception remains open.

⁴⁴ See CAL for Examination No. 20220742331 dated October 15, 2024, attached as Exhibit 15. The Firm was not required to submit a response.

⁴⁵ See CAL for Examination No. 20180608961 dated April 4, 2024, attached as Exhibit 16. The Firm was not required to submit a response.

⁴⁶ See CAL for Examination No. 20220740328 dated April 3, 2024, attached as Exhibit 17. The Firm was not required to submit a response.

⁴⁷ *Id.*

In August 2023, FINRA issued a CAL to the Firm pertaining to the Firm's violation of FINRA Rule 1017(a)(7) by registering an individual with two or more specified risk events in the prior five years without first submitting a written request for a materiality consultation or filing a continuing membership application seeking approval of the contemplated activity.⁴⁸ The Firm subsequently took corrective action by terminating the individual.⁴⁹

c. SEC Examinations

In May 2024, the SEC completed an examination of the Firm which identified three deficiencies relating to the Firm's failures to review a branch website prior to its use, maintain an accurate Form BR, and implement WSPs regarding review of a branch website and the accuracy of Form BR.⁵⁰ The Firm responded in writing that it did not update Form BR because the website in question was under construction in a beta version and not publicly facing.⁵¹ However, it was the Firm's intention to make the necessary updates to Form BR once the website was ready to go live.⁵²

3. Relevant Disciplinary History

Newbridge has been the subject of two recent disciplinary matters resulting in AWCs entered into with FINRA.⁵³

On January 10, 2025, the Firm entered into an AWC with FINRA in connection with the Firm's failure to reasonably supervise recommendations for margin use by two registered representatives in five customer accounts.⁵⁴ The Firm consented to a censure, a \$60,000 fine, and restitution of \$45,442.21.⁵⁵

⁴⁸ See CAL for Examination No. 20230790398 dated August 28, 2023, attached as Exhibit 18. The Firm was not required to submit a response.

⁴⁹ *Id.*

⁵⁰ See SEC deficiency letter for SEC File No. 008-52538 dated May 6, 2024, and Firm Response dated May 29, 2024, collectively attached as Exhibit 19.

⁵¹ *Id.* at FINRA p. 5.

⁵² *Id.*

⁵³ Newbridge has been the subject of additional disciplinary matters in the past, including two additional matters in the past seven years. See Exhibit 12 at pp. 127-135.

⁵⁴ See FINRA AWC No. 2019064511206 accepted on January 10, 2025, attached as Exhibit 20.

⁵⁵ *Id.* at p. 3. The Firm represents that it paid the restitution, and FINRA Staff confirmed that the Firm is paying the fine in installments and is current on those payments. See Correspondence from the Firm to FINRA dated May 29, 2025 and September 20, 2024, collectively attached as Exhibit 21 at FINRA p. 1.

On September 5, 2024, the Firm entered into an AWC with FINRA in connection with the Firm's failure to develop and implement an anti-money laundering program reasonably designed to achieve compliance with Customer Identification Program (CIP) and Customer Due Diligence (CDD) requirements for 20 new customers referred from a China-based issuer for which Newbridge served as lead underwriter.⁵⁶ As a result, the Firm permitted numerous customers to open new accounts, despite indicators that the Firm did not know the true identity of the customers and without conducting ongoing customer due diligence.⁵⁷ The Firm also failed to reasonably supervise recommendations to purchase variable rate structured products made to 27 customers.⁵⁸ The Firm consented to a censure, a \$125,000 fine, and restitution of \$43,457.66.⁵⁹

IV. Proposed Supervision

A. Primary Supervisor – Robert Spitler (CRD No. 4050312)

Goldstein will be supervised by Robert Spitler ("Spitler"), Chief Executive Officer of Newbridge.⁶⁰ Spitler works from the Firm's office location at 1200 North Federal Highway, Suite 400, Boca Raton, Florida 33432,⁶¹ which is the same office where Goldstein is located.⁶² Spitler has twenty-five years of investment industry experience in a variety of positions including Chief Financial Officer, Branch Manager, President, CEO, Controller, and FINOP.⁶³ His supervisory experience includes reviewing daily trade blotters and trade alerts, reviewing correspondence, and approving new accounts, subscription-based transaction applications, checks, wires, and IRA distributions.⁶⁴

Goldstein and Spitler are not related by blood or marriage.⁶⁵ Spitler is the Chief Financial Officer of the Firm's parent company, Newbridge Financial Inc., of which Goldstein is the Co-Executive Chairman and Director.⁶⁶

⁵⁶ See FINRA AWC No. 2020067800801 accepted on September 5, 2024, attached as Exhibit 22.

⁵⁷ *Id.* at p. 2.

⁵⁸ *Id.*

⁵⁹ *Id.* at p. 7. The Firm represents that it paid the restitution, and FINRA Staff confirmed that the Firm is paying the fine in installments and is current on those payments. See Exhibit 21 at FINRA p. 1.

⁶⁰ See Exhibit 1 at FINRA p. 4, Section 3, Item 1.

⁶¹ See CRD Snapshot for Robert Spitler, attached as Exhibit 23 at p. 3.

⁶² See Exhibit 1 at FINRA p. 4, Item 6.

⁶³ *Id.* at FINRA p. 22.

⁶⁴ See Exhibit 21 at FINRA p. 2, Response 1.

⁶⁵ See Exhibit 1 at FINRA p. 4, Item 3.

⁶⁶ *Id.* at FINRA p. 5, Item 4.

1. Registration and Employment History

In January 2000, Spitler entered the securities industry as a Financial and Operations Principal (Series 27).⁶⁷ He qualified as a General Securities Representative (Series 7) in January 2010 and as a General Securities Principal (Series 24) in April 2010.⁶⁸ Spitler passed the Uniform Investment Adviser Law Examination (Series 65) in December 2015.⁶⁹ In January 2023, Spitler received credit for the Investment Banking Representative Examination (Series 79TO) and Operations Professional Examination (Series 99TO).⁷⁰

Spitler has been associated with the following firms during the following periods:⁷¹

<u>Firm</u>	<u>Period of Employment</u>
Newbridge Securities Corp.	07/2023 – Present
I-Bankers Securities, Inc.	02/2023 – 06/2023
I-Bankers Direct LLC	03/2019 – 06/2023
Newbridge Securities Corp.	02/2004 – 10/2019
Westpark Capital, Inc.	10/2002 – 02/2004
Sterling Financial Investment Group, Inc.	11/2000 – 10/2002
Joseph Charles Financial Services, LLC	08/2000 – 11/2000
Joseph Charles & Associates Inc.	06/1998 – 11/2000

1. OBAs

According to CRD, Spitler is involved in one OBA: IBD Management, LLC, in which Spitler has a placement agreement and spends five hours per week working.⁷²

2. Disciplinary and Regulatory History

Member Supervision is not aware of any disciplinary or regulatory proceedings, or reportable arbitrations, against Spitler.⁷³

⁶⁷ See Exhibit 23 at p. 11.

⁶⁸ *Id.*

⁶⁹ *Id.*

⁷⁰ *Id.* at p. 12. Spitler was given credit for the Securities Industry Essentials Examination in October 2018. *Id.* at p. 11.

⁷¹ *Id.* at pp. 4-6.

⁷² *Id.* at p. 11.

⁷³ *Id.* at p. 15. According to CRD, a non-reportable arbitration was filed against Spitler on April 19, 2018; however, it was dismissed in June 2018.

B. Alternate Supervisor – John DeMeo (CRD No. 1034717)

In the event that Spitler is unavailable, the Firm proposed that John DeMeo (“DeMeo”), Compliance Principal and Supervisory Manager, will act as Goldstein’s supervisor.⁷⁴ DeMeo works in the same office as Goldstein, located at 1200 North Federal Highway, Suite 400, Boca Raton, Florida 33432.⁷⁵ DeMeo has forty-one years of investment industry experience in a variety of positions including Registered Representative and Branch Manager.⁷⁶ He has been Newbridge’s branch manager since 2005.⁷⁷ As branch manager, DeMeo has experience supervising registered representatives and their trading activity, reviewing daily activity and commission reports, reviewing new account documentation, and assisting registered representatives with internal or regulatory questions regarding current or upcoming purchases.⁷⁸

Goldstein and DeMeo are not related by blood or marriage.⁷⁹ DeMeo does not have any business relationship with Goldstein aside from their employment at Newbridge.⁸⁰

1. Registration and Employment History

In May 1982, DeMeo entered the securities industry as a General Securities Representative (Series 7).⁸¹ In October 1986, he qualified as a General Securities Principal (Series 24), and in August 1987, he passed the Uniform Securities Agent State Law Examination (Series 63).⁸² In January 2023, DeMeo received credit for the Operations Professional Examination (Series 99TO).⁸³

DeMeo has been associated with the following firms during the following periods:⁸⁴

⁷⁴ See Exhibit 1 at FINRA p. 4, Section 3, Item 2.

⁷⁵ See CRD Snapshot for John DeMeo and CRD Excerpt – Legacy Employment History, collectively attached as Exhibit 24 at FINRA p. 3.

⁷⁶ See Exhibit 1 at FINRA p. 20.

⁷⁷ *Id.*

⁷⁸ *Id.* at FINRA p. 21.

⁷⁹ *Id.* at FINRA p. 4, Item 3.

⁸⁰ See Exhibit 21 at FINRA p. 2, Response 4.

⁸¹ See Exhibit 24 at FINRA p. 13.

⁸² *Id.* DeMeo was given credit for the Securities Industry Essentials Examination in October 2018.

⁸³ *Id.*

⁸⁴ *Id.* at FINRA pp. 4-11, 34.

<u>Firm</u>	<u>Period of Employment</u>
Newbridge Securities Corp.	11/2005 – Present
Kirlin Securities, Inc.	07/2003 – 11/2005
Paragon Capital Markets, Inc.	10/2000 – 07/2003
Drake & Company, Inc.	02/1999 – 10/2000
Paragon Capital Markets, Inc.	05/1992 – 02/1999
J.W. Gant & Associates, Inc.	10/1989 – 05/1992
Alison, Baer Securities Inc.	07/1989 – 10/1989
Princeton Securities Corporation	02/1989 – 07/1989
Allied Capital Group, Inc.	05/1988 – 02/1989
Integrated Resources Equity Corporation	03/1988 – 06/1988
Blinder, Robinson & Co., Inc.	09/1982 – 03/1988
First Jersey Securities, Inc.	05/1982 – 08/1982

2. OBAs

DeMeo is not involved in any OBAs.⁸⁵

3. Disciplinary and Regulatory History

In February 2020, DeMeo was named as a respondent in an arbitration that contained allegations of failure to supervise.⁸⁶ The arbitration was settled in March 2022 with no contribution from DeMeo.⁸⁷

Member Supervision is not aware of any other disciplinary or regulatory proceedings, or reportable arbitrations, against DeMeo.⁸⁸

C. Proposed Plan of Supervision

The Firm has agreed to the following heightened supervision plan (“Supervision Plan” or “Plan”) of Goldstein.⁸⁹

Scott H. Goldstein (“Goldstein”) is subject to statutory disqualification pursuant to Section 3(a)(39)(F) of the Securities Exchange Act of 1934 (“Exchange Act”), which incorporates by reference Section 15(b)(4)(E), as a result of an order issued by the U.S. Securities and Exchange Commission (“SEC” or “Commission”) dated June 9, 2009 which found that Goldstein failed

⁸⁵ *Id.* at FINRA p. 13.

⁸⁶ *Id.* at FINRA pp. 19-20.

⁸⁷ *Id.*

⁸⁸ According to CRD, DeMeo was the subject of five non-reportable customer complaints between 1986 and 2009.

⁸⁹ *See* Exhibit 9.

reasonably to supervise another registered representative with a view to detecting and preventing that individual's willful violations of the securities registration provisions of the Securities Act of 1933 ("Securities Act") and antifraud provisions of the Securities Act and Exchange Act. Newbridge Securities Corporation (the "Firm") seeks to continue its association with Goldstein as a General Securities Principal.

In consenting to this Plan of Heightened Supervision ("Plan"), the Firm agrees to the following:

1. The Firm will amend its written supervisory procedures to state that Robert P. Spitler (CRD# 4050312) is the primary supervisor responsible for supervising Goldstein. If at any time Spitler is not available to perform his supervisory functions, his responsibilities shall be performed by John DeMeo (CRD# 1034717), who has been designated as Goldstein's alternate supervisor.
2. Spitler will supervise Goldstein from the Firm's office located at 1200 N. Federal Highway, Suite 400, Boca Raton, FL 33432.
3. The only activities that Goldstein will engage in as a General Securities Principal at the Firm will be serving as a board member on the Firm's Board of Directors. Goldstein will only participate in discussions on Board-level decisions involving the following topics:
 - Accepting capital contributions or lending to the Firm, and remitting capital contributions made by the Firm.
 - The Firm's long-term budget including material capital expenditures.
 - The potential sale of interests in the Firm.
4. If any discussions regarding the topics listed in Paragraph 3 involve either personnel decisions (hiring, firing, compensation, and discipline) or the implementation/amendment of Firm policies or procedures pertaining to Firm sales practices, supervision, or compliance functions, Goldstein will refrain from participating in that portion of the discussion.
5. Goldstein will only participate in voting on Board-level decisions involving the following topics: the potential sale of interests in the Firm. Goldstein will not participate in voting on Board-level decisions on any other matters (including personnel decisions such as hiring, firing, compensation, and discipline).
6. Spitler must attend all Firm Board meetings attended by Goldstein.
7. The Firm must retain copies of the minutes from all Board meetings attended by Goldstein that include a description of the topics discussed and votes cast on any decisions made, in a readily accessible place for ease of review by FINRA staff.
8. Goldstein will not act in a supervisory capacity at the Firm. Goldstein will not supervise any individuals and will not make any independent managerial or business decisions on

behalf of the Firm. The only decisions to which Goldstein will be involved as a General Securities Principal are those listed in Paragraph 3 above.

9. All emails that Goldstein sends about Firm business must be sent from Goldstein's Firm email address. If Goldstein receives any email messages about Firm business in another email account outside the Firm, he will immediately deliver those messages to his email account at the Firm.
10. Spitler must review all of Goldstein's emails sent to or received from other Firm personnel. Spitler must document these reviews monthly. The documentation must note any potential emails evidencing that Goldstein has acted in a supervisory capacity. This documentation should be maintained in a readily accessible place for ease of review by FINRA staff.
11. Spitler and Goldstein will meet quarterly regarding this Plan, document their discussions, and certify at the end of each quarter to the Firm's Compliance Department that they are in compliance with all the conditions of the Plan.
12. The Firm shall retain an independent compliance consultant who shall review Goldstein and the Firm's compliance with this Plan each quarter. The consultant will document its review each quarter and certify whether the Plan has been followed. The Firm shall keep this documentation in a readily accessible place for ease of review by FINRA staff.
13. The Firm must obtain written approval from FINRA's Statutory Disqualification Group prior to changing any provision of this Plan.
14. The Firm must submit any proposed changes or other requested information under this Plan to FINRA's Statutory Disqualification Group at SDMailbox@FINRA.org.

V. Discussion

After a careful review of the entire record in this matter, FINRA approves Newbridge's 2023 MC-400 to continue its association with Goldstein as a GSP, subject to the supervisory terms and conditions outlined herein.

In approving the Firm's application, Member Supervision relies primarily on the principles articulated in *Paul Edward Van Dusen*, 1981 SEC LEXIS 270, 47 S.E.C. 668 (S.E.C. Jan. 1, 1981). *Van Dusen* stands for the proposition that where the Commission has addressed an individual's misconduct through its administrative process that gave rise to a statutory disqualification, and the time period specified in the order has elapsed, in the absence of new information reflecting adversely on the individual's ability to function in their proposed employment, it is "inconsistent with the remedial purposes of the Securities and Exchange Act [of 1934]" and unfair to deny an application for re-entry into the securities industry. *Van Dusen*, 1981 SEC LEXIS 270, at *8. Importantly, these principles provide that Member Supervision should not reconsider events the Commission has already considered in addressing the misconduct that gave rise to the disqualification and should not deny an application for reentry solely because of the same

misconduct. However, *Van Dusen* does not require the automatic reentry after a time period has elapsed. Instead, the Commission instructed that other factors must be carefully weighed and considered such as other misconduct in which the applicant may have engaged, the nature and disciplinary history of a prospective employer, and the supervision to be accorded the applicant. *Id.*

In applying the standard articulated in *Van Dusen* and the factors enunciated therein, Member Supervision approves the Firm's 2023 MC-400 because 1) the Department found no evidence that Goldstein engaged in any intervening misconduct since the time of his disqualifying event, 2) the Firm has limited recent regulatory/disciplinary history, and 3) the Firm proposed a stringent Supervision Plan and suitably qualified/experienced supervisors with no disciplinary history to supervise Goldstein's activities as a GSP.

The Department recognizes that Goldstein engaged in serious misconduct. However, the details of his violative conduct have been reviewed and addressed by the SEC. The Commission ultimately concluded that imposing a \$79,000 penalty and only limiting Goldstein's function as a supervisor, with a right to reapply after two years, were appropriate sanctions to levy against him for his violation. Member Supervision acknowledges Goldstein paid the civil penalty promptly and he has been eligible to seek reinstatement as a supervisor for over 12 years. Nonetheless, the Firm represented that as a GSP, Goldstein will not be serving in a supervisory capacity and will not supervise any securities activities at the Firm. Rather, Goldstein will only participate in board activities on the Firm's Board of Directors in a very narrow capacity, limited to participating in discussions on topics revolving around the financial health of the Firm and voting on only one topic: sale of interests in the Firm. In doing so, Goldstein and the Firm demonstrate that they recognize the seriousness of the limitation the Commission imposed upon him.

In evaluating the Firm's Application, Member Supervision notes that Goldstein has been in the securities industry for 37 years and recognizes that since the 2009 SEC Decision, Goldstein was only subject to one disciplinary action, and it involved misconduct that predates the SEC Decision.⁹⁰ For the past 14 years, Goldstein maintained an unblemished disciplinary record, demonstrating a commitment to compliance with securities rules and regulations. Notably, in the past two years, the Firm has only been subjected to two disciplinary actions and has thus far complied with the resulting sanctions including updating its WSPs to remediate one of the deficiencies that was the subject of one of the matters. The Firm has been the subject of additional disciplinary matters in the past, but the majority of those are over seven years old (and involved misconduct that is even older).⁹¹ While FINRA and the SEC found several exceptions/deficiencies in recent examinations of the Firm, the Firm took steps to remedy the deficiencies identified in each of those matters, including updating various policies and procedures.

The Firm has also committed to stringently supervising Goldstein in his proposed role as a GSP. When employing a disqualified individual, a firm must prove that it will be able to adequately

⁹⁰ See Exhibit 10 at FINRA p. 21; Exhibit 1 at FINRA pp. 12-13; Exhibit 11 at FINRA p. 2.

⁹¹ See Exhibit 12 at pp. 11-126.

supervise that individual. To do so, the firm must establish a stringent plan of heightened supervision and show that it will be able to effectively implement such plan. *See Timothy H. Emerson, Jr.*, Exchange Act Release No. 60328, 2009 SEC LEXIS 2417 (July 17, 2009). During Goldstein's eligibility proceeding, the Firm implemented an interim plan of heightened supervision ("interim plan") in compliance with FINRA Rule 9522(f).⁹² The interim plan calls for, amongst other things, regular meetings between Goldstein and his supervisor to discuss Goldstein's activities to ensure he is not acting in a principal capacity.

Additionally, upon Goldstein's approval as a GSP, the Firm has committed to ensuring Goldstein's future compliance in the securities industry by implementing a stringent plan of supervision to oversee his activities. The Commission has held that a supervisory plan lacks the necessary intensive scrutiny when the supervisor will not be in close, physical proximity to the statutorily disqualified person. *See Robert J. Escobio*, Exchange Act Release No. 83501, 2018 SEC LEXIS 1512 (June 22, 2018). Here, the Firm is proposing in-person supervision of Goldstein by qualified and experienced individuals, with clean regulatory history and disciplinary records. In approving his principal capacity registration, FINRA took into consideration the nature of the limitation imposed by the SEC Decision and the stringency of the Supervision Plan proposed by the Firm. Accordingly, the Supervision Plan limits Goldstein's role as a GSP to only participation on the Firm's Board of Directors. The Plan further limits Goldstein's activity on the Board to discussions related to a very narrow set of topics and voting on only one topic – the sale of the Firm. The strict limitations on Goldstein's activity are intended to ensure he does not participate in any conduct that is considered supervisory in nature. To ensure Goldstein abides by these strict limitations, the Supervision Plan mandates that Goldstein's proposed supervisor be present at every Board meeting he attends to closely supervise his activities, while at the same time the Firm must maintain all board minutes and present them for review to FINRA staff upon request. Moreover, the Firm will monitor Goldstein's interaction with Firm employees and his Firm email account to ensure that he is not acting in a supervisory capacity. Finally, Goldstein and his supervisor will meet quarterly to certify their compliance with the Plan, and the Firm will also retain an independent compliance consultant to further review Goldstein and the Firm's compliance with the Plan. In agreeing to this Plan, the Firm has demonstrated that it understands the seriousness of the limitation the Commission imposed upon Goldstein and its willingness to stringently supervise him.

Further, FINRA is approving the Firm's 2023 MC-400 pursuant to FINRA Rule 9523(b) which authorizes Member Supervision to accept the association of a disqualified person pursuant to a supervisory plan where the sponsoring member consents to the imposition of such a plan. Upon this approval, Goldstein and the Firm will be subject to routine FINRA examinations to ensure their ongoing compliance and FINRA will also utilize its surveillance processes to further monitor Goldstein and the Firm.

Following the mandates of *Van Dusen*, FINRA is approving Newbridge's Application given the tenets of the proposed Supervision Plan to effectively supervise Goldstein's conduct. Member Supervision is satisfied that Goldstein's association with Newbridge in his proposed capacity would not pose an unreasonable risk to the investing public. Goldstein's proposed business

⁹² See Exhibit 1 at FINRA pp. 24-25.

activities will be limited to serving as a member of Newbridge's Board of Directors and his principal business activities would also be closely monitored under the Firm's proposed Plan.

Therefore, in the absence of either new information that provides evidence that Goldstein has engaged in misconduct since his disqualifying event, or other aggravating facts, FINRA approves the Firm's 2023 MC-400 based on the principles set forth in *Van Dusen*.

VI. Conclusion

After applying the *Van Dusen* standard to this matter, FINRA approves Newbridge's 2023 MC-400 for the continuing association of Goldstein as a General Securities Principal with the Firm for the following reasons:

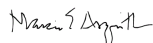
- Goldstein is compliant with the SEC Decision, paid the civil penalty, and has been eligible to seek reinstatement as a supervisor for over 12 years;
- The Department is not aware of any intervening misconduct by Goldstein since the issuance of the disqualifying order;
- The Firm, Goldstein, and the proposed supervisors have relatively clean recent disciplinary records;
- The Firm has proposed qualified and experienced supervisors to supervise Goldstein;
- The Supervision Plan is stringent and specifically tailored to Goldstein's misconduct; and
- Goldstein and the Firm will be subject to routine FINRA examinations and surveillance processes to ensure the Plan's ongoing compliance.

FINRA states that, to its knowledge, Goldstein meets all applicable requirements for the proposed employment and the Firm represents that Goldstein, Spitler, and DeMeo are not related by blood or marriage. Pursuant to Rule 9523(b)(1), the Firm has submitted an executed letter consenting to the Supervision Plan and waiving certain rights, as detailed in the Rule.

The Department concludes that it would not constitute unreasonable risk of harm to the market and investors to permit Goldstein's continuing association with Newbridge in the capacity of General Securities Principal. The Firm is also registered with Nasdaq, which has been provided with the terms and conditions of Goldstein's proposed continuing association and it concurs with FINRA.

In conformity with the provisions of Rule 19h-1, the continuing association of Goldstein with Newbridge as a General Securities Principal will become effective within 30 days of receipt of this Notice by the Commission, unless otherwise notified by the Commission.

On Behalf of FINRA,



Marcia Asquith
Executive Vice President & Corporate Secretary

Appendix A

Statutorily Disqualified Individuals
Associated with Newbridge Securities Corporation

[REDACTED]

[REDACTED]

Exhibits

1. Updated MC-400 filed on October 12, 2023.
2. MC-400 submitted on December 23, 2013.
3. Notice *In re the Association of Scott H. Goldstein as a General Securities Principal with Newbridge Securities Corporation, Inc.*, SD-2018 (FINRA July 22, 2015).
4. Notice, *In re the Association of Scott H. Goldstein as a General Securities Principal with Newbridge Securities Corporation, Inc.*, SD-2018 (FINRA April 5, 2017) and Correspondence from FINRA to the SEC dated February 4, 2020.
5. SEC Initial Decision, *In re Newbridge Securities Corp., Guy S. Amico, Scott H. Goldstein, Eric M. Vallejo, and Daniel M. Kantrowitz*, Admin. Proceeding File No. 3-13099 (June 9, 2009).
6. FINRA Rule 19h-1 Notification approving the continued association of Goldstein with Newbridge as a General Securities Representative dated September 9, 2013 and SEC Letter of Acknowledgement dated November 27, 2013.
7. FINRA Rule 19h-1 Notification approving the continued association of Goldstein with Newbridge as a Limited Representative – Investment Banking dated January 30, 2015 and SEC Letter of Acknowledgement dated April 22, 2015.
8. SEC Order Granting Request to Withdraw Petition for Review and Notice of Finality, *In re Guy S. Amico and Scott H. Goldstein*, Exchange Act Release No. 62565 (July 23, 2010).
9. Letter of Consent to Plan of Heightened Supervision dated May 12, 2025.
10. CRD Snapshot for Goldstein.
11. FINRA AWC No. 20070071517 accepted on July 30, 2010, and Form U6 for Occurrence No. 1524853.
12. CRD Snapshot for Newbridge.
13. CRD Excerpt – Types of Business.
14. Disposition Letter for Examination No. 20230770208 dated August 9, 2024, Examination Report dated June 27, 2024, and Firm Response dated July 22, 2024.
15. CAL for Examination No. 20220742331 dated October 15, 2024.
16. CAL for Examination No. 20180608961 dated April 4, 2024.
17. CAL for Examination No. 20220740328 dated April 3, 2024.
18. CAL for Examination No. 20230790398 dated August 28, 2023.
19. SEC deficiency letter for SEC File No. 008-52538 dated May 6, 2024, and Firm Response dated May 29, 2024.
20. FINRA AWC No. 2019064511206 accepted on January 10, 2025.
21. Correspondence from the Firm to FINRA dated May 29, 2025 and September 20, 2024.

- 22. FINRA AWC No. 2020067800801 accepted on September 5, 2024.
- 23. CRD Snapshot for Robert Spitler.
- 24. CRD Snapshot for John DeMeo and CRD Excerpt – Legacy Employment History.