

FINANCIAL INDUSTRY REGULATORY AUTHORITY

In the Matter of the
Continued Membership
of

RBC Capital Markets, LLC,
(CRD No. 31194)

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

SD-2419

September 26, 2025

I. Introduction

On September 4, 2024, RBC Capital Markets, LLC (“RBCCM” or “Firm”) submitted a Membership Continuance Application (“MC-400A” or “Application”) to FINRA’s Credentialing, Registration, Education, and Disclosure (“CRED”) Department.¹ 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 August 14, 2024 order issued by the Securities and Exchange Commission (“SEC” or “Commission”) finding that RBCCM 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”).²

¹ See MC-400A and related attachments compiled by CRED, with a cover memorandum dated September 16, 2024, attached as Exhibit 1.

² See SEC Order, *In re RBC Capital Markets, LLC*, Exchange Act Release No. 100706 (Aug. 14, 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 Securities Act of 1933 and Rule 503(a)(4)(ii) of Regulation Crowdfunding. On August 14, 2024, the SEC granted a waiver from the application of the disqualification provisions of these Rules. See *In re Off-Channel*

The SEC Order also found that RBCCM willfully violated Section 204 of the Investment Advisers Act of 1940 (“Advisers Act”) and Rule 204-2(a)(7) thereunder, and failed reasonably to supervise its employees with a view to preventing or detecting certain of its employees’ aiding and abetting violations of Section 204 of the Advisers Act and Rule 204-2(a)(7) thereunder, within the meaning of Section 203(e)(6) of the Advisers Act.³

According to the SEC Order, from at least June 2019, RBCCM personnel sent and received off-channel communications that related to the Firm’s business, and a majority of these written communications were not maintained or preserved by the Firm.⁴ RBCCM failed to implement a system reasonably expected to determine whether personnel were following its policies and procedures that prohibit off-channel communications.⁵

The Firm was ordered to cease and desist from committing or causing any future violations, censured, ordered to pay a civil money penalty of \$45,000,000, and ordered to comply with certain undertakings.⁶

III. Remedial Measures

In its Application, the Firm represented that it has undertaken significant remedial measures in response to the SEC’s findings, including providing Firm-issued devices, providing on-channel messaging applications, providing specialized training concerning electronic communication, improving off-channel communication surveillance, and enhancing records retention policies and procedures.⁷ According to the SEC Order, the Commission considered the Firm’s prompt remedial actions and cooperation with the SEC when determining to accept the Offer of Settlement.⁸

IV. Firm Background

RBCCM has been a FINRA member since March 19, 1993.⁹ The Firm is headquartered in

Communications at Registered Entities, Securities Act Release No. 11298 (Aug. 14, 2024), attached as Exhibit 3.

³ See Exhibit 2 at p. 6, paras. 26, 28.

⁴ *Id.* at p. 2, para. 3.

⁵ *Id.* at p. 2, para. 4.

⁶ *Id.* at pp. 6-11. The Firm represents that it paid the civil money penalty in full on August 20, 2024, and is in process of completing the undertakings including adopting the recommendations made by the compliance consultant. See RBCCM Discovery Responses, dated February 26, 2025, February 12, 2025, July 24, 2025, and September 9, 2025, collectively attached as Exhibit 4.

⁷ See Exhibit 1 at FINRA pp. 17-18.

⁸ See Exhibit 2 at p. 6, para. 29.

⁹ See Central Registration Depository (“CRD”) Excerpt – Organization Registration Status, attached as Exhibit 5.

New York, New York with 370 branches (129 of which are Offices of Supervisory Jurisdiction).¹⁰ The Firm employs approximately 6,224 registered representatives (1,354 of which are registered principals), 227 operations professionals, and 4,740 non-registered fingerprint employees.¹¹ The Firm presently employs four statutorily disqualified individuals.¹²

RBCCM is approved to engage in the following lines of business: exchange member engaged in exchange commission business other than floor activities; 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 dealer; U.S. government securities broker; municipal securities dealer; municipal securities broker; broker or dealer selling variable life insurance or annuities; put and call broker or dealer or option writer; broker or dealer selling securities of non-profit organizations; investment advisory services; broker or dealer selling tax shelters or limited partnerships in primary distributions; broker or dealer selling tax shelters or limited partnerships in the secondary market; trading securities for own account; private placements of securities; broker or dealer selling interests in mortgages or other receivables; broker or dealer involved in a networking, kiosk, or similar arrangement with a bank, savings bank or association, or credit union; engages in other securities business (trade settlement and securities clearance; operations and correspondent clearing activities; agent for an affiliate who will engage in proprietary trading, index arbitrage and statistical arbitrage through trading in the United States of exchange traded stock, stock options and stock index futures contracts); effects transactions in commodity futures, commodities, commodity options as broker for others or dealer for own account; and engages in other non-securities business (maintains corporate insurance licenses in various states, and participates in the sale of life insurance, health insurance, and other insurance products through its securities agents who are sponsored by various insurance companies; federally registered investment adviser and has a controlling interest in a company, TCA Trust Corp America, which is a Washington, DC chartered trust company).¹³

RBCCM is a member of the following self-regulatory organizations (“SROs”): BOX Exchange LLC (“BOX”); Cboe Exchange, Inc. (“Cboe”); Cboe BYX Exchange, Inc. (“BYX”); Cboe BZX Exchange, Inc. (“BZX”); Cboe C2 Exchange, Inc. (“C2”); Cboe EDGA Exchange, Inc. (“EDGA”); Cboe EDGX Exchange, Inc. (“EDGX”); Investors Exchange LLC (“IEX”); The Long-Term Stock Exchange (“LTSE”); MEMX LLC (“MEMX”); MIAX PEARL, LLC (“MIAX PEARL”); New York Stock Exchange LLC

¹⁰ FINRA confirmed this through analysis of the Firm’s information contained in the CRD, last performed on August 28, 2025.

¹¹ *Id.*

¹² *Id.* See Appendix A.

¹³ See CRD Excerpts - Types of Business and Other Business Descriptions, collectively attached as Exhibit 6.

(“NYSE”); NYSE American LLC (“NYSE American”); NYSE Arca, Inc. (“NYSE Arca”); NYSE Texas, Inc. (“NYSE Texas”); NYSE National, Inc. (“NYSE National”); Nasdaq BX, Inc. (“BX”); Nasdaq GEMX, LLC (“GEMX”); Nasdaq ISE, LLC (“ISE”); Nasdaq PHLX LLC (“PHLX”); The Nasdaq Stock Market LLC (“Nasdaq”);¹⁴ The Depository Trust Company (“DTC”); Fixed Income Clearing Corporation – Government Securities Division (“FICC-GOV”); Fixed Income Clearing Corporation – Mortgage-Backed Securities Division (“FICC-MBS”); National Securities Clearing Corporation (“NSCC”) and the Municipal Securities Rulemaking Board (“MSRB”).¹⁵

Recent Examinations

In the past two years, FINRA completed three routine examinations of the Firm, including one which was conducted on behalf of other pursuant to Regulatory Service Agreements (“RSAs”) and resulted in Cautionary Action Letters (“CALs”), and one non-routine examination that resulted in a CAL. In addition, the SEC completed one examination that resulted in a deficiency letter to RBCCM.

A. FINRA Routine Examinations

In August 2025, FINRA issued a CAL to the Firm stemming from a routine examination which found that the Firm failed to establish appropriate credit controls for its Cash Desk customers, failed to document rationales on a client-by-client basis to justify the reasonability of aggregate credit limits for Cash Desk accounts, and failed to maintain reasonably designed financial risk management controls and supervisory procedures for the Cash and EST Desks.¹⁶

In June 2024, FINRA completed a routine examination of the Firm that identified 14 exceptions, six of which resulted in a CAL, and eight of which were referred to Enforcement for their further review and disposition.¹⁷ The exceptions that resulted in a CAL pertained to the Firm’s failure to enforce its Standard of Care Policy and Best Interest Supervisory Procedure in accordance with the Compliance Obligation of Regulation Best Interest, to report or timely reported numerous customer complaints, to amend the Form U4 for three registered representatives concerning their outside business activities, to publish appropriate disclosures concerning mitigation statements, establish written supervisory procedures (“WSPs”) addressing its supervisory duties as a non-solicitor

¹⁴ See Exhibit 5.

¹⁵ Membership in these organizations was verified by FINRA staff through a search of public member directories, last performed on August 28, 2025.

¹⁶ See CAL for Examination No. 20210693340 dated August 20, 2025, attached as Exhibit 7. A written response was not required. The CAL stemmed from an exception identified in a routine examination that was referred to FINRA’s Department of Enforcement (“Enforcement”) in November 2022.

¹⁷ See Disposition Letter for Examination No. 20230771517 dated June 26, 2024, Examination Report dated March 27, 2024, and Firm Response dated May 1, 2024 (updated May 24, 2024), collectively attached as Exhibit 8.

municipal advisor, to make timely and accurate disclosures in connection with Primary Offerings, accurately reported nine treasury auction transactions to TRACE, and establish WSPs pertaining to the supervision of TRACE transaction reporting.¹⁸ The Firm responded in writing that it enhanced its policies and procedures, corrected the erroneous filings identified, and conducted additional trainings across various groups focusing on data accuracy and completeness in reporting.¹⁹ The eight exceptions referred to Enforcement pertained to the Firm incorrectly accepting orders in impracticable amounts in violation of the sub-penny rule regarding minimum pricing, inaccurate or incorrect Rule 606 reports regarding order routing information, failure to establish supervisory policies and procedures reasonably designed to ensure compliance with minimum pricing increments rules, failure to establish and maintain adequate WSPs to ensure the accuracy of customer order reports under SEC Rule 606, failure to provide Rule 606 and 607 disclosures and related information to customers.²⁰

In January 2024, FINRA completed a routine examination on behalf of several SROs that resulted in a CAL to the Firm on behalf of Nasdaq, NYSE, NYSE Arca, and NYSE American for two exceptions related to the Firm's failure to have WSPs to ensure Approved Persons forms are completed for non-natural persons, to complete Approved Persons forms for one entity, and to properly register its compliance officer.²¹ The Firm responded in writing confirming that RBCCM submitted its completed Approved Person Forms and the compliance officer has been properly registered.²²

B. FINRA Non-Routine Examination

In August 2024, FINRA issued a CAL to the Firm pertaining to its failure to include the No Remuneration Indicator on 10,602 reports for transactions in U.S. Treasury Securities that were executed without a mark-up, mark-down, or commission, and the Firm's failure to have a supervisory system reasonably designed to achieve compliance with applicable securities laws and regulations, and FINRA rules, concerning the accuracy of its customer and affiliate transactions reported to TRACE.²³

¹⁸ *Id.* at FINRA pp. 5-9.

¹⁹ *Id.* at FINRA pp. 24-31.

²⁰ *Id.* at FINRA pp. 9-14. These matters continue to be reviewed by Enforcement.

²¹ *See* Disposition Letter for Examination No. 20230771518 dated May 28, 2024, Examination Report dated April 17, 2024 (amended from original report dated January 25, 2024), and Firm Response dated February 1, 2024, collectively attached as Exhibit 9.

²² *Id.* at FINRA p. 9.

²³ *See* CAL for Examination No. 20230777758 dated August 1, 2024, attached as Exhibit 10. No response was required from the Firm.

C. SEC Examination

In September 2024, the SEC concluded an examination of the Firm that identified two deficiencies related to the Safeguards Rule.²⁴ Specifically, RBCCM's incident management policies and procedures did not appear to be reasonably designed to address administrative safeguards as required by the Safeguard Rule because the Firm failed to track and document incidents related to mobile devices utilized for business operations that could contain client information.²⁵ The Firm also failed to follow its existing Enterprise Privacy Risk Management Policy, which requires a privacy risk assessment for its mobile devices.²⁶ The Firm responded in writing by providing additional explanation regarding its policies and procedures and how it is implementing them.²⁷

Regulatory Actions

RBCCM has been the subject of recent disciplinary matters resulting in two Letters of Acceptance, Waiver, and Consent ("AWCs") entered into with FINRA, two Chicago Mercantile Exchange ("CME") disciplinary actions, and one Consent Order entered by the Massachusetts Securities Division.

A. FINRA Actions

On July 2, 2024, the Firm entered into an AWC with FINRA pertaining to the Firm's failure to supervise the application of mutual fund rights of reinstatement, which resulted in eligible customers not receiving mutual fund sales charge waivers and fee rebates they were entitled to receive.²⁸ The Firm was censured, consented to pay a \$75,000 fine, and was ordered to complete an undertaking that involved remediating the supervisory issues identified in the AWC.²⁹

On April 29, 2024, the Firm entered into an AWC with FINRA pertaining to the Firm's failure to send, or to send accurate, fixed income trade confirmations to its customers.³⁰

²⁴ See SEC Deficiency Letter, File 008-45411 dated September 17, 2024, Firm Response dated October 24, 2024, and SEC Closure letter dated December 12, 2024, collectively attached as Exhibit 11.

²⁵ *Id.* at FINRA p. 3.

²⁶ *Id.* at FINRA p. 4.

²⁷ *Id.* at FINRA pp. 6-8.

²⁸ See FINRA AWC 2019063914601 dated July 2, 2024, and CRD Disclosure Occurrence Composite for Occurrence No. 2346536, collectively attached as Exhibit 12.

²⁹ *Id.* at FINRA p. 3. The Firm paid the fine on July 25, 2025. *Id.* at FINRA p. 8, para 13(c). FINRA Staff confirmed that the Firm completed the undertakings.

³⁰ See FINRA AWC 2015046503001 dated April 29, 2024, and CRD Disclosure Occurrence Composite for Occurrence No. 2335160 collectively attached as Exhibit 13.

The Firm also failed to establish, maintain, or enforce a supervisory system including WSPs reasonably designed to achieve compliance with requirements for trade confirmations.³¹ The Firm was censured and consented to pay a \$375,000 fine, to make restitution to eligible customers in the amount of \$393,833.50, and to complete an undertaking that involved remediating the issues identified.³²

B. CME Actions

On January 19, 2024, RBCCM was subject of a CME Group Notice of Disciplinary Action which found RBCCM violated CME Rules 930.E.1. and 930.K.1. because it contractually agreed for margin calls to be met in a timeframe that was longer than one business day and contractually agreed to restrict the Firm's full discretion to determine when, and under what circumstances, positions could be liquidated.³³ The Firm resolved the violations by agreeing to pay a \$25,000 fine.³⁴

On October 13, 2023, RBCCM was subject of a CME Group Notice of Disciplinary Action which found RBCCM violated CME Rule 980.A. for failing to prepare, maintain, and keep current those books and records required by the rules of the CME, the Commodity Exchange Act, and the Regulations thereunder.³⁵ The Firm resolved the violations by agreeing to pay a \$50,000 fine.³⁶

C. Massachusetts State Action

On June 4, 2025, the Firm entered into a Consent Order with the Commonwealth of Massachusetts Office of the Secretary of the Commonwealth Securities Division in connection with the Firm charging unreasonable commission to its retail customers over a five-year period from May 16, 2020, to May 16, 2025.³⁷ The commissions charged were in excess of five percent of the principal amount on certain equity transactions.³⁸ The Firm

³¹ *Id.* at FINRA p. 1.

³² *Id.* at FINRA p. 5. The Firm paid the fine on May 14, 2024. *Id.* at FINRA p. 21, para. 13(C.). FINRA Staff confirmed that the Firm paid the restitution and completed the undertakings.

³³ *See* CME Notice of Disciplinary Action, File No. 23-CH-2313 dated January 19, 2024, attached as Exhibit 14.

³⁴ *Id.* at FINRA p. 2. The Firm represented that it paid the fine on January 25, 2024. *See* Exhibit 4, at FINRA p. 15, para. no. 2.

³⁵ *See* CME Notice of Disciplinary Action, File No. 23-CH-2322 dated October 13, 2023, attached as Exhibit 15.

³⁶ *Id.* The Firm represented that it paid the fine in October 2023. *See* Exhibit 4 FINRA p. 15, para no. 3.

³⁷ *See* Consent Order, *In re RBC Capital Markets, LLC-Retail Minimum Commissions*, Docket No. 2025-0190 (Mass. Sec. Div. June 4, 2025), attached as Exhibit 16.

³⁸ *Id.* at FINRA p. 3.

was censured and ordered to cease and desist from future violations, to pay an administrative fine in the amount of \$25,000, to pay restitution in an amount no less than \$113,295.06 plus interest to the affected Massachusetts customers, and to complete other undertakings including a written certification that the Firm has changed its policies and procedures concerning unreasonable, unfair, or excessive commissions.³⁹

D. SEC Actions and Other Statutory Disqualification Matters

On September 17, 2021, the SEC issued an order finding that the Firm willfully violated MSRB Rules G-11(k), G-17, and G-27, failed reasonably to supervise the municipal securities activity of its registered representatives, within the meaning of Section 15(b)(4)(E) of the Exchange Act, with a view to preventing and detecting violations of MSRB Rules G-11(k) and G-17 by certain registered representatives, willfully violated Section 15B(c)(1) of the Exchange Act, and caused violations of Section 15(a)(1) of the Exchange Act.⁴⁰ The violations occurred when RBCCM engaged in improper conduct in its capacity as a sole underwriter or senior syndicate manager for certain negotiated new issue municipal bond offerings.⁴¹ As a result of its conduct, the Firm was censured, ordered to cease and desist from committing or causing violations or future violations, ordered to pay disgorgement in the amount of \$552,440 and prejudgment interest of \$160,886.97, in addition to a civil money penalty in the amount of \$150,000.⁴²

V. Prior SEA Rule 19h-1 Notices

FINRA previously filed two Rule 19h-1 Notices approving the Firm's continued membership notwithstanding the existence of its statutory disqualification.

On August 10, 2015, FINRA filed a Rule 19h-1 Notice approving RBCCM's continued membership notwithstanding the existence of its statutory disqualification stemming from a June 18, 2015 SEC order which found that the Firm willfully violated Section 17(a)(2) of the Securities Act.⁴³ The statutory disqualification occurred as part of the SEC's

³⁹ *Id.* at FINRA pp. 6-9. The Firm represents it is in compliance with the Consent Order. *See* Exhibit 4 at FINRA p. 36.

⁴⁰ *See* Order, *In re RBC Capital Markets, LLC*, Exchange Act Release No. 93042 (Sept. 17, 2021), and CRD Disclosure Occurrence Composite for Occurrence No. 2153093, collectively attached as Exhibit 17. This order subjects the Firm to statutory disqualification as defined in Section 3(a)(39)(F) of the Exchange Act, incorporating by reference Sections 15(b)(4)(D) and (E).

⁴¹ *Id.* at FINRA pp. 4-5.

⁴² *Id.* at FINRA p. 10. The payments were made on September 22, 2021. Since there are no sanctions in effect for statutory disqualification purposes, an application to continue in membership is no longer required under FINRA rules. *See also* FINRA Regulatory Notice 09-19 (June 15, 2009). As such, a 19h-1 Notice was not filed in connection with this matter.

⁴³ *See In re the Continued Membership of RBC Capital Markets, LLC. et al.*, SD-MCDC-026, SD-MCDC-032, SD-MCDC-030, SD-MCDC-025, SD-MCDC-008, SD-MCDC-034 (FINRA Aug. 10, 2015) and the SEC's Letter of Acknowledgement dated August 20, 2015, collectively attached as Exhibit 18.

Municipalities Continuing Disclosure Cooperation Initiative (“MCDC Initiative”).⁴⁴ The Commission acknowledged FINRA’s Notice on August 20, 2015.⁴⁵

On January 31, 2014, FINRA filed a Rule 19h-1 Notice approving RBCCM’s continued membership notwithstanding the existence of its statutory disqualification stemming from a judgment entered by the United States District Court for the Southern District of New York on June 4, 2009.⁴⁶ The judgment permanently enjoined the Firm from violating Section 15(c) of the Exchange Act and was based on a complaint issued by the Commission alleging that the Firm, in 2007 and 2008, mislead customers regarding the nature and risks of auction rate securities that the Firm underwrote, marketed, and sold.⁴⁷ The Commission acknowledged FINRA’s Notice on March 24, 2014.⁴⁸

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:⁴⁹

RBC Capital Markets, 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 August 14, 2014, which found that the Firm willfully violated Section 17(a) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 17a-4(b)(4) thereunder and Section 204 of the Investment Advisers Act of 1940 (“Advisers Act”) and Rule 204-2(a)(7) 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) of the Exchange Act and Section 203(e)(6) of the Advisers Act.

In consenting to this Supervision Plan (“Supervision Plan”), the Firm agrees to the following:

⁴⁴ *Id.* at FINRA p. 2.

⁴⁵ *Id.* at FINRA p. 9.

⁴⁶ *See In re the Continued Membership of RBC Capital Markets, LLC*, SD-1794, (FINRA NAC Jan. 31, 2014) and the SEC’s Letter of Acknowledgement dated March 24, 2014, collectively attached as Exhibit 19.

⁴⁷ *Id.* at FINRA pp. 1-2.

⁴⁸ *Id.* at FINRA p. 8.

⁴⁹ *See* RBCCM Executed Consent to Plan of Heightened Supervision dated July 24, 2025, attached as Exhibit 20.

1. The Firm shall comply with all 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 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.
4. 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 under paragraph 37 of the SEC Order.
5. This Supervision Plan shall take effect on the date the SEC issues its Letter of Acknowledgement ("LOA") in this matter. The Supervision Plan shall be in effect until FINRA's receipt of the Firm's final certifications required by the SEC Order, after which time the Supervision Plan and its provisions thereto will expire.
6. All requested documents and certifications under this Supervision Plan shall be sent directly to FINRA's Statutory Disqualification Group at SDMailbox@FINRA.org.
7. The Firm shall obtain written approval from FINRA's Statutory Disqualification Group prior to changing any provision of the Supervision Plan.
8. 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.

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 RBCCM'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 RBCCM'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 money penalty was promptly paid, and the Firm represented that it is in compliance with the ordered undertakings.⁵⁰

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. Specifically, in addition to other actions taken, RBCCM rolled out firm-issued devices with preserved messaging applications to its personnel.⁵¹

It is well settled that a firm's regulatory history bears upon the assessment of its ability to comply with securities law and regulations. *See In the Matter of the Continued Association of Craig Scott Taddonio with Meyers Associate, L.P.*, SD-2117, slip op. at 24-25 (FINRA NAC Mar. 8, 2017). However, the corrective measures taken by firms to address deficiencies are weighed in determining whether to approve applications. *See In the Matter of the Association of X with the Sponsoring Firm*, SD11007 (FINRA NAC Jan. 1, 2011) (where a firm's corrective actions negated Member Regulation's assertion that the firm failed to appreciate or respect securities rules and regulations). FINRA has also previously approved applications for continued membership where the firms had extensive regulatory history, including disqualifying events. *See In the Matter of the Continued Membership of Deutsche Bank Securities, Inc.*, SD-2190 (FINRA Jan. 14, 2020) and *In the Matter of the Continued Membership of Citigroup Global Markets, Inc.*, SD-2082 (FINRA May 2, 2017) (approving continued membership where the firms had extensive regulatory history, including recent disqualifying events).

In its evaluation of the Firm's Application, FINRA acknowledges the Firm's recent regulatory and disciplinary history, including its additional statutory disqualifying events. Member Supervision also notes that, as of the date of this Notice, the Firm has paid all fines and complied with all undertakings ordered by regulators. None of these matters would prevent the continuance of the Firm as a FINRA member. With respect to the Firm's recent examination exceptions, the Firm took multiple steps to resolve the deficiencies, including implementing enhanced policies and procedures, correcting erroneous filings, and conducting additional trainings across various groups focusing on data accuracy and

⁵⁰ See Exhibit 4, at FINRA p. 34.

⁵¹ See Exhibit 2, at p. 6 para. 29.

completeness in reporting.

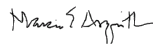
FINRA is further reassured by the controls set in place by the Firm's Supervision Plan which bolster the undertakings outlined in the SEC Order and will continue to provide oversight of the Firm and compliance with its remaining undertakings. Following the approval of the Firm's continued membership 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.

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 RBCCM'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 BOX; Cboe; BYX; BZX; C2; EDGA; EDGX; IEX; LTSE; MEMX; MIAX PEARL; NYSE; NYSE American; NYSE Arca; NYSE Texas; NYSE National; BX; GEMX; ISE; PHLX; Nasdaq; DTC; FICC-GOV; FICC-MBS; and NSCC. These SROs has been provided with the terms and conditions of RBCCM's proposed continued membership and concur 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,



Marcia E. Asquith
Executive Vice President & Corporate Secretary

APPENDIX A

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

EXHIBITS

SD-2419

1. MC-400A and related attachments compiled by CRED, with a cover memorandum dated September 16, 2024.
2. SEC Order, *In re RBC Capital Markets, LLC*, Exchange Act Release No. 100706 (Aug. 14, 2024).
3. *In re Off-Channel Communications at Registered Entities*, Securities Act Release No. 11298 (Aug. 14, 2024).
4. RBCCM Discovery Responses, dated February 26, 2025, February 12, 2025, July 24, 2025, and September 9, 2025.
5. CRD Excerpt – Organization Registration Status.
6. CRD Excerpt – Types of Business and Other Business Descriptions.
7. CAL for Examination No. 20210693340 dated August 20, 2025.
8. Disposition Letter for Examination No. 20230771517 dated June 26, 2024, Examination Report dated March 27, 2024, and Firm Response dated May 1, 2024 (updated May 24, 2024).
9. Disposition Letter for Examination No. 20230771518, dated May 28, 2024, Examination Report dated April 17, 2024 (amended from original report dated January 25, 2024), and Firm Response dated February 1, 2024.
10. CAL for Examination No. 20230777758 dated August 1, 2024.
11. SEC Deficiency Letter, File 008-45411 dated September 17, 2024, and Firm Response dated October 24, 2024, and SEC Closure letter dated December 12, 2024.
12. FINRA AWC 2019063914601 dated July 2, 2024, and CRD Disclosure Occurrence Composite for Occurrence No. 2346536.
13. FINRA AWC 2015046503001 dated April 29, 2024, and CRD Disclosure Occurrence Composite for Occurrence No. 2335160.
14. CME Notice of Disciplinary Action, File No. 23-CH-2313 dated January 19, 2024.
15. CME Notice of Disciplinary Action, File No. 23-CH-2322 dated October 13, 2023.
16. Consent Order, *In re RBC Capital Markets, LLC-Retail Minimum Commissions*, Docket No. 2025-0190 (Mass. Sec. Div. June 4, 2025).
17. Order, *In re RBC Capital Markets, LLC*, Exchange Act Release No. 93042 (Sept.

- 17, 2021) and CRD Occurrence Composite for Occurrence No. 2153093.
18. *In re the Continued Membership of RBC Capital Markets, LLC. et al.*, SD-MCDC-026, SD-MCDC-032, SD-MCDC-030, SD-MCDC-025, SD-MCDC-008, SD-MCDC-034 (FINRA Aug. 10, 2015) and the SEC's Letter of Acknowledgement dated August 20, 2015.
19. *In re the Continued Membership of RBC Capital Markets, LLC*, SD-1794, (FINRA NAC Jan. 31, 2014) and the SEC's Letter of Acknowledgement dated March 24, 2014.
20. Executed Consent to Plan of Heightened Supervision dated July 24, 2025.