

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20120320958-01**

**TO: Department of Market Regulation
Financial Industry Regulatory Authority ("FINRA")**

**RE: Peyton Nelson Jackson, Respondent
CRD No. 1988387**

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Peyton Nelson Jackson ("Jackson"), submit this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described below. This AWC is submitted on the condition that, if accepted, FINRA will not bring any future actions against me alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. I hereby accept and consent, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of FINRA, or to which FINRA is a party, prior to a hearing and without an adjudication of any issue of law or fact, to the entry of the following findings by FINRA:

BACKGROUND

Jackson was registered in the securities industry with FINRA member firms from August 30, 1989 until April 24, 2015, when his most recent former FINRA employing member firm filed a Form U-5 terminating his registration in the securities industry. During the review period for this matter (January 2010 through December 2012), Jackson committed the alleged violations described herein at three different member firms. Although Jackson is no longer registered with a FINRA member firm, he is still subject to FINRA's jurisdiction pursuant to Article V, Section 4 of FINRA's By-Laws. Jackson has no disciplinary history.

SUMMARY

In Review No. 20120320958, the staff of FINRA's Department of Market Regulation ("Market Regulation") conducted an investigation regarding, in addition to other things, failure to disclose outside business activities and outside brokerage accounts violations committed by Jackson between January 2010 and December 2012 ("the review period").

During its investigation, Market Regulation found that Jackson failed to disclose certain outside business activities and an outside brokerage account to his FINRA employer firms, and also failed to disclose his employment at a FINRA member firm when he opened an outside brokerage account, during the review period.

FACTS AND VIOLATIVE CONDUCT

Failure to Disclose Outside Business Activities

1. From January 2010 through December 2012, Jackson failed to make written disclosures to his FINRA member employer firms that he engaged in certain outside business activities. More specifically, Jackson failed to disclose in writing to three FINRA member employer firms that he offered investment banking, investor relations, commercial marketing, and Eastern Europe business development services through an outside entity that he controlled; received compensation for insurance services from another outside entity; and served as a successor trustee on behalf of a third party outside entity, during the review period. This conduct constitutes separate and distinct violations of NASD Rule 3030 (for violations committed before December 15, 2010), FINRA Rule 3270 (for violations committed on or after December 15, 2010), and FINRA Rule 2010.

Failure to Disclose an Outside Brokerage Account

2. From March 23, 2010 through December 31, 2012, Jackson failed to disclose to three FINRA member employer firms the existence of an outside brokerage account. More specifically, Jackson failed to disclose to his FINRA member employer firms the existence of a brokerage account that he opened, in the name of an outside business entity owned by and controlled by him, at an outside brokerage firm on March 23, 2010. Thereafter, Jackson transferred this outside brokerage account to another outside brokerage firm on October 7, 2010 and maintained that outside brokerage account until at least December 31, 2012, and continued to fail to disclose to his FINRA member employer firms the existence of that outside brokerage account. This conduct constitutes separate and distinct violations of NASD Rule 3050 and FINRA Rule 2010,

Failure to Disclose Employment at FINRA member firm when opening an Outside Brokerage Account

3. From March 23, 2010 through December 31, 2012, Jackson failed to disclose his association with a FINRA member firm when he opened a brokerage account at another FINRA member firm. More specifically, Jackson failed to disclose that he was employed by a FINRA member firm when he opened a brokerage account at another FINRA member firm on

March 23, 2010. That outside brokerage account was later transferred by Jackson to another outside brokerage firm on October 7, 2010 and maintained there by Jackson until at least December 31, 2012, but throughout that period, Jackson continued to fail to disclose to that outside brokerage firm that he was employed by a FINRA member firm. This conduct constitutes separate and distinct violations of NASD Rule 3050 and FINRA Rule 2010.

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

A six-month suspension in all capacities from associating with any FINRA member firm and a fine of \$20,000.

The fine shall be due and payable either immediately upon reassociation with a member firm following the 180-day suspension noted above, or prior to any application or request for relief from any statutory disqualification resulting from this or any other event or proceeding, whichever is earlier.

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

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

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

II.

WAIVER OF PROCEDURAL RIGHTS

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

- A. To have a Complaint issued specifying the allegations against me;**
- B. To be notified of the Complaint and have the opportunity to answer the allegations in writing;**

- C. To defend against the allegations in a disciplinary hearing before a hearing panel, to have a written record of the hearing made and to have a written decision issued; and
- D. To appeal any such decision to the National Adjudicatory Council ("NAC") and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, I specifically and voluntarily waive any right to claim bias or prejudice of the General Counsel, the NAC, or any member of the NAC, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

I further specifically and voluntarily waive any right to claim that a person violated the *ex parte* prohibitions of FINRA Rule 9143 or the separation of functions prohibitions of FINRA Rule 9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including its acceptance or rejection.

III.

OTHER MATTERS

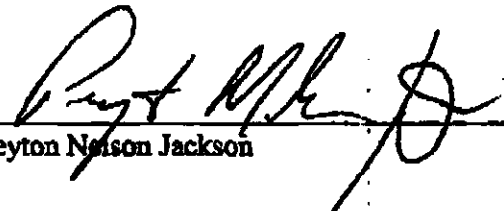
I understand that:

- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against me; and
- C. If accepted:
 - 1. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against me;
 - 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about my disciplinary record;

3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
 4. I may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. I may not take any position in any proceeding brought by or on behalf of FINRA, or to which FINRA is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects my: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.
- D. I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA or its staff.

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

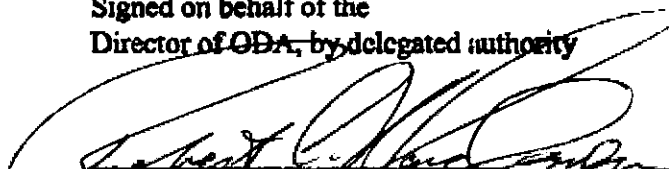
3-27-16
Date


Peyton Nelson Jackson

Accepted by FINRA:

4/28/16
Date

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


Robert A. Marchman
Executive Vice President
Department of Market Regulation