

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2016052599901**

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

RE: Victor M. Dandridge III, Respondent
General Securities Representative
CRD No. 5884409

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

I.

ACCEPTANCE AND CONSENT

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

BACKGROUND

Respondent entered the securities industry in January 2011 with a non-FINRA regulated entity. He first became associated with a FINRA regulated broker-dealer in January 2012 as a Director of Investment Management with Thompson Davis & Co., Inc. (the "Firm"). Respondent received his Series 7 and Series 63 securities licenses in February 2012 and his Series 66 securities license in March 2012. From 2011 to 2016, Respondent was employed continuously in the securities industry.

On July 19, 2016, the Firm filed a Form U5 reporting Respondent's July 18, 2016 voluntary termination.

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

RELEVANT DISCIPLINARY HISTORY

Respondent has no relevant disciplinary history.

OVERVIEW

Respondent violated FINRA Rules 8210 and 2010 by failing to provide to FINRA documents and information twice requested pursuant to FINRA Rule 8210. These requests were made in connection with an investigation into allegations that from early 2012 through at least March 2015, Dandridge diverted customer funds from accounts held at the Firm to accounts and businesses that he controlled.

FACTS AND VIOLATIVE CONDUCT

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

FINRA Rule 2010 requires members, in the conduct of their business, to observe high standards of commercial honor and just and equitable principles of trade.

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

On January 23, 2017, as part of an investigation into allegations that Dandridge diverted customer funds from accounts held at the Firm to accounts and businesses that he controlled., FINRA staff sent a letter to Respondent pursuant to FINRA Rule 8210 (the “January 2017 Request”) requesting, among other things, that Respondent provide copies of certain bank and brokerage account statements. In his February 10, 2017 response, provided through his counsel, Dandridge failed to provide the referenced account statements.

On March 28, 2017, FINRA staff sent to Dandridge, through his counsel, a second FINRA Rule 8210 request letter (the “March 2017 Request”) once again requesting production of certain bank and brokerage account statements, among other things. In his April 11, 2017 response, provided through counsel, Dandridge once again failed to provide the referenced account statements.

Both the January 2017 Request and the March 2017 Request informed Respondent that he is obligated to respond fully, promptly and without qualification and advised that any failure to do so could expose him to sanctions, including a permanent bar from the securities industry.

On May 1, 2017, Respondent's counsel indicated to FINRA staff that Respondent "declines to provide FINRA with any information regarding his financial matters in and following June 2012." Respondent thus acknowledged his receipt of FINRA's requests and his refusal to provide certain of the requested documents and information. Respondent's counsel confirmed this position on October 13, 2017. To date, Respondent has not provided the requested bank and brokerage account statements.

By refusing to provide the referenced documents and information as requested pursuant to FINRA Rule 8210, Respondent violated FINRA Rules 8210 and 2010.

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

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

I understand that if I am barred or suspended from associating with any FINRA member, I become subject to a statutory disqualification as that term is defined in Article III, Section 4 of FINRA's By-Laws, incorporating Section 3(a)(39) of the Securities Exchange Act of 1934. Accordingly, I may not be associated with any FINRA member in any capacity, including clerical or ministerial functions, during the period of the bar or suspension (see FINRA Rules 8310 and 8311).

The sanctions imposed herein shall be effective on a date set by FINRA staff. A bar or expulsion shall become effective upon approval or acceptance of this AWC.

II.

WAIVER OF PROCEDURAL RIGHTS

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

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

Further, I specifically and voluntarily waive any right to claim bias or prejudgment of the Chief

Legal Officer, the NAC, or any member of the NAC, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

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

III.

OTHER MATTERS

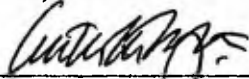
I understand that:

- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against me; and
- C. If accepted:
 - 1. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against me;
 - 2. this AWC will be made available through FINRA's public disclosure program in accordance with FINRA Rule 8313;
 - 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
 - 4. I may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. I may not take any position in any proceeding brought by or on behalf of FINRA, or to which FINRA is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects my: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.


I certify that I have read and understand all of the provisions of this AWC and have been given a

full opportunity to ask questions about it; that I 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.

11.1.17
Date (mm/dd/yyyy)


Victor M. Dandridge III

Reviewed by:

 K. Jay Galloway Esq., for Francis McQ Lawrence, Esq.
Francis McQ. Lawrence, Esq.
Counsel for Respondent
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Accepted by FINRA:

11-13-2017
Date

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


Richard Chin
Chief Counsel
FINRA Department of Enforcement
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