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REGISTRATION & DISCLOSURE

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20060064884-01**

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

RE: SG Americas Securities, LLC, Respondent
Broker-Dealer
CRD No. 128351

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, SG Americas Securities, LLC (the "firm") submits 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 the firm alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. The firm hereby accepts and consents, 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

The firm has been a member of FINRA since April 23, 2004.

RELEVANT DISCIPLINARY HISTORY

On May 25, 2007, an AWC was accepted in which the firm was censured and fined \$30,000 for violations of the rules and regulations applicable to, among other things, trade reporting.

SUMMARY

In Review No. 20060064884, the staff of the Department of Market Regulation (the "staff") reviewed the firm's compliance with NASD rules applicable to trade reporting during the period from May 1, 2006 through August 31, 2006 (the "2T 2006 trade reporting review period").

In Review No. 20070079713, the staff reviewed the firm's compliance with NASD rules applicable to the Order Audit Trail System ("OATS") during the period from April 1, 2006 through July 31, 2006 (the "OATS review period").

In Review No. 20070106588, the staff reviewed the firm's compliance with NASD rules applicable to trade reporting during the period from January 1, 2007 through April 30, 2007 (the "1T 2007 trade reporting review period").

In Review No. 20080123257, the staff reviewed the firm's compliance with NASD rules applicable to trade reporting during the period from May 1, 2007 through August 31, 2007 (the "2T 2007 trade reporting review period").

FACTS AND VIOLATIVE CONDUCT

In connection with Review No. 20060064884:

1. During the 2T 2006 trade reporting review period, the firm failed, within 90 seconds after execution, to transmit to the Nasdaq Market Center ("NMC")¹ 373 last sale reports of transactions in Nasdaq securities. These transactions constitute 39 percent of the transactions reviewed that the firm was required to report to the NMC during the 2T 2006 trade reporting review period. The conduct described in this paragraph constitutes 138 separate and distinct violations of NASD Rule 5430(a) and 235 separate and distinct violations of NASD Rule 4632(a), and a pattern or practice of late reporting without exceptional circumstances in violation of NASD Conduct Rule 2110.

In connection with Review No. 20070079713:

2. During the OATS review period, the firm transmitted to OATS 1,688,325 Route or Combined Order/Route Reports that the OATS system was unable to link to the related order routed to Nasdaq due to inaccurate, incomplete or improperly formatted data. These unmatched Route Reports represented 22 percent of all match-eligible Route or Combined Order/Route Reports (7,449,023) that the firm transmitted to OATS during the OATS review period. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rule 6955(a).
3. During the OATS review period, the firm failed to timely report to OATS 967,927 Reportable Order Events ("ROEs"). These late ROEs represented two percent of all ROEs (45,703,205) that the firm transmitted to OATS during the OATS review period. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rule 6955(a).

¹ On August 1, 2006, the Nasdaq Market Center became the NASD/NASDAQ Trade Reporting Facility.

In connection with Review No. 20070106588:

4. During the 1T 2007 trade reporting review period, the firm failed, within 90 seconds after execution, to transmit to the NASD/Nasdaq Trade Reporting Facility ("NNTRF") 1,009 last sale reports of transactions in designated securities. These transactions constitute 20 percent of the transactions reviewed that the firm was required to report to the NNTRF during the 1T 2007 trade reporting review period. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rule 4632(a) and a pattern or practice of late reporting without exceptional circumstances in violation of NASD Rule 2110.
5. During the 1T 2007 trade reporting review period, the firm failed to report the correct time of execution to the NNTRF in 152 last sale reports of transactions in designated securities. These transactions constitute three percent of the transactions reviewed that the firm was required to report to the NNTRF during the 1T 2007 trade reporting review period. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rule 4632(c)(5).

In connection with Review No. 20080123257:

6. During the 2T 2007 trade reporting review period, the firm failed to accept or decline in the NNTRF¹ or OTC Reporting Facility 820 transactions in Reportable Securities within 20 minutes after execution, approximately 90 percent of all transactions that the firm had an obligation to accept or decline during the 2T 2007 trade reporting review period. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rule 6130(b).

B. The firm also consents to the imposition of the following sanctions:

A censure and a fine of \$32,500 (comprised of \$7,500 for the OATS violations and \$25,000 for the trade reporting violations).

The firm agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. It has submitted an Election of Payment form showing the method by which it proposes to pay the fine imposed.

The firm specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, the monetary sanction(s) imposed in this matter.

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

¹ On July 30, 2007, the NNTRF became the FINRA/NASDAQ Trade Reporting Facility.

II.

WAIVER OF PROCEDURAL RIGHTS

The firm specifically and voluntarily waives the following rights granted under FINRA's Code of Procedure:

- A. To have a Complaint issued specifying the allegations against the firm;
- 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, the firm specifically and voluntarily waives any right to claim bias or prejudgment 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.

The firm further specifically and voluntarily waives 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

The firm understands 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 the firm; and

C. If accepted:

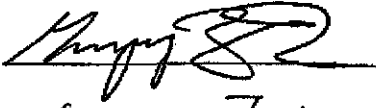
1. this AWC will become part of the firm's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against the firm;
2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about the firm's 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. The firm 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. The firm 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 the firm's right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

D. The firm may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. The firm understands that it 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.

The undersigned, on behalf of the Firm, certifies that a person duly authorized to act on its behalf has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that it has agreed to the AWC's 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 the firm to submit it.

9/9/09
Date

Respondent
SG Americas Securities, LLC

By: 
Name: Gregory Zielinski
Title: Managing Director

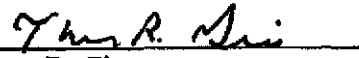
Reviewed by:


Counsel for Respondent

Accepted by FINRA:

9/25/09
Date

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


Thomas R. Gira
Executive Vice President
Department of Market Regulation