

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2008012418201**

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REGISTRATION & DISCLOSURE

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

RE: Andrew J. Mariani
General Securities Representative
CRD No. 3254418

Pursuant to NASD Rule 9216 of FINRA's Code of Procedure, Andrew J. Mariani. ("Mariani" or "Respondent") submits this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rules violations described below. This AWC is submitted on the condition that, if accepted, FINRA will not bring any future actions against Mariani alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. Mariani 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

Mariani initially became registered with FINRA as a Series 7 General Securities Representative on August 14, 1999. He obtained a Series 63 license on November 15, 1999 and a Series 31 on May 14, 2004. Since his initial registration with FINRA, Mariani has been associated with various FINRA member firms, including InterSecurities, Inc. from March 17, 2005 through October 21, 2005, UVest Financial Services Group from October 20, 2005 through November 3, 2005, SII Investments, Inc. from November 14, 2005 through September 18, 2007, and Next Financial Group, Inc. from August 23, 2007 through October 30, 2007. On November 27, 2007, Next Financial Group, Inc. filed a Form U5 on behalf of Mariani terminating his association with the firm as of October 30, 2007. Mariani is not currently associated with any FINRA member firm. Mariani has no prior disciplinary history.

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OVERVIEW

At various times between August 2005 and June 2007, Mariani misrepresented material facts, omitted to disclose material facts, and engaged in manipulative, deceptive, or otherwise fraudulent conduct in connection with his affiliation with Options Management Specialists, Inc. ("OMSI"). Mariani's misconduct violates § 10(b) of the Securities Exchange Act of 1934, Rule 10b-5 thereunder, and NASD Conduct Rules 2120 and 2110.

FACTS AND VIOLATIVE CONDUCT

On November 5, 2007, Mariani was charged with one count of conspiracy to commit wire fraud in violation of 18 U.S.C. § 1343.¹ Specifically, while associated with various FINRA member firms, Mariani knowingly conspired with another individual to unjustly enrich themselves by inducing people to invest money with OMSI on the basis of materially false pretenses, representations and promises, and omissions of material facts. On approximately December 14, 2007, Mariani pled guilty to one count of conspiracy to commit wire fraud in connection with an internet securities scheme involving OMSI in violation of 18 U.S.C. § 371. As a result of the conduct set forth in his Plea Agreement and Factual Basis for Guilty Plea, Mariani violated § 10(b) of the Securities Exchange Act of 1934, Rule 10b-5 thereunder, and NASD Conduct Rules 2120 and 2110.

OTHER FACTORS

B. Mariani also consents to the imposition of the following sanctions:

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

Mariani understands that if he is barred or suspended from associating with any FINRA member, he becomes 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, Mariani 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 NASD Rule 8310 and IM-8310-1.)

The sanctions imposed herein shall be effective on a date set by FINRA staff. Pursuant to NASD IM-8310-3(e), a bar or expulsion shall become effective upon approval or acceptance of this AWC.

¹ See *U.S. v. Gerald Milligan and Andrew Mariani*, Case No. 07-CR-80167, S.D. Fla.

II.

WAIVER OF PROCEDURAL RIGHTS

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

- A. To have a Formal Complaint issued specifying the allegations against him;
- B. To be notified of the Formal 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, Mariani 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.

Mariani further specifically and voluntarily waives any right to claim that a person violated the ex parte prohibitions of NASD Rule 9143 or the separation of functions prohibitions of NASD 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

It is understood 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 NASD Rule 9216;

- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against Mariani; and
- C. If accepted:
1. this AWC will become part of Mariani's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against Mariani;
 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about Mariani's disciplinary record;
 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with NASD Rule 8310 and IM-8310-3; and
 4. Mariani 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. Mariani 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 Mariani's 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.

4/4/08
Date

Andrew J. Mariani
Andrew J. Mariani

Accepted by FINRA:

4/17/08

Date

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

Michael A. Gross

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