

**FINANCIAL INDUSTRY REGULATORY AUTHORITY  
LETTER OF ACCEPTANCE, WAIVER AND CONSENT  
NO. 20080135112-01**

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

RE: Jefferies & Company, Inc., Respondent  
Broker-Dealer  
CRD No. 2347

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Jefferies and Company, Inc. (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 FINRA member since 1963, and its registration remains in effect.

**RELEVANT DISCIPLINARY HISTORY**

The Firm has no prior relevant disciplinary history.

**SUMMARY**

This matter is the result of a review conducted by the Fixed Income Investigations Staff of the Department of Market Regulation (the "Staff") of the Firm's compliance with NASD Rule 2440, IM-2440-1 and IM-2440-2 from January 1, 2008 through March 31, 2008 (the "Review Period").

**FACTS AND VIOLATIVE CONDUCT**

During Review Period, in five transactions, the Firm bought or sold corporate bonds from or to customers and failed to buy or sell bonds at a price that was fair, taking into consideration all relevant circumstances, including market conditions with respect to *each bond at the time of the transaction, the expense involved and that the firm was*

entitled to a profit. The transactions are identified on Exhibit A which is attached. The conduct described in this paragraph constitutes separate and distinct violations of NASD Conduct Rules 2110, 2440, and IM-2440-1 and IM-2440-2.

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

**A censure and a total fine of \$30,000, and restitution by the Firm to the customers listed A (attached) in the total amount of \$19,848.15 plus interest at the rate set forth in Section 6621(a) of the Internal Revenue Code, 26 U.S.C. 6621(a)(2), from the date of the violative conduct until the date this AWC is accepted by the National Adjudicatory Council.** A registered principal of the Firm shall submit satisfactory proof of payment of the restitution, or of reasonable and documented efforts undertaken to effect restitution, to the COMPLIANCE ASSISTANT, LEGAL SECTION, MARKET REGULATION DEPARTMENT, 9509 KEY WEST AVENUE, ROCKVILLE, MD 20850 or in an e-mail from a work-related account of the registered principal to [MarketRegulationComp@finra.org](mailto:MarketRegulationComp@finra.org), no later than 120 days after acceptance of this AWC. If for any reason, the Firm cannot locate any customer after reasonable and documented efforts within such period, or such additional period agreed to by the staff, the Firm shall forward any undistributed restitution and interest to the appropriate escheat, unclaimed-property or abandoned-property fund for the state in which the customer is known to have last resided.

The Firm agrees to pay the monetary sanction upon notice that this AWC has been accepted and that such payment is due and payable. The Firm 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 imposed in this matter.

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

## **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 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.

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 records;
  - 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.

5/15/2012

Date

Respondent

Jefferies & Company, Inc.

By: [Signature]

Name: MICHAEL J. SHARP

Title: EVP + GENERAL COUNSEL

Accepted by FINRA:

6/9/12

Date

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

[Signature]

Thomas R. Gira  
Executive Vice President  
Department of Market Regulation

| Item No. | Date     | CUSIP ID  | Issue   | Quantity | Contra 1* | Trade 1<br>Time | Trade 1<br>Price | Firm | Contra 2* | Trade 2<br>Time | Trade 2<br>Price | Markup | Midpoint | Spread | Regulation |
|----------|----------|-----------|---------|----------|-----------|-----------------|------------------|------|-----------|-----------------|------------------|--------|----------|--------|------------|
| 1        | 01/10/08 | 22237LPM8 | CFC.MN  | 200      | B-D (S)   | 8:43:27         | 83               | BDIR | C (B)     | 8:47:40         | 88               | 7.84%  |          |        | \$9,240.00 |
| 1        | 03/18/08 | 07390CEB  | BSC.LJK | 400      | B-D (S)   | 12:37:53        | 85.5             | BDIR | C (B)     | 13:06:19        | 88.5             | 3.51%  |          |        | \$5,726.00 |
| 2        | 03/20/08 | 12580PDB4 | QIT.H   | 200      | C (S)     | 10:07:58        | 82               | BDIR | B-D (B)   | 10:04:08        | 85               |        | 4.62%    |        | \$1,851.00 |
| 3        | 03/20/08 | 12580TAH1 | QIT.HU  | 428      | C (S)     | 10:16:17        | 88               | BDIR | B-D (B)   | 10:16:01        | 81               |        | 4.82%    |        | \$9,280.75 |
| 4        | 03/20/08 | 12580IAB8 | QIT.OI  | 30       | C (S)     | 11:12:20        | 87               | BDIR | B-D (B)   | 11:02:33        | 80               |        | 8.00%    |        | \$410.40   |

\* Contra parties are identified as follows: B-D (S) indicates another Broker-Dealer selling to the firm; B-D (B) indicates another Broker-Dealer buying from the firm; C (S) indicates a customer selling to the firm; and C (B) indicates a customer buying from the firm.