

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20090208356-01**

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

RE: Jeffrey A. Wicks, Respondent
CRD No. 2732177

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Jeffrey A. Wicks (the "Respondent") 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 me alleging violations based on the same factual findings described herein.

I

ACCEPTANCE AND CONSENT

- A. Respondent 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

Respondent first became registered in 1996 as an investment company products/variable contracts representative through his associations with Metropolitan Life Insurance Co. (BD No. 4095) and MetLife Securities (BD No. 14251) (collectively the "MetLife broker-dealers"). Subsequently, in 2002, Respondent became registered as a general securities representative through his association with the MetLife broker-dealers. By 2007, Respondent was registered solely with MetLife Securities but conducted business through other MetLife entities. On December 21, 2009, MetLife Securities terminated Respondent's registration as of November 24, 2009. MetLife Securities stated reason for Respondent's termination was that he "did not follow company policy with regard to the disclosure of an outside business activity and admitted to the replacement of company business outside of the MetLife general agency."

Respondent is not currently registered with any FINRA member firm. FINRA

retains jurisdiction over Respondent pursuant to FINRA's By-Laws.

RELEVANT DISCIPLINARY HISTORY

Respondent does not have any prior disciplinary history with the SEC, any self-regulatory organization or any state securities regulator.

OVERVIEW

Respondent was, at all times relevant to this matter, registered with FINRA through an association with MetLife Securities. Throughout his 13 years in the securities industry, Respondent had been associated with various MetLife entities. His primary business was selling insurance products. As a result of a customer complaint received by MetLife Securities, it was discovered that Respondent had misappropriated funds from at least two individuals, RB and HB, who were not customers of the broker-dealer, in violation of NASD Rule 2110 and FINRA Rule 2010. In addition to misappropriating funds, it was discovered that Respondent failed to disclose that he was placing insurance business through a non-MetLife insurance company, violating NASD Rule 3030 and FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

1. Between 2001 and 2009, Respondent misappropriated at least \$449,119.17 from joint account holders RB and HB.

\$339,375.30 of the funds that Respondent took from RB and HB were from checks (given to him between 2003 and 2009) for a purported investment in an annuity to be held outside of the MetLife family of companies. Respondent did not make any investment, and instead converted the funds to his personal use.

Respondent converted the remaining \$49,743.87 of the funds to his personal use from monies (given to Respondent between 2001 and 2002) RB and HB provided. RB and HB intended that these funds be applied to life insurance policy premium payments.

By reason of the foregoing, Respondent violated NASD Rule 2110 and FINRA Rule 2010.

2. Between at least July 2002 and November 2009, Respondent was compensated, through a non-MetLife insurance company for placing fixed insurance business through that firm. Respondent did not provide notice to MetLife Securities of this outside business activity.

By reason of the foregoing, Respondent violated NASD Rules 3030 and 2110 and FINRA Rule 2010.

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

- A bar from any association with a broker-dealer.

Respondent 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, Respondent 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. Pursuant to FINRA Rule 8313(e), a bar or expulsion shall become effective upon approval or acceptance of this AWC.

II.

WAIVER OF PROCEDURAL RIGHTS

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

- A. To have a Complaint issued specifying the allegations against him;
- 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, Respondent 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.

Respondent 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

Respondent 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 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. Respondent 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. Respondent 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 Respondent's right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

Respondent certifies that he has read and understand all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that Respondent has 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 Respondent to submit it.

June 7 2010
Date (mm/dd/yyyy)

Jeffrey A. Wicks
Respondent, Jeffrey A. Wicks

Reviewed by:

Robert Davis Gleason
Robert Davis Gleason
Counsel for Respondent
Gleason, MoQuillan, Barbin & Markovitz, LLP
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Accepted by FINRA:

July 12, 2010

Date

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


Lara C. Thyagarajam, Senior Regional Counsel
FINRA Department of Enforcement
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