

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20100217218-01**

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

RE: Knight Capital Americas, L.P., Respondent
Broker-Dealer
CRD No. 38599

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Knight Capital Americas, L.P. ("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 AND RELEVANT DISCIPLINARY HISTORY

The firm became a member of FINRA on July 13, 1995, and on September 27, 2012, its Form BDW to withdraw from FINRA membership was finalized. The firm merged its operations with a related FINRA member and it has no relevant disciplinary history.

SUMMARY

In 20100217218, the staff in Market Regulation's Customer Issues Section (the "staff") reviewed the firm's compliance with FINRA rules related to market order protection during the period January 1, 2009 through March 31, 2009.

In 20100218242, the staff reviewed the firm's compliance with FINRA rules related to limit order protection during the period January 1, 2009 through March 31, 2009.

FACTS AND VIOLATIVE CONDUCT

20100218242

1. In 17 instances during the period reviewed, the firm failed to contemporaneously or partially execute a customer limit order in seven Nasdaq securities after it traded each subject security for its own market-making account at a price that would have satisfied each customer's limit order. The instances are reflected on Exhibit 1. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 2010 and NASD IM-2110-2.
2. In four instances during the period reviewed, the firm failed to contemporaneously or partially execute five customer limit orders in five Nasdaq securities after it traded each subject security for its own market-making account at a price that would have satisfied each customer's limit order. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 2010 and NASD IM-2110-2.

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3. In 30 instances during the period reviewed, the firm accepted and held customer market orders, traded for its own account at prices that would have satisfied the customer market orders, and failed to immediately thereafter execute the customer market orders up to the size and at the same price at which it traded for its own account or at a better price. The instances are reflected on Exhibit 2. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 2010 and NASD Rule 2111(b).
 4. In one instance during the period reviewed, the firm accepted and held a customer market order, traded for its own account at a price that would have satisfied the customer market order, and failed to immediately thereafter execute the customer market order. The conduct described in this paragraph constitutes separate and distinct violation of FINRA Rule 2010 and NASD Rule 2111(b).
- B. The firm also consents to the imposition of the following sanctions:
- A censure;
 - A fine of \$20,000 (comprised of \$10,000 for the limit order protection violations and \$10,000 for the market order protection violations); and
 - Restitution in connection with the transactions listed on Exhibits 1 and 2, which

are attached, in the total amount of \$890.14, 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 ("NAC"). 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, no later than 120 days after acceptance of this AWC. If for any reason, Respondent cannot locate any customer after reasonable and documented efforts within such period, or such additional period agreed to by the staff, Respondent 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(s) imposed in this matter.

The sanctions 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 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.

March 27, 2013
Date

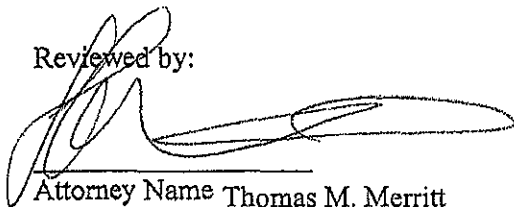
Respondent
Knight Capital Americas, L.P.

By: 

Name: Michael T. Corrao

Title: Managing Director

Reviewed by:



Attorney Name Thomas M. Merritt
Counsel for Respondent

Firm Name Knight Capital Americas, L.P.
Address 545 Washington Blvd.
City/State/Zip Jersey City, NJ 07310
Phone Number 201-557-6949

Accepted by FINRA:

4/25/13
Date

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


Thomas R. Gira
Executive Vice President
Department of Market Regulation

Item No	Trade Date	Trade Report Time	Execution Time	Side	Capacity	Quantity	Issue	Price	Order Received Date	Order Received Time	Order to Buy/Sell	Quantity	Restitution Due
1	02/13/2009	14:34:38	14:34:38	B	P	200	PNCL	1.8500	02/13/2009	14:34:34	B	2,000	\$16.89
2	02/13/2009	14:34:38	14:34:38	B	P	200	PNCL	1.8500					
3	02/13/2009	14:34:38	14:34:38	B	P	200	PNCL	1.8500					
4	02/13/2009	14:34:38	14:34:38	B	P	100	PNCL	1.8600					
5	02/13/2009	14:34:38	14:34:38	B	P	100	PNCL	1.8600					
6	02/13/2009	14:34:38	14:34:38	B	P	300	PNCL	1.8600					
7	02/23/2009	14:43:05	14:43:04	S	P	200	UAUA	6.6000	02/23/2009	14:42:56	SL	5,000	
8	02/23/2009	14:43:08	14:43:08	S	P	300	UAUA	6.5900					
9	02/23/2009	14:43:08	14:43:08	S	P	100	UAUA	6.5900					
10	02/23/2009	14:43:08	14:43:08	S	P	100	UAUA	6.5900					
11	02/23/2009	14:43:08	14:43:08	S	P	300	UAUA	6.5900					
12	02/23/2009	14:43:08	14:43:08	S	P	100	UAUA	6.5900					
13	02/23/2009	14:43:08	14:43:08	S	P	100	UAUA	6.5900					
14	02/23/2009	14:43:08	14:43:08	S	P	100	UAUA	6.5900					
15	02/23/2009	14:43:08	14:43:08	S	P	200	UAUA	6.5900					
16	02/23/2009	14:43:08	14:43:08	S	P	200	UAUA	6.5900					
17	02/23/2009	14:43:08	14:43:08	S	P	100	UAUA	6.5900					
18	02/23/2009	14:43:08	14:43:08	S	P	100	UAUA	6.5900					
19	02/23/2009	14:43:08	14:43:08	S	P	300	UAUA	6.5900					
20	02/23/2009	14:43:08	14:43:08	S	P	100	UAUA	6.5900					
21	02/23/2009	14:43:08	14:43:08	S	P	100	UAUA	6.5900					
22	02/23/2009	14:43:08	14:43:08	S	P	400	UAUA	6.5800					
23	02/23/2009	14:43:08	14:43:08	S	P	100	UAUA	6.5800					
24	02/23/2009	14:43:08	14:43:08	S	P	400	UAUA	6.5800					
25	02/23/2009	14:43:08	14:43:08	S	P	200	UAUA	6.5800					
26	02/24/2009	09:35:05	09:35:05	S	P	100	RMBS	8.7699	02/24/2009	09:30:16	SS	2,000	
27	02/24/2009	09:35:04	09:35:03	S	P	500	RMBS	8.7500					
28	03/03/2009	09:53:01	09:53:01	S	P	100	BRCM	15.6400	03/03/2009	09:47:57	SS	4,000	
29	03/03/2009	09:51:51	09:51:51	S	P	50	BRCM	15.7400					
30	03/03/2009	10:05:32	10:05:32	B	A	100	BRCM	15.7400					
31	03/03/2009	10:07:07	10:07:07	S	P	7,400	BRCM	15.7300					
													\$16.89