

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20100255533-02**

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

**RE: Costa Tzotzis (CRD No. 3102114),
Respondent**

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure I, Costa Tzotzis ("Tzotzis" or the "Respondent"), submit 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. I hereby accept and consent, 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

Tzotzis entered the securities industry in November 1998 and first became registered with FINRA as a General Securities Representative ("GSR") in January 1999.

On or about September 9, 2009, Tzotzis became registered with FINRA in multiple capacities – as a GSR, a General Securities Sales Supervisor ("SU"), a Registered Options Principal ("OP"), and a General Securities Principal ("GSP") – through an association with First Midwest Securities, Inc. (BD No. 21786) ("First Midwest"). Tzotzis's registration through First Midwest terminated on or about January 26, 2011.

On or about January 27, 2011, Tzotzis became registered with FINRA as a GSR, SU, OP, and GSP through an association with another member firm, where he remains at present.

RELEVANT DISCIPLINARY HISTORY

On May 4, 2009, the State of Minnesota initiated a proceeding against Tzotzis, under docket number 11482/BD, alleging that while Tzotzis was registered through another FINRA-member firm he violated a Minnesota statute concerning excessive trading in a customer's account. The proceeding was settled by consent order on May 28, 2009 and Tzotzis paid a \$4,500.00 fine on June 4, 2009.

Apart from that Minnesota proceeding, Tzotzis has no other formal disciplinary history with the Securities and Exchange Commission, any state securities regulator, or any self-regulatory organization.

OVERVIEW

On four separate occasions, Tzotzis participated in effecting block trades in which a number of customers took part. While the customers authorized those transactions, such authorizations were by telephone and, for the most part, they were given on days before the block trades were executed. Tzotzis's conduct violated NASD Conduct Rule 2510(d)(1) and FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

While at First Midwest, Tzotzis shared certain customer accounts with multiple brokers. On July 26, 2010, September 23, 2010, October 26, 2010, and November 3, 2010, Tzotzis participated in effecting block trades of securities (three sales and one purchase) involving non-discretionary customers. In the July 26, 2010, block trade, 29 customers participated. In the September 23, 2010, block trade, 17 customers participated. In the October 26, 2010, block trade, 22 customers participated. And in the November 3, 2010, block trade, 20 customers participated. There was significant overlap among the participants so that the 88 total trades involved only 44 different customers. The customers involved authorized the transactions, but they did so by telephone and for the most part on days prior to execution of the block trades.

Tzotzis violated NASD Conduct Rule 2510(d)(1) and FINRA Rule 2010 because he exercised time-and-price discretion in connection with the four block trades outside the permissible exception of Rule 2510(d)(1).

B. I also consent to the imposition of the following sanctions:

- A suspension, in any and all capacities, from association with any FINRA-member firm for five (5) business days; and

- A fine of \$7,500.00.

I agree to pay the monetary sanction upon notice that this AWC has been accepted and that such payment is due and payable. I have submitted an Election of Payment form showing the method by which I propose to pay the fine imposed.

I specifically and voluntarily waive any right to claim that I am unable to pay, now or at any time hereafter, the monetary sanction imposed in this matter.

I understand that if I am barred or suspended from associating with any FINRA member, I become subject to a statutory disqualification as that term is defined in Article III, Section 4 of FINRA's By-Laws, incorporating Section 3(a)(39) of the Securities Exchange Act of 1934. Accordingly, I 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.

II.

WAIVER OF PROCEDURAL RIGHTS

I specifically and voluntarily waive the following rights granted under FINRA's Code of Procedure:

- A. To have a Complaint issued specifying the allegations against me;
- 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, I specifically and voluntarily waive 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.

I further specifically and voluntarily waive 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

I understand that:

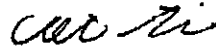
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will 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. I 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. I 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 my right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

- D. I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I 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.

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.

01/26/2013

Date (mm/dd/yyyy)



Costa Tzotzis, Respondent

Reviewed by:



Michael Uilla, Esq.
Counsel for Respondent
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Brooklyn, NY 11242
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Accepted by FINRA:

February 1, 2013
Date

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

A handwritten signature in dark ink, appearing to read "Andrew T. Bairne", is written over a horizontal line.

**Andrew T. Bairne
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