

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20110261068-01**

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

RE: Knight Capital Americas, L.P. (n/k/a KCG Americas LLC), Respondent
Broker-Dealer
CRD No. 38599 (now 149823)

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 into Knight Capital Americas LLC (n/k/a KCG Americas LLC) in or about September 2012. The firm has no relevant disciplinary history.

SUMMARY

In 20110261068 and 20110261122, the staff in Market Regulation's Customer Issues Section (the "staff") reviewed the firm's compliance with FINRA rules related to market order protection and limit order protection, respectively, during the period October 1, 2009 through December 31, 2009.

In 20110280265, the staff reviewed the firm's compliance with FINRA rules related to limit order protection during the period July 1, 2010 through September 30, 2010.

FACTS AND VIOLATIVE CONDUCT

20110261068

1. In seven instances during the period reviewed, the firm accepted and held seven 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 at the same price at which it traded for its own account or at a better price. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 2010 and NASD Rule 2111(b).
2. In two instances during the period reviewed, the firm accepted and held two 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 conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 2010 and NASD Rule 2111(b).

20110261122

3. In three instances during the period reviewed, the firm failed to execute three customer limit orders 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.
4. In one instance during the period reviewed, the firm failed to contemporaneously execute one customer limit order after it traded each subject security for its own market-making account, and failed to execute the order at a price that would have satisfied the customer's limit order. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 2010 and NASD IM-2110-2.
5. In four instances during the period reviewed, the firm failed to contemporaneously execute four customer limit orders after it traded each subject security for its own market-making account. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 2010 and NASD IM-2110-2.

20110280265

6. In 860 instances during the period reviewed, the firm failed to execute 503 customer limit orders 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.
7. In 15,342 instances during the period reviewed, the firm failed to contemporaneously execute 5,888 customer limit orders after it traded each subject security for its own market-making account. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 2010 and NASD IM-2110-2.

OTHER FACTORS

The sanctions set forth below take into consideration the fact that the violations in 20110280265 were caused by a single issue during an eight day period. The firm self-identified the problem, took prompt remedial action and shared with the staff information learned during its own internal review.

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

- A censure; and
- A fine of \$37,500 (comprised of \$25,000 for the limit order protection violations and \$12,500 for the market order protection violations).

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 Chief Legal Officer, 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: (i) testimonial obligations; or (ii) 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.

June 2, 2014
Date

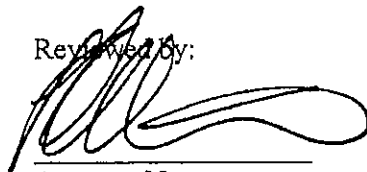
Respondent
Knight Capital Americas, L.P.
(n/k/a KCG Americas LLC)

By: Matthew Levine

Name: Matthew Levine

Title: Chief Compliance Officer

Reviewed by:



Attorney Name

Counsel for Respondent

Firm Name KLB Holdings, Inc.

Address 545 Washington Blvd

City/State/Zip Jersey City, NJ 07310

Phone Number 201-777-6949

Accepted by FINRA:

6/17/14
Date

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

Tina Salehi Gubb
Tina Salehi Gubb, Esq.
Chief Counsel
Department of Market Regulation