

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20110298827**

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

RE: Banca IMI Securities Corp., Respondent
CRD No. 19418

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, 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 the Firm alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. Banca IMI Securities Corp. ("Banca IMI" or "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

Banca IMI has been a registered broker-dealer with the Securities and Exchange Commission (the "Commission" or "SEC") and a member of FINRA since 1987. Banca IMI provides investment banking and brokerage services to institutional investors and is headquartered in New York City.

RELEVANT DISCIPLINARY HISTORY

The Firm has no relevant disciplinary history.

OVERVIEW

Between December 22, 2010 and December 31, 2011, in 20 instances involving nine equity securities, the Firm had fail-to-deliver positions at a registered clearing agency and did not close out the fail-to-deliver positions within the time frame prescribed by Rule 204(a)(1) of Regulation SHO promulgated under the Securities Exchange Act of 1934 ("Exchange Act").

FACTS AND VIOLATIVE CONDUCT

A. The Firm violated Rule 204(a) of Regulation SHO.

1. Regulation SHO Rule 204(a)

On July 31, 2009, the SEC adopted Rule 204(a) of Regulation SHO which requires that broker-dealers that have "a fail to deliver position at a registered clearing agency in any equity security for a long or short sale transaction in that equity security...shall, by no later than the beginning of regular trading hours on the settlement day following the settlement date, immediately close out its fail to deliver position."

Rule 204(a) (1) provides additional time during which fail to deliver positions may be closed. Specifically, Rule 204(a) (1) provides that if a participant of a registered clearing agency has a fail-to-deliver position at a registered clearing agency in any equity security resulting from a long sale, the participant shall by no later than the beginning of regular trading hours on the third consecutive settlement day following the settlement date ("T+6") immediately close out the fail-to-deliver position by purchasing or borrowing securities of like kind and quantity.

Between December 22, 2010 and December 31, 2011, in 20 instances involving nine equity securities, the Firm had fail-to-deliver positions at a registered clearing agency and did not close out the fail-to-deliver positions within the time frame prescribed by Rule 204(a)(1). Accordingly, during the period between December 22, 2010 and December 31, 2011, the Firm violated Rule 204(a). This conduct also constituted a violation of FINRA Rule 2010.

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

- A censure; and
- a fine in the amount of \$35,000.

The Firm agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. The Firm has submitted an Election of Payment form showing the method by which the Firm proposes to pay the fine imposed.

The Firm specifically and voluntarily waives any right to claim that the Firm 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.

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 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:

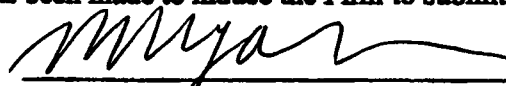
- 1. this AWC will become part of the Firm's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against the Firm;**
- 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about the Firm's 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: (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 the Firm 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 the Firm to submit it.

10/18/2013
Date

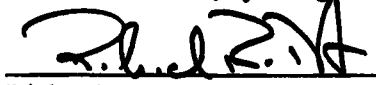

Respondent
Banca IMI Securities Corp.

By: Melanie L. Ryan
Director of Compliance,
Banca IMI Securities Corp.
1 William Street
New York, NY 10004

Accepted by FINRA:

11.12.13
Date

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


Richard R. Best
Chief Counsel
FINRA Department of Enforcement
One World Financial Center
200 Liberty Street, 11th Floor
New York, New York 10281
Phone: (646) 315-7386
Fax: (646) 315-7425