

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2011030176901**

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

RE: Kyle Patrick Harrington, Respondent
CRD No. 2282328

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Kyle Patrick Harrington ("Harrington" or "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

Harrington first became registered with FINRA as General Securities Representative ("GSR") on August 16, 1993, and as a General Securities Principal ("GSP") on July 15, 2009.

Harrington was registered with First Allied Securities, Inc. (BD No. 32444) ("First Allied") as a GSR from February 7, 2008 through December 21, 2009, and as a GSP from July 15, 2009 through December 21, 2009. He was registered with Matrix Capital Group, Inc. (BD No. 33364) ("Matrix") as a GSR and GSP from December 15, 2009 through November 18, 2011.

Since July 5, 2012, Harrington has been registered with FINRA through another FINRA-regulated firm as a GSR and GSP, and remains subject to FINRA's jurisdiction.

RELEVANT DISCIPLINARY HISTORY

Harrington has no disciplinary history with the Securities and Exchange Commission, any self-regulatory organization or any state securities regulator.

OVERVIEW

Harrington filed a personal bankruptcy petition and failed to disclose that material fact by amendment to his Application for Securities Industry Registration or Transfer ("Form U4") in connection with one member firm or by his initial Form U4 at a second member firm. He disclosed the bankruptcy by amendment to his Form U4 at the second firm two and one-half years after the bankruptcy filing.

FACTS AND VIOLATIVE CONDUCT

FINRA Rule 1122 provides, in pertinent part, that no "person associated with a member shall file with FINRA information with respect to membership or registration which is incomplete or inaccurate so as to be misleading, or which could in any way tend to mislead"

Additionally, Article V, Section 2(c) of FINRA's By-Laws, provides, in pertinent part, that "[e]very application for registration . . . shall be kept current at all times by supplementary amendments Such amendment to the application shall be filed . . . not later than 30 days after learning of the facts or circumstances giving rise to the amendment."

On June 15, 2009, Harrington filed a Chapter 11 bankruptcy petition in the Southern District of New York. That proceeding is pending.

Question 14K of the Form U4 asks, in pertinent part, "Within the past 10 years: (1) have you made a compromise with creditors, filed a bankruptcy petition or been the subject of an involuntary bankruptcy petition?"

Harrington failed to amend his Form U4 while registered through First Allied to disclose the material fact of his bankruptcy. Harrington also did not disclose the bankruptcy on his initial Form U4 with Matrix. On November 17, 2011, Harrington updated his Form U4 in connection with Matrix to disclose his bankruptcy filing.

As a result of the foregoing conduct, Harrington violated Article V, Section 2(c) of FINRA's By-Laws and FINRA Rules 1122 and 2010.

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

- A suspension from associating with any FINRA member in any capacity for thirty (30) calendar days.¹

I understand that if I am 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 suspension (see FINRA Rules 8310 and 8311).

The sanction 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.

¹ On June 15, 2009, Respondent filed a Chapter 11 bankruptcy petition pursuant to Title 11, United States Code. Accordingly, no monetary sanction is being assessed in this matter.

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

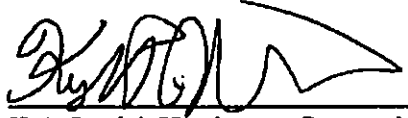
I understand that:

- 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.

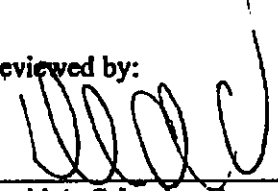
I certify that I have read and understand all of the provisions of this AWC and have been given a full opportunity to ask questions about it; that I have agreed to its provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein and the prospect of avoiding the issuance of a Complaint, has been made to induce me to submit it.

12/4/2012
Date (mm/dd/yyyy)



Kyle Patrick Harrington, Respondent

Reviewed by:



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Accepted by FINRA:

December 28, 2012
Date

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



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