

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2011030501201**

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

RE: Jon Robert Hickman, Respondent
General Securities Representative, General Securities Principal, Research Analyst, and
Research Principal
(CRD No. 4644088)

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Jon Robert Hickman ("Respondent" or "Hickman") 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

Hickman first became registered with FINRA as a General Securities Representative ("GSR") in April 2003 through an association with a former member firm. Hickman was registered through an association with MDB Capital Group LLC (BD No. 42677) ("MDB Capital") as a GSR and Research Analyst ("RA") from August 31, 2005 through June 16, 2011 and as a General Securities Principal from February 23, 2009 through June 16, 2011. Since June 18, 2011, Hickman has been registered as a GSR, GP, RA and Research Principal through another member firm.

RELEVANT DISCIPLINARY HISTORY

Hickman has no disciplinary history with the Securities and Exchange Commission, any state securities agency, FINRA or any other self-regulatory organization.

OVERVIEW

From April 29, 2009 through June 14, 2011, Hickman, while registered with FINRA as a research analyst through MDB Capital, made posts on Twitter concerning equity securities that failed to disclose that he owned shares of the subject security and/or were not fair and balanced or failed to provide a sound basis for evaluating the facts in regard to a particular security. As a result, Hickman violated NASD Conduct Rule 2711(h)(1)(A) and NASD Conduct Rule 2210(d)(1)(A), NASD Interpretive Memorandum ("IM") 2210-1 and FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

From at least April 2009 through June 2011, Hickman maintained a Twitter account and, by June 2011, had approximately 50 followers. During the period April 29, 2009 through June 14, 2011, while registered with FINRA as a research analyst through MDB Capital, Hickman posted messages on Twitter concerning equities he covered as a research analyst without MDB Capital's knowledge. Hickman's Twitter posts constituted public appearances under NASD Conduct Rules 2711(a)(5) and 2210(a)(5) and, consequently, communications with the public under NASD Conduct Rule 2210(a).

Hickman personally owned seven securities that he discussed in eleven of his Twitter posts. However, those eleven Twitter posts failed to disclose that he owned shares of the subject securities. Moreover, fourteen of Hickman's Twitter posts either failed to be fair and balanced by disclosing risk or contingent factors or failed to provide a sound basis for evaluating certain facts discussed therein.

As a result of the foregoing conduct, Hickman violated NASD Conduct Rules 2711(h)(1)(A) and 2210(d)(1)(A), FINRA Rule 2010 and IM-2210-1.

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

- A ten business day suspension from association with any FINRA member in all capacities; and
- A \$15,000 fine.

I agree to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are 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(s) 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 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.

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.

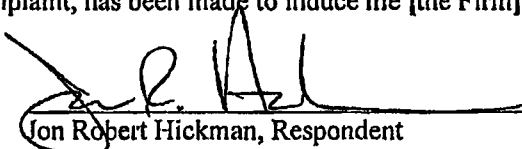
OTHER MATTERS

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: (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. 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 [the Firm] to submit it.

9/24/2014
Date (mm/dd/yyyy)


Jon Robert Hickman, Respondent

Reviewed by:



Joseph Giovanniello, Jr.
Senior Vice President and General Counsel
Ladenburg Thalmann & Co. Inc.
570 Lexington Avenue, 11th floor
New York, New York 10022
212-409-2544
Counsel for Respondent

Accepted by FINRA:

October 14, 2014
Date

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



Samuel L. Barkin
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