

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2012032211201**

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

RE: Shahryar Sohi
CRD No. 2214610

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I 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

Shahryar Sohi ("Sohi") first became associated with a FINRA member in January 1992. In April 1993, Sohi became associated with Financial Network Investment Corporation (the "Firm"). On April 10, 1995, Sohi became registered with the firm as a Series 7. Sohi was terminated by the Firm on April 5, 2012, and he has not been registered with another FINRA member since.

FINRA retains jurisdiction over Sohi pursuant to Article V, Section 4(a) of the FINRA By-Laws because the conduct that serves as the basis for this action commenced prior to Sohi's termination of registration from a FINRA member, and this AWC has been filed within two years after the effective date of Sohi's last termination of registration from a FINRA member.

FACTS AND VIOLATIVE CONDUCT

Beginning in or about February 2012 through April 2012 (the "Relevant Period"), Sohi, while serving as a registered representative for the Firm, converted approximately \$17,000 from two customers of the Firm. For each of these customers, Sohi opened a joint account at a fund company in the names of the customer and Sohi's wife ("unauthorized joint accounts"), without the approval or knowledge of the customer and without firm approval. The unauthorized joint accounts were opened directly with the fund company, listing no representative or broker-dealer information provided on the new account forms, and with a mail drop box as the address of record. When the customers gave Sohi checks intended for deposit into their Firm accounts, Sohi deposited checks into the unauthorized joint accounts. Sohi issued himself two checks from one of the unauthorized accounts, totaling \$6,500.

By converting funds from his customers, Sohi violated FINRA Rule 2010 and 2150(a).

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

1. A bar in all capacities from associating with any FINRA member.

The sanction imposed herein shall be effective on a date set by FINRA staff. Pursuant to FINRA Rule 8313(e), a bar shall become effective upon approval or acceptance of this AWC.

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).

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 prejudice 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: (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.

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.

6/8/2013

Date (mm/dd/yyyy)

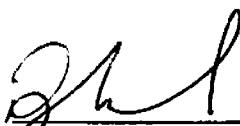


Respondent Shahryar Sohi

Accepted by FINRA:

6/28/13
Date

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



Perry Hubbard

Director

FINRA Department of Enforcement

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