

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2012032304001**

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

RE: Andrew G. Piccuta (CRD No. 3030081),
Respondent

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I Andrew G. Piccuta ("Piccuta" 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

On June 12, 1998, Piccuta first became registered with FINRA as an Investment Company Products/Variable Contracts Representative. From June 12, 1998 to April 12, 2012 Piccuta was registered with FINRA through his association with State Farm VP Management Corporation (BD No. 43036) ("State Farm" or the "Firm"). On April 24, 2012, State Farm filed a Uniform Termination Notice for Securities Industry Registration (Form U5) stating that Piccuta was terminated. His last date of employment was April 6, 2012. Pursuant to Article V, Section 4 of the By-Laws, however, FINRA retains jurisdiction over Piccuta.

RELEVANT DISCIPLINARY HISTORY

On January 18, 2013, Piccuta entered into a Consent Agreement and Order with the Pennsylvania Department of Banking and Securities (the Department") based on allegations by the Department that he had engaged in dishonest and unethical practices by failing to report outside business activities to State Farm in violation of NASD Rule 3030. Piccuta was censured and ordered to retake the Series 6 and Series 63 examinations in order to register in the securities business in

Pennsylvania in the future.

FACTS AND VIOLATIVE CONDUCT

From November 2003 to June 2005 (the "Relevant Period"), Piccuta participated in private securities transactions without providing prior written notice to the Firm. Specifically, Piccuta referred at least eight persons to a private company HLLI, Inc. ("HLLI") and these persons purchased shares of HLLI totaling approximately \$28,000. In addition, Piccuta personally invested \$12,000 in HLLI during the Relevant Period. Furthermore, between 2003 and 2009, Piccuta falsely answered "no" to a question on seven annual compliance-related questionnaires asking whether he had engaged in any private securities transactions. Based on the foregoing, Piccuta violated NASD Conduct Rules 3040 and 2110 (for conduct before December 15, 2008) and FINRA Rule 2010 (for conduct after December 14, 2008).

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

- A suspension from association with any FINRA member in all capacities for six months; and
- A fine of \$10,000.

The fine shall be due and payable either immediately upon reassociation with a FINRA firm following the six-month suspension note above, or prior to any application or request for relief from any statutory disqualification resulting from this or any other even or proceeding, whichever is earlier.

I specifically and voluntarily waive any right to claim that I am unable to pay, not or at any time hereafter, the monetary sanction 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.

I.

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.

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 to submit it

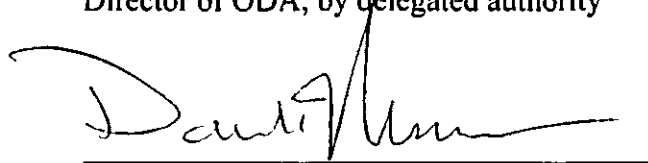
3/4/2014
Date (mm/dd/yyyy)


Andrew G. Piccuta

Accepted by FINRA:

April 3, 2014
Date

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

A handwritten signature in black ink, appearing to read "David Newman", written over a horizontal line.

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