

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT**

NO. 20120334467 - 01

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

RE: Morgan Stanley Smith Barney LLC, Respondent
Broker-Dealer
CRD No. 149777

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Morgan Stanley Smith Barney LLC (the "firm") 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. 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

The firm has been a member of FINRA since May 19, 2009, and its registration remains in effect.

RELEVANT DISCIPLINARY HISTORY

On October 28, 2011, FINRA accepted an AWC in connection with 20060556031 in which the firm was fined \$1 million, of which \$650,000 was for fixed income fair pricing violations that occurred from January 1, 2009 through December 31, 2010.¹

¹ The fine amount also covered conduct by an affiliated broker-dealer, Morgan Stanley & Co., LLC ("MSCO") that occurred at various times going back to January 2005 (the fine amounts were apportioned evenly between the firm and MSCO).

SUMMARY

In connection with 20120344467, the Fixed Income staff of the Market Regulation Department (the "staff") reviewed the firm's pricing of municipal bond transactions during the period April 1, 2012 through June 30, 2012 (the "2Q12 period").

FACTS AND VIOLATIVE CONDUCT

During the 2Q12 period, in seven pairs of transactions set forth on Exhibit A, the firm sold municipal securities for its own account to a customer at an aggregate price (including any markup) that was not fair and reasonable, taking into consideration all relevant factors, including the best judgment of the broker, dealer or municipal securities dealer as to the fair market value of the securities at the time of the transaction and of any securities exchanged or traded in connection with the transaction, the expense involved in effecting the transaction, the fact that the broker, dealer, or municipal securities dealer is entitled to a profit, and the total amount of the transaction. The markups for these paired transactions ranged from 3.2 percent to 7.7 percent. The conduct described in this paragraph constitutes separate and distinct violations of MSRB Rules G-17 and G-30(a).

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

A censure and a fine of \$12,500, and restitution to investors as set forth on Exhibits A in the total amount of \$2,641.16 plus interest at the rate set forth in Section 6621(a) of the Internal Revenue Code, 26 U.S.C. 6621(a)(2), from the date of the violative conduct until the date this AWC is accepted by the National Adjudicatory Council. A registered principal on behalf of the Respondent firm shall submit satisfactory proof of payment of the restitution, or of reasonable and documented efforts undertaken to effect restitution. Such proof shall be submitted to the COMPLIANCE ASSISTANT, LEGAL SECTION, MARKET REGULATION DEPARTMENT, 9509 KEY WEST AVENUE, ROCKVILLE, MD 20850, either by letter that identifies the Respondent and case number, or by email from a work-related account of the registered principal of the firm to MarketRegulationComp@finra.org. This proof shall be provided to FINRA no later than 120 days after acceptance of this AWC.

If for any reason Respondent cannot locate any customer identified in Exhibit A after reasonable and documented efforts within 120 days from the date the AWC is accepted, or such additional period agreed to by FINRA staff in writing, Respondent shall forward any undistributed restitution and interest to the appropriate escheat, unclaimed-property or abandoned-property fund for the state in which the customer is known to have last resided. Respondent shall provide satisfactory proof of such action to FINRA in the manner described above within 14 days of forwarding the undistributed restitution and interest to the appropriate state authority.

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. It has submitted an Election of Payment form showing the method by which it proposes to pay the fine imposed.

The imposition of a restitution order or any other monetary sanction herein, and the timing of such ordered payments, does not preclude customers from pursuing their own actions to obtain restitution or other remedies.

The firm specifically and voluntarily waives any right to claim that it 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.

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 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.

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 it has agreed to the AWC's 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.

June 3, 2015

Date

Respondent

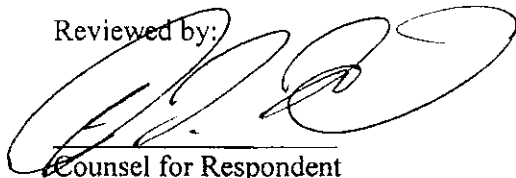
Morgan Stanley Smith Barney LLC

By: Harry Walters

Name: HARRY WALTERS

Title: Managing Director

Reviewed by:



Counsel for Respondent

Michael D. Urv

Solicitor, Arthur LLP

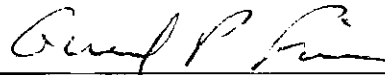
Accepted by FINRA:

June 9, 2015

Date

Signed on behalf of the

Director of ODA, by delegated authority



Gerard P. Finn

Chief Counsel

Department of Market Regulation

AWC Exhibit A
Morgan Stanley Smith Barney LLC ("DEAN")
FINRA Matter No. 20120344467
Review Period: April 1, 2012 through June 30, 2012

Item No.	Trade 1 Date	Trade 2 Date	CUSIP ID	Issue	Quantity	Contra 1*	Trade 1 Time	Trade 1 Price	Firm	Contra 2*	Trade 2 Time	Trade 2 Price	Mark-up/Imputed Mark-up	Restitution
2	04/13/2012	04/16/2012	420524JB7	Hawthorne California School District Ser A	15,000	B-D(S)	12:26:42	100.550	DEAN	C(B)	14:20:00	105.127	4.55%	\$274.80
3	06/18/2012	06/18/2012	568806DZ3	Marion County Fla Utils System Rev Ref	20,000	B-D(S)	12:11:16	96.877	DEAN	C(B)	12:11:00	99.998	3.22%	\$196.00
4	06/06/2012	06/07/2012	59333PHQ4	Miami-Dade Cnty Fla Aviation AMT-Miami Intl Airport-Hub-A	50,000	B-D(S)	14:46:49	101.743	DEAN	C(B)	9:17:00	105.814	4.00%	\$1,140.16
5	05/30/2012	05/31/2012	677525RZ2	Ohio State Air Quality Development Authority Rev. Ref-B	20,000	B-D(S)	15:14:31	103.344	DEAN	C(B)	14:51:00	108.121	4.62%	\$490.35
6	05/29/2012	05/29/2012	677599AD4	Ohio St Solid Waste Disp Rev Uag Corp Proj	15,000	B-D(S)	13:43:28	76.380	DEAN	C(B)	13:43:00	82.268	7.71%	\$310.35
9a	06/18/2012	06/19/2012	717873NB1	Philadelphia PA	35,000	B-D(S)	16:30:45	108.243	DEAN	C(B)	16:19:00	113.983	5.30%	\$114.75
9c	06/18/2012	06/19/2012	717873NB1	Philadelphia PA	35,000	B-D(S)	16:30:45	108.243	DEAN	C(B)	16:19:00	113.983	5.30%	\$114.75
Total Restitution														\$2,641.16
* Contra parties are identified as follows: B-D (S) indicates another Broker-Dealer selling to the firm; B-D (B) indicates another Broker-Dealer buying from the firm; C (S) indicates a customer selling to the firm; and C (B) indicates a customer buying from the firm.														