

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20130370319-01**

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

RE: Adam Aaron Sampson, Respondent
CRD No. 5777074

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Adam Aaron Sampson ("Sampson"), 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

Sampson began his association with FINRA as a trading assistant at Avian Securities, LLC ("AVIA" or the "firm") on March 29, 2010. According to a Form U-5 filed by AVIA on July 13, 2011, Sampson terminated his employment on June 30, 2011. Sampson was employed at AVIA during all times relevant to the violations described below.

DISCIPLINARY HISTORY

Sampson has no disciplinary history.

SUMMARY

This matter arises out of a review by the OTC Compliance Team of FINRA's Department of Market Regulation (the "staff") of the accuracy of Sampson's advertised trading volume during the period of March 29, 2010 through June 30, 2011.

FACTS AND VIOLATIVE CONDUCT

1. At all times relevant to this matter, Sampson was a trading assistant at AVIA. Part of Sampson's duties and responsibilities was the advertising of trade volume whether traded by him or by other firm employees. As such, Sampson was responsible for ensuring that volume advertised by AVIA in those instances was accurate.
2. During the relevant period, most of AVIA's trade volume was advertised automatically. Traders entered trades into the firm's order management system and the order management system then advertised the volume with outside vendors such as Bloomberg and Thomson Reuters. However, traders could, and did, manually advertise trade volume directly into Bloomberg and/or Reuters as well.
3. During the period of March 29, 2010 through June 20, 2011, Sampson manually advertised trade volume for 67 securities in Bloomberg and/or Thomson Reuters that substantially exceeded AVIA's executed trade volume. In the 52 instances, the firm traded no volume but Sampson advertised anywhere from 10,000 to 429,000 shares. In the other 15 instances, Sampson over-advertised the firm's traded volume by between 14,975 and 585,000 shares.
4. The number of shares manually advertised by Sampson had no apparent relationship to the number of shares actually traded.
5. Sampson manually advertised trade volume that exceeded AVIA's executed trade volume in order to attract order flow to the firm.
6. As a result of the activity described above, Sampson violated FINRA Rules 2010 and 5210 and NASD Rules 2210.

OTHER FACTORS

The sanctions to which Sampson consents take into consideration Sampson's extraordinary cooperation throughout the staff's investigation.

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

A suspension from associating with any member of FINRA in a trader capacity for a period of six weeks and a fine of \$7,500.

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

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 suspended from associating with any FINRA member in a trader capacity, I become subject to a statutory disqualification as that term is defined in Section 3(a)(39) of the Securities Exchange Act of 1934, as amended. Accordingly, I may not be associated with any FINRA member as a trader, during the period of the suspension (see FINRA Rules 8310 and 8311). Furthermore, because I am subject to a statutory disqualification during the suspension, if I remain associated with a member firm in a non-suspended capacity, an application to continue that association may be required.

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 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:

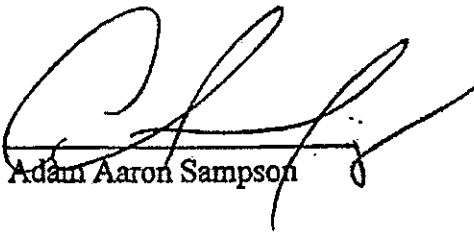
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;

- 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.

6/13/13
Date

Respondent

By: 
Adam Aaron Sampson

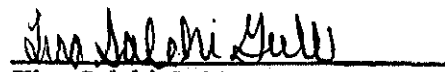
Reviewed by:

Attorney Name
Counsel for Respondent
Firm Name
Address
City/State/Zip
Phone Number

Accepted by FINRA:

7/8/13
Date

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


Tina Salehi Gubb
Chief Counsel
Department of Market Regulation