

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20130370336**

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

RE: Andrew S. English, Respondent
Registered Representative
CRD No. 5650338

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Andrew S. English ("English") 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 English alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. English 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

English entered the securities industry in March 2009 as a registered representative with BCM, a FINRA-regulated broker-dealer, and remained employed there until October 2009. In September 2011, English re-entered the securities industry as a registered representative with BGC Financial, L.P. ("BGC" or the "Firm"), a FINRA-regulated broker-dealer. English obtained his Series 7 and 63 licenses in May 2009 and June 2009, respectively, and his Series 3 license in November 2011.

On July 10, 2012, BGC notified FINRA that English voluntarily terminated his employment with BGC.

English is not currently employed by or associated with a FINRA-regulated broker-dealer. FINRA retains jurisdiction over English pursuant to Article V, Section 4 of FINRA's By-Laws.

RELEVANT DISCIPLINARY HISTORY

English has no prior formal disciplinary history in the securities industry.

OVERVIEW

While associated with BGC, English failed to provide adequate written notice to the Firm prior to engaging in outside business activities with Global Financial News Network ("GFNN"). GFNN provides general market commentary, securities information, and analytics software, including a software product known as Storm Algorithm Suite. Specifically, in November 2011, English disclosed to and received approval from the Firm to act as an "unpaid consultant" for GFNN and its Storm Algorithm Suite as an outside business activity.

However, in December 2011, English became a paid outside consultant in the role of Vice President of Marketing for GFNN. In January 2012, English received \$15,000 in compensation from GFNN for marketing Storm Algorithm Suite. However, English failed to amend his prior disclosure to the Firm concerning his outside business activities with GFNN to reflect his new role and activities or his receipt of compensation from GFNN.

By failing to appropriately disclose the change in the nature of his association and outside business activities with GFNN and its Storm Algorithm Suite to the Firm, English violated FINRA Rules 3270 and 2010.

FACTS AND VIOLATIVE CONDUCT

FINRA Rule 3270 requires that, "No registered person may be an employee, independent contractor, sole proprietor, officer, director or partner of another person, or be compensated, or have the reasonable expectation of compensation, from any other person as a result of any business activity outside the scope of the relationship with his or her member firm, unless he or she has provided prior written notice to the member, in such form as specified by the member."

FINRA Rule 2010 requires the observance of high standards of commercial honor and just and equitable principles of trade. A violation of FINRA Rule 3270 is also a violation of FINRA Rule 2010.

A. Firm Policies and Procedures – Outside Business Activities

The Firm's policies and procedures required its registered representatives to disclose to the Firm, in writing, any outside business activity prior to engaging in such activity. Upon receipt of the notification of outside business activities, the Firm issued a written letter reflecting its approval or disapproval of the requested activity. The Firm's registered representatives were also prohibited from receiving compensation from activities rendered outside the scope of their employment with the Firm, and from serving as a consultant to any business entity other than the Firm, without obtaining prior written approval. Finally, the Firm's policies and procedures required its registered representatives to disclose all outside business activities on an annual basis.

B. English's Outside Business Activities With GFNN

GFNN reportedly provides general market commentary, securities information, and analytics and offers its institutional users analytical products, including a proprietary product known as Storm Algorithm Suite.

On July 1, 2011, English became an outside sales consultant for GFNN. In return for his services, GFNN and English orally agreed that English would be paid \$12,000 per month and work 35 to 40 hours per week over a two month period. As a sales consultant, English received access to GFNN's proprietary software, and was tasked with researching possible office locations in Manhattan for GFNN.

GFNN paid English \$24,000 over the time period of July to December 2011 as compensation for the services he previously provided in July and August of 2011 before English was associated with BCG.

C. English Joins BGC and Discloses his GFNN-related Activities

In September 2011, English joined BGC as a registered representative and a commodity futures broker. At that time, English did not disclose to the Firm his affiliation with or receipt of compensation from GFNN. The Uniform Application for Securities Industry Registration or Transfer ("Form U4") filed when English joined BGC indicated that he was not currently engaged in any other business enterprise.

On November 2, 2011, English completed BGC's outside business activities disclosure form (the "November 2011 OBA Disclosure") and disclosed that he was and had been an "unpaid consultant" for Storm Algorithm Suite since July 2011. English's November 2011 OBA Disclosure was provided after his affiliation with GFNN commenced and did not make any reference to GFNN by name; nor did it reference the compensation he had received from GFNN.

The Firm's Chief Compliance Officer approved English's November 2011 OBA Disclosure and his outside business activities related to Storm Algorithm Suite the same day. However, the Firm reminded English in writing that he could not assume any additional duties or responsibilities relating to, or materially change his involvement in, Storm Algorithm Suite without first submitting a new OBA disclosure form and obtaining the Firm's approval.

D. English's Failure to Update or Amend the November 2011 OBA Disclosure

In December 2011, English became a paid outside consultant for GFNN in the role of Vice President of Marketing. In this capacity, English reported to GFNN's chief executive officer and chief operating officers, and was principally responsible for developing a sales pipeline for the Storm Analytics Suite. English also had authority to negotiate deals with institutional users for the use of other GFNN products. Pursuant to an unsigned "Letter of Understanding", English was to receive \$10,000 per month, a five percent sales commission on all sales for a three year period, and 100,000 options issued at \$1.00 price for achieving certain timed sales milestones as compensation for his new duties.

From December 2011 to February 2012, English prepared marketing materials, gave product demonstrations (including at an investor meeting), set up trials of the product and gathered feedback from prospective clients for GFNN. English received \$15,000 from GFNN for his services.

On or about February 10, 2012, English resigned his position as a consultant for GFNN. Notwithstanding the changes in his title or compensation, English did not amend or update his November 2011 OBA Disclosure to the Firm or otherwise update his Form U4 disclosures regarding his activities with GFNN and/or Storm Algorithm Suite, or the compensation he received from GFNN.

By failing to give the requisite prior notice to the Firm of the change in his position with and compensation received from GFNN, English violated FINRA Rules 3270 and 2010.

- B. English consents to the imposition of the following sanctions:
- a. A 30 day suspension from associating with any FINRA-regulated broker-dealer in any capacity; and
 - b. A fine of \$5,000 (deferred).

English understands that if he is suspended from associating with any FINRA member, he becomes 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, English may not be associated with any FINRA member in any capacity, including clerical or ministerial functions, during the period of the suspension (see FINRA Rules 8310 and 8311).

The fine shall be due and payable either immediately upon reassociation with a member firm following the 30 day 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.

English specifically and voluntarily waives any right to claim that he is unable to pay, now or at any time hereafter, the monetary sanction imposed in this matter.

The sanctions imposed herein shall be effective on a date set by FINRA staff.

II.

WAIVER OF PROCEDURAL RIGHTS

English specifically and voluntarily waives 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, English specifically and voluntarily waives 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.

English 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

English 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 me; and
- C. If accepted:
 - 1. this AWC will become part of his permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against him;
 - 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. English 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. English 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 his: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal

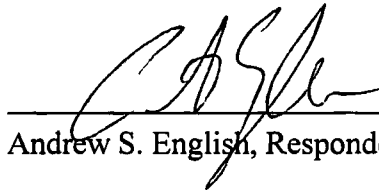
proceedings in which FINRA is not a party.

- D. English may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. English understands that he 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.

English certifies that he has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that he has 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 him to submit it.

6/18/14

Date (mm/dd/yyyy)

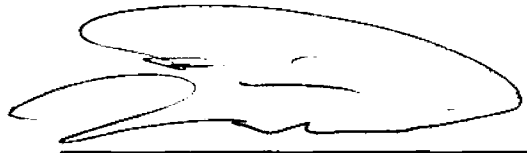


Andrew S. English, Respondent

Reviewed by:

6/18/14

Date (mm/dd/yyyy)



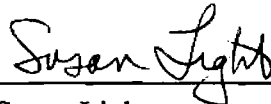
Michael S. Komar
Counsel for Respondent
Menz Bonner Komar & Koenigsberg LLP
444 Madison Avenue, 39th Floor
New York, New York 10022
Tel. (212) 223-2100

Accepted by FINRA:

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

6/25/14

Date (mm/dd/yyyy)



Susan Light
Senior Vice President & Chief Counsel
FINRA Department of Enforcement
One World Financial Center
200 Liberty Street, 11th Floor
New York, New York 10281