

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2013037221001**

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

RE: Gary Dennis, Respondent
Registered Representative
CRD No. 5367020

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Respondent Gary Dennis 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 Respondent alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. Respondent 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

Dennis first became registered as an Investment Company Products/Variable Contracts Representative on July 12, 2007, through an association with Chase Investment Services Corp. (BD No. 25574) ("CISC") where he subsequently became registered as a General Securities Representative ("GSR") on February 29, 2012. On October 1, 2012, Dennis' registrations were mass transferred to J.P. Morgan Securities LLC (BD No. 79) ("JPMSI") where he remained registered until June 7, 2013, when he was discharged and JPMSI filed a Uniform Termination Notice for Securities Industry Registration ("Form U5") stating that Dennis "allegedly accepted \$500 processing fee for initiating a limited liability company application for a client. [Dennis] denies the allegation."

Dennis is currently, and has been, registered as an IR and GSR through an association with another member firm since August 8, 2013.

RELEVANT DISCIPLINARY HISTORY

Dennis has no disciplinary history.

OVERVIEW

Dennis engaged in an outside business activity while registered with FINRA through an association with JPMSI in violation of FINRA Rules 3270 and 2010. When asked about the outside business activity, Dennis made misstatements to his employer in violation of FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

1. Dennis' Undisclosed Outside Business Activity

FINRA Rule 3270 prohibits any person associated with a FINRA member firm from being an employee, independent contractor, sole proprietor, officer, director or partner of another person, or being compensated, or having 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 all associated persons to observe high standards of commercial honor and just and equitable principles of trade.

In April 2013, Dennis was employed by JPMorgan Chase Bank, N.A. ("Chase") while registered with FINRA as a GSR and IR through JPMSI. On or about April 4, 2013, Dennis assisted Chase bank customer EP by processing an application for EB's limited liability company ("LLC"), in exchange for \$500.

JPMSI's policies and procedures required its registered representatives to provide prior written notice disclosing all outside business activities. JPM reminded Dennis through Outside Business Activities Disclosure questionnaires of this obligation. Dennis failed to disclose to JPM his outside business activities related to his work on behalf of EB or the compensation he received for that unapproved activity. Dennis violated FINRA Rules 3270 and 2010 by failing to provide prompt written notice to JPM of his outside business activity and his receipt of \$500 in compensation for this unapproved outside business activity.

As a result of the foregoing, Dennis violated FINRA Rules 3270 and 2010.

2. Dennis' False Statements to His Employer Concerning His Outside Business Activity

In April and May 2013, when questioned by Chase about his outside business activity, Dennis made verbal and written misstatements to Chase and denied his actions. Specifically, Chase questioned Dennis about his conduct on two separate dates: April 26, 2013; and May 3, 2013. On each of these dates, Dennis: 1) stated verbally to Chase investigators that he had not processed the paperwork for EP's LLC, and 2) provided a written statement on which he wrote that he had referred EP to another individual in order to process her LLC, and that he had not received any money from EP.

As a result of the foregoing, Dennis violated FINRA Rule 2010.

B. Respondent also consents to the imposition of the following sanctions:

- o A suspension from association with any FINRA member in any capacity for a period of five months; and
- o A \$10,000 fine.

Respondent agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. Respondent has submitted an Election of Payment form showing the method by which Respondent proposes to pay the fine imposed.

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

Respondent understands that if Respondent is barred or suspended from associating with any FINRA member, Respondent 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, Respondent 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.

II.

WAIVER OF PROCEDURAL RIGHTS

Respondent specifically and voluntarily waives the following rights granted under FINRA's Code of Procedure:

- A. To have a Complaint issued specifying the allegations against Respondent;
- 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, Respondent 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.

Respondent 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

Respondent understands that:

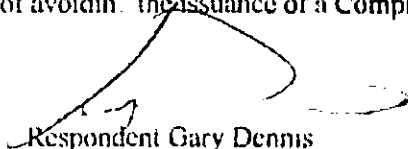
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against Respondent; and
- C. If accepted:
 - 1. this AWC will become part of Respondent's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against Respondent;

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. Respondent 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. Respondent 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 Respondent'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. Respondent may attach a Corrective Act on Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. Respondent understands that Respondent 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.

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

11/21/2014
Date (mm/dd/yyyy)


Respondent Gary Dennis

Accepted by FINRA:

January 28, 2015

Date

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

Christina J. Kang /MPD

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