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**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2013038009301**

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

RE: Harry E. Peden IV, Respondent
General Securities Representative
CRD No. 2468177

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I 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

Respondent Harry E. Peden IV entered the securities industry by applying for registration at a FINRA member firm in March 1994 and worked for several firms while in the industry. He first became registered as an Investment Company and Variable Contracts Products Representative in January 1999 and as a General Securities Representative in September 2000.

On March 28, 2013, Peden applied for registration as a General Securities Representative at FINRA member National Securities Corporation (the Firm). His registration was approved on June 14, 2013. The Firm terminated Peden's registration on October 29, 2013. He has not since been associated with any other FINRA member.

Peden has no relevant disciplinary history.

OVERVIEW

Peden failed to timely disclose a civil judgment on his Uniform Application for Securities Industry Registration or Transfer (Form U4). In addition, he engaged in an outside business activity without appropriate written notice to the Firm.

FACTS AND VIOLATIVE CONDUCT

On February 4, 2013, a civil judgment for \$2,424.53 was entered against Peden in a Connecticut Superior Court. Peden became aware of the judgment within days of its filing. Nevertheless, he did not disclose it on his Form U4 when he applied for registration with National Securities on March 28, 2013. In fact, he did not update his Form U4 to reflect the judgment until September 12, 2013. By failing to timely disclose an unsatisfied judgment, Peden violated Article V, Section 2(c) of the FINRA By-Laws of the Corporation and FINRA Rules 1122 and 2010.

From approximately March 2013, through approximately October 2013, Peden worked as a baseball umpire. For this activity, he received compensation of approximately \$2,800. Peden never provided National Securities with prior written notice that he intended to act as an umpire and receive compensation for it. In addition, Peden failed to disclose his work as an umpire when he completed a semi-annual questionnaire administered by the Firm on September 13, 2013. In the questionnaire, he falsely answered "No" to the question: "While associated with the Firm, have you accepted direct compensation from any person or entity other than your Broker Dealer without the prior written approval of the Chief Supervisory Officer via submission of an Outside Business Interest form?" By engaging in an outside business activity without giving prior written notice to his firm, Peden violated FINRA Rules 3270 and 2010.

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

1. A four-month suspension from association with all FINRA members in all capacities; and
2. A \$10,000.00 fine.

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 fine shall be due and payable either immediately upon reassociation with a member firm following the four-month 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 imposed in this matter.

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 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.

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:

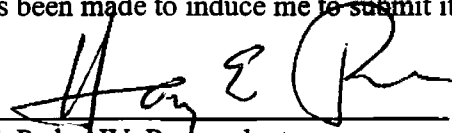
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs (ODA), pursuant to FINRA Rule 9216;

- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against me;
- 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 accordance with FINRA Rule 8313;
 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; and
- 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.

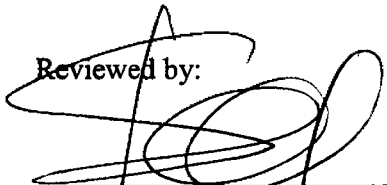
9/29/15

Date (mm/dd/yyyy)



Harry E. Peden IV, Respondent

Reviewed by:


John T. Shaban, Esq.
Counsel for Respondent
Whitman Breed Abbott & Morgan LLC
500 West Putnam Avenue
Greenwich, Connecticut 06830
(203) 862-2362

Accepted by FINRA:

10/21/2015
Date

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


Christopher Ferrin
Deputy Regional Chief Counsel, West Region
FINRA Department of Enforcement
One Montgomery Street, Suite 2100
San Francisco, California 94104
(415) 217-1121; Fax: (415) 217-1201