

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 201303873500 2**

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

RE: Branden Robert Windle, Respondent
General Securities Representative
CRD No. 6091295

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Respondent Branden Robert Windle, 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

Branden Robert Windle ("Windle") first became registered with FINRA as a General Securities Representative in August 2012 through his association with member firm J.P. Morgan Securities LLC (BD No. 79)("the Firm"). He worked in a branch office of the Firm located in Los Angeles, California. He remained registered with FINRA through his association with that Firm until October 24, 2013.

Windle was last registered with FINRA on October 24, 2013. As such, Windle remains subject to FINRA jurisdiction pursuant to Article V, Section 4 of FINRA's By-laws.

RELEVANT DISCIPLINARY HISTORY

Windle has no disciplinary history with the U.S. Securities and Exchange Commission, any state securities agency, FINRA or any other self-regulatory organization.

OVERVIEW

Between June 2013 and October 2013 (the "Relevant Period"), while working as a General Securities Representative of the Firm, Windle executed private securities transactions by soliciting five individuals to invest a total of \$40,000 in equity interests in a Limited Liability Corporation ("LLC") of which he was a principal and part owner. Windle did not provide the Firm with the requisite prior written notification of the private securities transactions. By the foregoing, Windle violated NASD Rule 3040 and FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

In the Spring of 2013, Windle along with two other registered representatives at the Firm, developed the concept of a mobile phone application that would create a social network for live entertainment events. In June 2013, Windle and the two Firm registered representatives formed an LLC to develop the mobile phone application.

By September 2013, Windle participated in private securities transactions by soliciting five investors to invest a total of \$40,000 in the LLC without providing prior written notice to the Firm. The five investors were Windle's relatives and college friends and were not customers of the Firm. The investors purchased a collective 15% equity stake in the LLC. The five investors are still invested in the LLC. The five investments in the LLC are securities transactions. Windle did not provide the Firm with prior written notice of his sale of equity interests in the LLC to the five investors.

NASD Rule 3040 prohibits associated persons from participating in any manner in a private securities transaction except in accordance with the requirements of the Rule. It also requires an associated person to provide written notice to his firm prior to participating in any private securities transaction. By selling equity interests in the LLC to five investors away from the Firm without providing the Firm with prior written notice, Windle violated NASD Rule 3040 and 2010.

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

- A one month suspension from association with any FINRA member in any capacity; and
- a \$5,000 fine.

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

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 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 prejudice 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; and

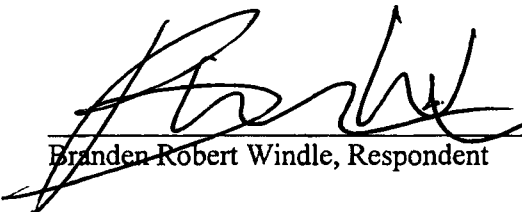
C. If accepted:

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 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.

- 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.

4/3/2015
Date (mm/dd/yyyy)


Branden Robert Windle, Respondent

Accepted by FINRA:

4/15/15
Date

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

Susan Light
Susan Light
Senior Vice-President and Chief Counsel
FINRA Department of Enforcement
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