

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2013038960801**

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

RE: Denis Michael O'Brien, Respondent
General Securities Representative
General Securities Sales Supervisor
CRD No. 716498

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

Denis Michael O'Brien ("O'Brien") entered the securities industry in February 1986 as a registered representative with a FINRA member firm, where he worked until August 2004. From August 2004 to October 2013, O'Brien was registered with Morgan Stanley (the "Firm"). O'Brien resigned from the Firm in October 2013, to join another FINRA member firm where he remained until November 15, 2013. On November 20, 2013, that firm filed an amended Uniform Termination Notice for Securities Industry Registration clarifying that O'Brien was terminated "due to his changing client telephone numbers at his prior broker/dealer prior to his affiliation with Raymond James."

O'Brien is currently registered with another FINRA member firm. O'Brien holds Series 7, 9, 10, 31, 63 and 65 licenses.

RELEVANT DISCIPLINARY HISTORY

O'Brien does not have any relevant disciplinary history.

OVERVIEW

In October 2013, while registered with the Firm, O'Brien altered approximately 206 telephone numbers for 156 of his clients in the Firm's computer systems, which caused the Firm's books and records to contain inaccurate information in violation of Section 17(a) of the Securities Exchange Act of 1934 and Rule 17a-3 promulgated thereunder. By altering the customer telephone numbers and causing the Firm's books and records to be inaccurate, O'Brien violated FINRA Rules 2010 and 4511(a).

FACTS AND VIOLATIVE CONDUCT

FINRA Rule 2010 requires that a member, in the conduct of his business, shall observe high standards of commercial honor and just and equitable principles of trade.

FINRA Rule 4511(a) requires that members shall make and preserve books and records as required under the FINRA Rules, the Exchange Act and the applicable Exchange Act rules. Customer telephone numbers are among the records that a firm must maintain.

On October 24, 2013, O'Brien altered 206 telephone numbers for 156 client accounts in two of the Firm's computer systems. O'Brien made these changes without the knowledge or authorization of the affected clients or the Firm.

On October 25, 2013, O'Brien resigned from the Firm. Upon his resignation, the Firm assigned his former clients to four financial advisors. When the financial advisors attempted to contact O'Brien's clients, they discovered that the Firm's computer systems contained inaccurate telephone numbers.

By altering the telephone records of the Firm's customers, O'Brien failed to uphold high standards of commercial honor in violation of FINRA Rule 2010. By altering these records, he also caused the Firm's books and records to be inaccurate in violation of FINRA Rules 4511(a) and 2010.

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

- A 45-calendar day suspension from association with any FINRA member in any capacity, and
- a \$5,000 fine

I agree to pay the monetary sanction upon notice that this AWC has been accepted and that such payment is due and payable. I have submitted an Election of Payment form showing the method by which I propose to pay the fine imposed.

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 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; 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.

12/9/14
Date

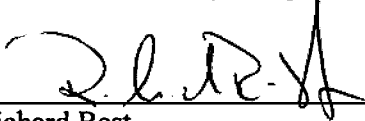


Denis O'Brien
Pro Se

Accepted by FINRA:

1-8-15
Date

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



Richard Best
Chief Counsel
FINRA Department of Enforcement
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