

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2014041901701**

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

RE: Yimin Ge, Respondent
CRD No. 4891755

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

Yimin Ge ("Ge" or "Respondent") first entered the securities industry in July 2002 when she became associated with a FINRA member firm. While employed with this FINRA member firm, Ge passed the General Securities Representative Examination (Series 7) on January 31, 2005 and the Uniform Combined State Law Examination (Series 66) on December 9, 2005. After Ge's employment with this FINRA member firm concluded in January 2009, she worked in a registered capacity with one other FINRA member firm before re-joining her first FINRA member firm employer in November 2010. Ge remained employed there until she joined SG Americas Securities, LLC (the "Firm" or "SG") in May 2011.

On July 11, 2014, the Firm filed a Form U5 Uniform Termination Notice for Securities Industry Registration (the "Form U5") with FINRA disclosing that Ge's employment was terminated on June 12, 2014. Ge is not currently employed by a FINRA member firm, but remains subject to FINRA's jurisdiction pursuant to Article V, Section 4 of FINRA's By-Laws.

RELEVANT DISCIPLINARY HISTORY

Ge has no prior relevant disciplinary history.

OVERVIEW

Between 2011 and 2013, Ge entered into an agreement with counterparties at other financial institutions to engage in pre-arranged trading in violation of Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder, and FINRA Rules 2020 and 2010.

FACTS AND VIOLATIVE CONDUCT

1. Pre-arranged Trading.

Between 2011 and 2013, on multiple occasions, Ge purchased securities from counterparties with an understanding that her counterparty would repurchase the security within a short time frame. On at least one occasion during this time period, Ge also sold securities to a counterparty with a similar understanding that she would repurchase them from her counterparty at a later date. These pre-arranged transactions artificially influenced the natural forces of supply and demand in the market for the relevant securities.

Exchange Act Rule 10b-5(a), promulgated under Section 10(b) of the Exchange Act, states that "[i]t shall be unlawful for any person" in connection with the purchase or sale of any security, "[t]o employ any device, scheme, or artifice to defraud." Exchange Act Rule 10b-5(c) states that "[i]t shall be unlawful for any person," in connection with the purchase or sale of any security, "[t]o engage in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person."

FINRA Rule 2020 states that "[n]o member shall effect any transaction in, or induce the purchase or sale of, any security by means of any manipulative, deceptive or other fraudulent device or contrivance."

FINRA Rule 2010 provides that "[a] member, in the conduct of its business, shall observe high standards of commercial honor and just and equitable principles of trade."

Accordingly, because Ge engaged in pre-arranged trading, she acted with scienter to prevent certain securities' price and volume from accurately reflecting market activity. By engaging in this conduct, Ge willfully violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, and FINRA Rules 2020 and 2010.

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

A bar from associating with any FINRA member in any capacity.

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. Pursuant to FINRA Rule 8313(e), a bar or expulsion shall become effective upon approval or acceptance of this AWC.

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 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. 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.**

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

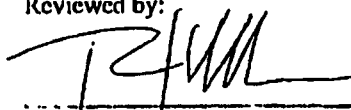
prospect of avoiding the issuance of a Complaint, has been made to induce me to submit it.

10/2/2014
Date


Yimn Sa, Respondent

By: _____

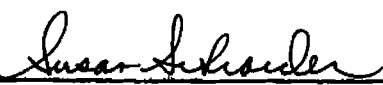
Reviewed by:


Theodore A. Krebsbach, Esq.
Murphy & McGonigle
Counsel for the Respondent
1185 Avenue of the Americas
21st Floor
New York, NY 10036

Accepted by FINRA:

10/27/14
Date

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


Susan Schroeder
Senior Vice President and Counsel
FINRA Department of Enforcement
One World Financial Center
200 Liberty Street
New York, NY 10281-1003
Tel: 646-315-7466