

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20150452689-01**

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

RE: Jonathan Spencer Williams, Respondent
CRD No. 4069029

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I Jonathan Spencer Williams ("Williams" or "Respondent"), 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

Williams entered the securities industry in November 1999, when he became associated with two FINRA-regulated firms. Williams obtained his Series 66 license in January 2000 and his Series 7 license in February 2000. In February 2006, Williams became registered with NYLife Securities LLC ("NYLife" or the "Firm"). Williams remained at the Firm until he was terminated on March 31, 2015.

On April 24, 2015, the Firm filed a Uniform Termination Notice for Securities Industry Registration ("Form U5") reporting that the reason for termination was a discharge for, among other things, providing non-genuine bank records to the Firm.

Although Williams is not currently registered or associated with a FINRA member firm, he remains subject to FINRA's jurisdiction pursuant to Article V, Section 4 of FINRA's By-Laws.

RELEVANT DISCIPLINARY HISTORY

Williams has no prior relevant disciplinary history.

OVERVIEW

Williams failed to provide on-the-record testimony as requested by FINRA staff's Rule 8210 request letter dated June 19, 2015. Williams thereby violated FINRA Rules 8210 and 2010.

FACTS AND VIOLATIVE CONDUCT

FINRA Rule 8210 provides, in relevant part, that "for the purpose of an investigation, complaint, examination, or proceeding authorized by the FINRA By-Laws or rules ... FINRA staff shall have the right to ... require a member, person associated with a member, or person subject to FINRA's jurisdiction to provide information orally, in writing, or electronically ... with respect to any matter involved in the investigation, complaint, examination, or proceeding."

FINRA Rule 2010 requires that associated persons, in the conduct of their business, observe high standards of commercial honor and just and equitable principles of trade. A failure to comply with Rule 8210 is a violation of FINRA Rule 2010.

The Firm disclosed in the Form U5 that Williams was discharged for "provid[ing] the Company with Bank records that were deemed not genuine based on multiple misspellings and numerous errors." The Form U5 also disclosed that Williams "potentially commingled a client's funds to a Bank account directly under his control and benefit in violation of Company policy."

On June 19, 2015, during the course of an investigation into the Firm's allegations, FINRA requested, pursuant to FINRA Rule 8210, that Williams appear and provide testimony under oath on July 9, 2015.

As stated in a telephone call with FINRA staff on July 2, 2015, and by this agreement, Williams, through his attorney, acknowledges receipt of FINRA's Rule 8210 request for testimony and has informed staff that he will not cooperate with FINRA's investigation and that he would not appear for on-the-record testimony on July 9, 2015 or at any time. By refusing to appear for testimony as requested pursuant to FINRA Rule 8210, Williams violates FINRA Rules 8210 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. 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:

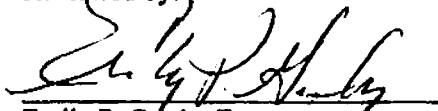
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will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

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.

7/10/2015
Date (mm/dd/yyyy)


Jonathan Spencer Williams, Respondent

Reviewed by:



Emily P. Gordy, Esq.
Counsel for Respondent
Shulman, Rogers, Gandal, Pordy & Ecker, P.A.
12505 Park Potomac Avenue, 6th Floor
Potomac, MD 20854
Tel: (301) 945-9284

Accepted by FINRA:

7-22-15
Date

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



Susan Schroeder
Senior Vice President, Counsel
FINRA Department of Enforcement
200 Liberty Street, 11th Floor
New York, NY 10281
Tel: (646) 315-7466