

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2015046811401**

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

RE: Gregg D. Templeton ("Templeton"), Respondent
General Securities Representative
CRD No. 2412775

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

Templeton entered the securities industry in September 1993 when he became associated with a FINRA-regulated broker-dealer. He became registered as a General Securities Representative ("GSR") in October 1993. Between October 1993 and June 2006, Templeton worked as a GSR with six different FINRA-regulated broker-dealers. In January 2007, he became associated as a GSR with Oppenheimer & Co., Inc. (the "Firm"), a FINRA-regulated broker-dealer. On August 28, 2015, the Firm submitted a Uniform Termination Notice for Securities Industry Registration ("Form U5") reporting that Templeton was terminated on July 31, 2015 "after an internal review concluded that he engaged in compensated consulting services, including capital raising, for a company without prior disclosure to and without proper approvals" from the Firm. Following his association with the Firm, Templeton became associated as a GSR with two additional FINRA-regulated broker-dealers. His association with the last FINRA-regulated broker-dealer ended in February 2016. Templeton is not currently associated with another FINRA regulated broker-dealer, however, pursuant to

Article V, Section 4 of FINRA's By-Laws, FINRA retains jurisdiction over Templeton.

OVERVIEW

After initiating an investigation into allegations that Templeton, among other things, misused customer funds in 2014 and committed other sales practice violations during the period from July 2010 through July 2015, FINRA requested pursuant to FINRA Rule 8210 that Templeton provide documents and information to FINRA. Templeton failed to provide the requested documents and information to Enforcement in violation of FINRA Rules 8210 and 2010.

FACTS AND VIOLATIVE CONDUCT

FINRA Rule 8210(a)(1) states, in relevant part, that FINRA staff have the right to requires "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 members and associated persons "observe high standards of commercial honor and just and equitable principles of trade." Failure to comply with Rule 8210 is a violation of FINRA Rule 2010.

On May 26, 2016, FINRA staff sent Templeton a letter pursuant to FINRA Rule 8210, which requested that Templeton provide certain documents and information. Templeton provided documents and information pursuant to this request.

Subsequently, on December 19, 2016, FINRA staff sent Templeton another letter pursuant to FINRA Rule 8210, which requested that he provide additional documents and information to FINRA. The December 19, 2016 letter was sent to Templeton's residential address as reflected in the Central Registration Depository via certified mail and first class mail and by email to the email address Templeton had previously used to communicate with FINRA staff. On December 28, 2016, Templeton sent an email and requested an extension to respond to FINRA staff's request.

On February 10, 2017, after two additional extensions, counsel for Templeton informed FINRA staff that Templeton would not produce the requested documents and information requested in the December 19, 2016 letter and Templeton would no longer cooperate with FINRA's investigation. To date, Templeton has failed to provide the documents and information requested.

By refusing to provide the documents and information as requested pursuant to FINRA Rule 8210, Templeton violated 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 understand and acknowledge that FINRA does not represent or advise me and I cannot rely on FINRA or FINRA staff members for legal advice; 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.

4/3/17
Date (mm/dd/yyyy)


Gregg D. Templeton, Respondent

Accepted by FINRA:

4/20/17
Date

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


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