

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER, AND CONSENT
NO. 2015047322501**

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

RE: Matthew Geiser, Respondent
CRD No. 4203782

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

Geiser entered the securities industry in 2000. He was registered with FINRA or its predecessor as an investment company shares and variable contracts representative starting in 2002 and as a general securities representative starting in 2005; both registrations were terminated on March 3, 2016. After associating with three firms between 2000 and 2009, Geiser associated with Principal Securities, Inc. (CRD No. 1137) from February 2009 to September 2015 and he associated with Independent Financial Group, LLC (CRD No. 7717) from October 2015 to March 3, 2016. Geiser has not associated with any FINRA member since March 3, 2016.

On August 26, 2016, Principal Securities, Inc. filed a Form U5 disclosing new potentially actionable conduct by Geiser. So, FINRA has jurisdiction over Geiser under Article V, Section 4 of its by-laws until August 24, 2018.

RELEVANT DISCIPLINARY HISTORY

Geiser does not have any history of discipline by FINRA, the Securities and Exchange Commission, or any state securities regulator.

OVERVIEW

Geiser refused to appear for on-the-record testimony under FINRA Rule 8210, thereby violating that rule and FINRA Rule 2010.

FACTS AND VIOLATIVE CONDUCT

In October 2015, FINRA staff began investigating allegations of misconduct against Geiser, including allegations that he made unsuitable recommendations and misleading statements about variable annuities to several customers. In connection with that investigation, FINRA staff notified Geiser during a telephone call on September 22, 2016 that they were preparing to request his on-the-record testimony under FINRA Rule 8210; Geiser responded that he would not appear. On the same day, FINRA staff mailed a request to Geiser for on-the-record testimony under FINRA Rule 8210. On September 27, 2016, Geiser responded via e-mail that he would not appear for on-the-record testimony on the scheduled date or at any other time. As he indicated in that e-mail and by this AWC, Geiser acknowledges that he received FINRA's request for on-the-record testimony under FINRA Rule 8210, will not comply with that request at any time, and will not otherwise cooperate in FINRA's investigation of his conduct, including whether he made unsuitable recommendations and misleading statements about variable annuities to several customers.

By refusing to appear for on-the-record testimony as requested under FINRA Rule 8210, Geiser 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 and all capacities

I understand that if I am barred 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 (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 testimonial obligations or 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.

10/27/2016
Date (mm/dd/yyyy)


Matthew Geiser

Reviewed by:

Attorney Name
Counsel for Respondent
Firm Name
Address
City/State/Zip
Phone Number

Accepted by FINRA:

11/04/16
Date

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

Heimer Chawla for J. Loyd
Gattis

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