

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2015047862701**

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

RE: Matthew Edward O'Callaghan, Respondent
General Securities Representative
CRD No. 5273940

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Matthew Edward O'Callaghan ("O'Callaghan"), 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

O'Callaghan entered the securities industry in December 2006 and acquired his Series 7 securities license (General Securities Representative) in February 2007. From December 2006 to April 2007, O'Callaghan was associated with a FINRA member firm. O'Callaghan's Series 7 securities license lapsed thereafter.

In October 2010, O'Callaghan became associated with FINRA member firm Odeon Capital Group LLC (the "Firm"). In February 2011, O'Callaghan re-acquired his Series 7 securities license. O'Callaghan was employed by the Firm as a Bank Loan Trader and was responsible for trading secondary bank loans on a riskless principal basis for the Firm.

On August 26, 2015, the Firm filed a Uniform Termination Notice for Securities Industry Registration ("Form U5") with FINRA reporting O'Callaghan's voluntary termination on August 4, 2015. O'Callaghan's registrations with FINRA ended on August 26, 2015.

On November 19, 2015, the Firm filed a Form U5 Amendment reporting that the Firm initiated an internal review into allegations concerning O'Callaghan's "possible conversion and theft of funds related to transactions involving secondary market syndicate loan trades."

O'Callaghan is not currently associated with a FINRA member firm, but he remains subject to FINRA's jurisdiction pursuant to Article V, Section 4 of the FINRA By-Laws.

RELEVANT DISCIPLINARY HISTORY

In January 2009, O'Callaghan entered into an AWC that imposed a censure, an 18-month suspension, and a \$10,000 fine for violating NASD Rules 2110 and 3110. Specifically, during the period of March 2007 to April 2007, O'Callaghan mismarked corporate bond positions in his proprietary trading book and caused inaccurate corporate bond prices to be recorded on the books and records of a FINRA member firm.

OVERVIEW

O'Callaghan failed to provide documents and information requested by FINRA Enforcement staff pursuant to FINRA Rule 8210, in violation of FINRA Rules 8210 and 2010.

FACTS AND VIOLATIVE CONDUCT

On January 11, 2016, during the course of an investigation into the allegations contained in the Firm's Form U5 Amendment referenced above, Enforcement staff sent O'Callaghan a letter requesting that he provide documents and information, pursuant to FINRA Rule 8210, by January 19, 2016 (the "First Request"). O'Callaghan did not provide the requested documents and information by January 19, 2016.

On January 20, 2016, Enforcement staff sent O'Callaghan another letter requesting that he provide the documents and information requested in the First Request, pursuant to FINRA Rule 8210, by January 29, 2016 (the "Second Request"). O'Callaghan did not provide the requested documents and information by January 29, 2016.

FINRA Rule 8210 authorizes FINRA, for purposes of conducting an investigation, to require a person associated with a FINRA member to "provide information orally, in writing, or electronically...with respect to any matter involved in the investigation..."

FINRA Rule 2010 requires members, in the conduct of their business, to observe high standards of commercial honor and just and equitable principles of trade.

By failing to provide documents and information as requested by FINRA Enforcement staff pursuant to FINRA Rule 8210, O'Callaghan 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 firm 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.

2/11/2016
Date (mm/dd/yyyy)

Matthew E. O'Callaghan
Matthew Edward O'Callaghan, Respondent

Reviewed by:

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Accepted by FINRA:

2/25/16
Date

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

Susan Schroeder
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