

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2016048695601**

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

**RE: James Vincent O'Reilly, III, Respondent
General Securities Representative
CRD No. 857252**

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

James Vincent O'Reilly, III ("O'Reilly" or "Respondent") first became registered as a General Securities Representative (Series 7) with a FINRA member firm in 1978. From May 26, 2006 to January 1, 2008, O'Reilly was registered with A.G. Edwards & Sons, Inc. ("A.G. Edwards"). On January 1, 2009, O'Reilly's registration with A.G. Edwards was mass transferred to Wells Fargo Advisors, LLC. O'Reilly remained registered with Wells Fargo until October 4, 2016, when the Firm filed a Form U5 terminating his registration. O'Reilly is not currently registered. He has no disciplinary history.

FINRA retains jurisdiction over O'Reilly pursuant to Article V, Section 4(a) of FINRA's By-Laws because the conduct that serves as the basis for this action commenced prior to O'Reilly's termination of association from a FINRA member, and the AWC has been filed within two years after the effective date of his last termination of association from a FINRA member.

OVERVIEW

In 2007, while O'Reilly was registered with A.G. Edwards, he was charged with, and pleaded no contest to, a felony drug offense. O'Reilly, however, willfully failed to amend his Uniform Application for Securities Industry Registration or Transfer ("Form U4") to disclose his felony charge and no contest plea. As a result of the foregoing, O'Reilly willfully violated Article V, Section 2 of the NASD By-Laws, NASD Rule 2110, NASD IM-1000-1, Article V, Section 2 of FINRA's By-Laws, and FINRA Rules 1122 and 2010.¹

FACTS AND VIOLATIVE CONDUCT

Article V, Section 2 of the NASD and FINRA By-Laws require that registrations filed with FINRA be kept current at all times and that amendments must be filed with FINRA "not later than 30 days after learning of the facts or circumstances giving rise to the amendment."

FINRA Rule 1122, formerly NASD IM-1000-1, prohibits members or associated persons with a member firm from filing with FINRA information regarding registration "which is incomplete or inaccurate so as to be misleading, or which could in any way tend to mislead, or fail to correct such filing after notice thereof."

On February 24, 2007, O'Reilly was charged with a felony drug offense. He pleaded no contest to this charge on September 17, 2007. O'Reilly was registered with A&G Edwards at the time he was charged and pleaded no contest to the felony drug offense.

O'Reilly knew that he was required to amend his Form U4 to disclose his felony charge and no contest plea but he willfully failed to do so.

As a result of the foregoing, O'Reilly willfully violated Article V, Section 2 of the NASD By-Laws, NASD Rule 2110, NASD IM-1000-1, Article V, Section 2 of FINRA's By-Laws, and FINRA Rules 1122 and 2010.

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

- A six-month suspension from association with any FINRA member in any capacity; and,
- A \$5,000 fine.

¹ FINRA 2010 superseded NASD Rule 2110 effective December 15, 2008; Article V of the FINRA By-Laws superseded Article V of the NASD By-Laws effective July 30, 2007; FINRA Rule 1122 superseded NASD IM-1000-1 effective Aug. 17, 2009.

The fine shall be due and payable either immediately upon reassociation with a member firm, or prior to any application or request for relief from any statutory disqualification resulting from this or any other event or proceeding, whichever is earlier.

I specifically and voluntarily waive any right to claim that I am unable to pay, now or at any time hereafter, the monetary sanction imposed in this matter.

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).

I understand that this settlement includes a finding that I willfully omitted to state a material fact on a Form U4, and that under Section 3(a)(39)(F) of the Securities Exchange Act of 1934 and Article III, Section 4 of FINRA's By-Laws, this omission makes me subject to a statutory disqualification with respect to association with a member.

The sanction imposed herein shall be effective on a date set by FINRA staff.

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:

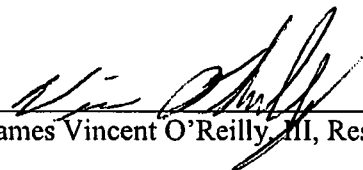
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will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

- D. I may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. I understand that I may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA or its staff.

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.

11-5-16
Date (mm/dd/yyyy)


James Vincent O'Reilly, III, Respondent

Reviewed by:



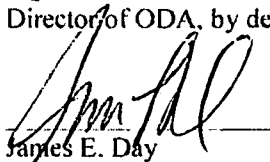
Eric D. Lansverk
Counsel for Respondent
Hillis Clark Martin & Peterson, P.S.
999 Third Avenue, Suite 4600
Seattle, WA 98104
Tele: 206-470-7634

Accepted by FINRA:

11/21/16

Date

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



James E. Day
Vice President and Chief Counsel
FINRA Department of Enforcement
15200 Omega Drive, Third Floor
Rockville, MD 20850
301-258-8520