

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2016051985601**

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

RCUD 20160506PM12:00

RE: George Mackley Robertson, Respondent
General Securities Representative
CRD No. 1026646

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, George Mackley Robertson ("Robertson" 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

Robertson entered the securities industry in October 1981, when he became associated with a FINRA-regulated broker-dealer, and worked intermittently in a registered capacity with six different FINRA-regulated broker-dealers.

From December 2014 through December 19, 2016, Robertson was associated with Kestra Investment Services, LLC ("Kestra" or the "Firm") (BD No. 42046), a FINRA-regulated broker dealer, as a General Securities Representative ("GSR") and its associated registered investment advisor, Kestra Private Wealth Services, LLC ("PWS").

In a Uniform Termination Notice for Securities Industry Registration ("Form U5") dated December 19, 2016, Kestra reported that Robertson was permitted to resign following the Firm's discovery of his "use of unmonitored email address, undisclosed OBA and failure to complete firm CE...."

Although Robertson is not currently associated with a FINRA-regulated broker-dealer, he remains subject to FINRA's jurisdiction pursuant to Article V, Section 4 of FINRA's By-laws.

RELEVANT DISCIPLINARY HISTORY

Robertson has no prior disciplinary history.

OVERVIEW

During the period of November 2015 to December 2016 (the “Relevant Period”), Robertson engaged in outside business activities and an undisclosed private securities transaction, without first providing prior written notice to Kestra.

Specifically, Robertson solicited and obtained a \$50,000 investment from a non-Firm customer, DK, in Robertson’s outside business, the Origin Fund. Robertson also registered a limited liability corporation with the State of Connecticut; opened a bank account and received a tax identification number for the Origin Fund LLC; met with and solicited other individual and institutional investors in an attempt to raise \$100 million in seed money to launch the fund.

Robertson did not notify Kestra that he was engaging in and concealed the extent of his Origin Fund-related activities from Kestra. By engaging in undisclosed business activities and a private securities transaction without providing prior written notice to his member firm employer, Robertson violated FINRA Rules 3280, 3270 and 2010.

Robertson also provided false information regarding his outside business activities and DK’s investment in written responses to a FINRA Rule 8210 request and during his on the record testimony (“OTR”), in violation of FINRA Rules 8210 and 2010.

Robertson also failed to disclose a reportable event via the timely filing of a Uniform Application for Securities Industry Registration or Transfer (“Form U4”), in violation of Article V, Section 2(c) of FINRA By-Laws and FINRA Rules 1122 and 2010.

FACTS AND VIOLATIVE CONDUCT

A. Robertson’s Private Securities Transaction

FINRA Rule 3280 prohibits any person associated with a member firm from participating in any manner in a private securities transaction unless, prior to participating in the transaction, the associated person provides written notice to the member firm with which he or she is associated describing in detail the proposed transaction and the person’s proposed role therein and stating whether he has received or may receive selling compensation in connection with the transaction. FINRA Rule 3280(e)(1) defines a private securities transaction as any securities transaction outside the regular course or scope of an associated person’s employment with a member.

A violation of FINRA Rule 3280 also constitutes a violation of FINRA Rule 2010, which requires associated persons to observe high standards of commercial honor and just and equitable principles of trade.

During the Relevant Period, Kestra's written supervisory procedures ("WSPs") required its registered representatives to submit a written request and receive approval from the Firm prior to participating in a private securities transaction. The WSPs defined PSTs as including any securities transaction executed outside the scope of the registered representative's employment, including the solicitation or referral of venture capital, hedge funds, private equity or non-approved products offered by other financial institutions.

During the Relevant Period, Robertson presented his investment strategy to prospective individuals and institutional investors, in an effort to raise \$100 million in seed money to launch the Origin Fund, a purported investment fund. In November 2015, Robertson solicited DK, who was not a Firm customer, to invest \$50,000 in the Origin Fund. In return, DK would receive a 4% equity share of the Origin Fund and share yearly in any profits generated by the venture. Robertson memorialized DK's investment in a written letter of understanding and, shortly thereafter, received DK's investment.

Robertson did not provide Kestra with written notice of his intent to solicit the investment or otherwise advise the Firm that he had received a \$50,000 investment from DK.

By virtue of the foregoing, Robertson violated FINRA Rules 3280 and 2010.

B. Robertson's Undisclosed Outside Business Activities

FINRA Rule 3270 provides, in relevant part, that "No registered person employee, independent contractor, sole proprietor, officer, director or partner of another person, or be compensated, or have the reasonable expectation of compensation, from any other person as a result of any business activity outside the scope of the relationship with his or her member firm, unless he or she has provided prior written notice to the member, in such form as specified by the member." A violation of FINRA Rule 3270 also constitutes a violation of FINRA Rule 2010.

During the Relevant Period, Kestra's WSPs required its registered representatives to request in writing and receive approval from the Firm prior to engaging in any outside business activity. The WSPs defined outside business activities to include any business activity outside the scope of the registered representative's employment or the independent contractor agreement with Kestra, and specifically prohibited its registered representatives from raising capital in connection with an approved outside activity. The WSPs also required registered representatives to ensure that the information concerning their outside business activities remained current and accurate and to report any material changes to the Firm.

On December 16, 2015, Robertson registered "Origin Fund LLC" as a domestic limited liability corporation with the State of Connecticut, naming himself as the sole member and manager. Later that month, Robertson opened a bank account and received a tax identification number for the Origin Fund LLC, and created email addresses with the domain name "originfund.us" for his use.

During the Relevant Period, Robertson also prepared a business plan and a presentation describing his proprietary investment strategy, and sent and made presentations to prospective investors in the Origin Fund. Robertson's LinkedIn profile and the written materials he distributed described Robertson as Origin Fund LLC's chief investment officer and general director, and represented Robertson would earn a salary and bonus if and when the Origin Fund began generating returns. Robertson also signed his Origin Fund-related email communications using the titles "Managing Director" or "Managing Partner & CIO".

Although Robertson knew he was required to disclose any outside business activities, he did not seek approval from Kestra to form his LLC or otherwise disclose these activities to the Firm.

By engaging in an outside business activity without providing prior written notice to Kestra, Robertson violated FINRA Rules 3270 and 2010.

C. Robertson's False Written Responses and OTR Testimony to FINRA

FINRA Rule 8210(a) requires "person[s] associated with a member, or any other person subject to FINRA jurisdiction to provide information orally, in writing, or electronically ... and to testify at a location specified by FINRA staff, under oath or examination ... with respect to any matter involved in the investigation, complaint, examination, or proceeding." A registered person who provides false or inaccurate information to FINRA violates FINRA Rules 8210 and 2010.

In December 2016, in a signed response to a written request for information issued pursuant to FINRA Rule 8210, Robertson stated that: DK loaned \$40,000 to the Origin Fund pursuant to an oral loan agreement; that he did not hold any formal titles with the Origin Fund; that he pursued his outside activities with the Origin Fund "with the knowledge and support of Kestra"; and that he "never engaged in any fundraising activity for the Origin Fund and never solicited any investment in any fund." In February 2017, during his OTR testimony, Robertson repeated these statements.

These statements were false. With respect to the funds received from DK, the letter of understanding prepared by Robertson reflects that DK invested \$50,000 in the Origin Fund. Similarly, the business plan and presentation Robertson prepared and his correspondence demonstrate that he solicited prospective investors for the Origin Fund in writing and in person and, as part of those solicitations, represented that he held the title of Managing Partner and Chief Investment Officer in the Origin Fund LLC. Additionally, Robertson never disclosed these activities to any representative of Kestra, nor did he receive approval from Kestra for his Origin Fund-related activities.

By virtue of the forgoing, Robertson violated FINRA Rules 8210 and 2010.

D. Robertson's Failure to Disclose a Reportable Event

Article V, Section 2(c) of FINRA's By-Laws requires that registered representatives keep their Uniform Application for Securities Industry Registration or Transfer ("Form U4") "current at all times," and that amendments to a Form U4 must be filed with FINRA "not later than thirty days of learning of the facts and circumstances giving rise to the amendment."

FINRA Rule 1122 prohibits members or associated persons 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." A violation of Article V, Section 2(c) of FINRA's By-Laws and FINRA Rule 1122 also constitutes a violation of FINRA Rule 2010.

Registered representatives are required to disclose unsatisfied judgments on their Form U4. Specifically, Question 14M of the Form U4 asks registered representatives, "Do you have any unsatisfied judgments ... against you?" If a registered representative answers the question in the affirmative, he or she is also required to provide detailed information about each reportable event, including the amount and date of the judgment.

On August 19, 2013 a civil judgment in the amount of \$3,581 was entered against Robertson by a debt consolidator and collector; to date, the civil judgment remains unsatisfied. Although Robertson had knowledge of the judgment, he failed to disclose it to the Firm and failed to amend his Form U4 to reflect this judgment.

By failing to disclose a reportable event, Robertson violated Article V, Section 2(c) of FINRA's By-Laws, and FINRA Rules 1122 and 2010.

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

A bar in all capacities from association with any FINRA member.

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:

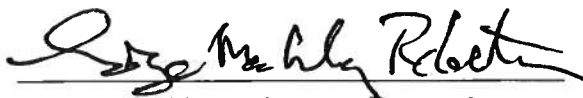
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will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

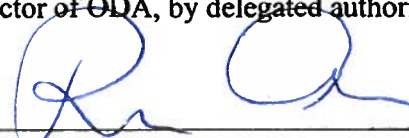
12/5/2018
Date (mm/dd/yyyy)


George Mackley Robertson, Respondent

Accepted by FINRA:

12-13-18
Date

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


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