

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER, AND CONSENT
NO. 2021071998001**

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

RE: David S. Wells (Respondent)
Former General Securities Representative
CRD No. 6774493

Pursuant to FINRA Rule 9216, Respondent David S. Wells submits 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 Respondent alleging violations based on the same factual findings described in this AWC.

I.

ACCEPTANCE AND CONSENT

- A. Respondent hereby accepts and consents, 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

Wells first registered with FINRA in June 2017 as a general securities representative through an association with a member firm. He then registered as a general securities representative through FINRA member Fifth Third Securities, Inc. in June 2019. He voluntarily resigned from Fifth Third in June 2021.

Wells is not currently registered or associated with a FINRA member, but FINRA retains jurisdiction over him pursuant to Article V, Section 4 of FINRA's By-Laws.¹

OVERVIEW

In August 2021, FINRA sent Wells notices to appear for on-the record testimony and to produce documents pursuant to FINRA Rule 8210. He failed to appear for his testimony and to produce documents, in violation of FINRA Rules 8210 and 2010.

FACTS AND VIOLATIVE CONDUCT

This matter originated from a Form U5 filed by Fifth Third on July 16, 2021.

¹ For more information about the respondent, visit BrokerCheck® at www.finra.org/brokercheck.

FINRA Rule 8210(a) states that FINRA may require any person subject to its jurisdiction “to testify at a location specified by FINRA staff, under oath or affirmation” and to permit FINRA staff to inspect and copy books and records that are in the person’s possession, custody, or control, with respect to any matter involved in a FINRA investigation. FINRA Rule 8210(c) further states that “[n]o ... person shall fail to provide information or testimony or to permit an inspection and copying of books, records, or accounts pursuant to this Rule.” A violation of FINRA Rule 8210 also is a violation of FINRA Rule 2010.

On August 17, 2021, in connection with an investigation into Wells’ potential misconduct while at Fifth Third, FINRA sent a request to him to provide on-the-record testimony and a request to produce documents on August 24, 2021, pursuant to FINRA Rule 8210. On August 24, 2021, Wells failed to appear for his testimony and provide documents. On August 24, 2021, FINRA sent a second request for Wells to provide testimony on August 31, 2021, pursuant to FINRA Rule 8210. Additionally, on August 25, 2021, FINRA sent a second request to Wells to produce documents by September 1, 2021, pursuant to FINRA Rule 8210. On August 31, 2021, Wells again failed to appear for his testimony. He also failed to provide documents on September 1, 2021. On September 3, 2021, Wells emailed FINRA and stated he would not be cooperating in FINRA’s investigation.

By failing to appear for on-the-record testimony and to produce documents as requested pursuant to FINRA Rule 8210, Wells violated FINRA Rules 8210 and 2010.

B. Respondent also consents to the imposition of the following sanctions:

- a bar from associating with any FINRA member in all capacities.

Respondent understands that if he is barred or suspended from associating with any FINRA member, he becomes 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, he 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 in this AWC shall be effective on a date set by FINRA. A bar or expulsion shall become effective upon approval or acceptance of this AWC.

II.

WAIVER OF PROCEDURAL RIGHTS

Respondent specifically and voluntarily waives the following rights granted under FINRA's Code of Procedure:

- A. To have a complaint issued specifying the allegations against him;
- 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, Respondent specifically and voluntarily waives 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 its acceptance or rejection.

Respondent further specifically and voluntarily waives 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

Respondent understands 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 Respondent; and
- C. If accepted:

1. this AWC will become part of Respondent's permanent disciplinary record and may be considered in any future action brought by FINRA or any other regulator against Respondent;
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 its subject matter in accordance with FINRA Rule 8313; and
4. Respondent 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. Respondent 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 Respondent's right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party. Nothing in this provision affects Respondent's testimonial obligations in any litigation or other legal proceedings.

Respondent certifies that he has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; Respondent understands and acknowledges that FINRA does not represent or advise him and Respondent cannot rely on FINRA for legal advice. Respondent has agreed to the AWC's provisions voluntarily; and no offer, threat, inducement, or promise of any kind, other than the terms set forth in this AWC and the prospect of avoiding the issuance of a complaint, has been made to induce him to submit this AWC.

September 14, 2021

Date

David S. Wells

David S. Wells
Respondent

Accepted by FINRA:

September 20, 2021

Date

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

Tristan Favro

Tristan Favro
Principal Counsel
FINRA
Department of Enforcement
300 S. Grand Avenue, Suite 1600
Los Angeles, CA 90071