

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER, AND CONSENT
NO. 2021072968801**

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

RE: Jeremiah Roman (Respondent)
Former Investment Company and Variable Contracts Products Representative
CRD No. 6321876

Pursuant to FINRA Rule 9216, Respondent Jeremiah Roman 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 accepts and consents to the following findings by FINRA without admitting or denying them:

BACKGROUND

Roman entered the securities industry in April 2014. In June 2014, Roman became registered with FINRA as an Investment Company and Variable Contracts Products Representative through his association with PFS Investments Inc. (BD No. 10111) (PFSI or the firm), a FINRA member firm. In November 2015, Roman became registered with FINRA through his association with PFSI as an Investment Company Products/Variable Contracts Principal. In a Uniform Termination Notice of Securities Industry Registration (Form U5) dated October 27, 2021, PFSI reported Roman's termination after the firm "received allegations that [he] participated in an undisclosed OBA [outside business activity] and/or PST [private securities transaction]."

Although Roman is not currently registered with FINRA, or associated with a FINRA member firm, he remains subject to FINRA's jurisdiction pursuant to Article V, Section 4(a) of FINRA's By-Laws.¹

OVERVIEW

Between September 2020 and June 2021, Roman violated FINRA Rules 3280 and 2010 when he personally invested a total of \$44,100 pursuant to eight agreements with a merchant cash advance company (Company A) without providing prior written notice to,

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

or obtaining written approval from, PFSI for his private securities transactions. Roman also violated FINRA Rules 3280 and 2010 when he solicited a firm customer to invest a total of \$150,000 pursuant to three agreements with Company A, without providing prior written notice to PFSI.

FACTS AND VIOLATIVE CONDUCT

This matter originated from FINRA's review of the October 27, 2021 Form U5.

FINRA Rule 3280(b) prohibits associated persons from participating in any private securities transaction without first providing written notice to their member firm employer that describes in detail the proposed transaction and the person's proposed role therein.

A violation of FINRA Rule 3280 is also a violation of FINRA Rule 2010, which requires associated persons to "observe high standards of commercial honor and just and equitable principles of trade" in the conduct of their business.

From September 2020 to June 2021, PFSI's written supervisory procedures (WSPs) required registered representatives to notify and obtain the firm's written approval before engaging or participating in any private securities transaction outside the regular course or scope of their firm-related duties, including personal investments.

During that time period, Roman entered into eight merchant cash advance agreements with Company A. The total principal value of his investments was \$44,100. Roman's agreements with Company A, which provided that Roman would receive a monthly payment in a specified amount in return for each of his investments, were securities. Roman did not make his personal investments through PFSI, and did not provide the firm with written notice of them before signing the agreements with Company A.

In March and April 2021, Roman also solicited a firm customer to invest in Company A. Roman introduced the customer to Company A, provided the customer with marketing materials prepared by Company A, and facilitated the exchange of information between the customer and Company A. The customer ultimately invested a total of \$150,000 through three merchant cash advance agreements with Company A. Roman did not disclose his participation in the customer's investments to PFSI, even though he was advised by the firm's compliance hotline to disclose his Company A-related activities for review.

Roman also falsely attested on one annual compliance questionnaire that he had not participated in any private securities transactions that had not been approved by the firm.

Therefore, Roman violated FINRA Rules 3280 and 2010.

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

- a four-month suspension from associating with any FINRA member in all capacities and
- a \$5,000 fine.

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.

Respondent specifically and voluntarily waives any right to claim an inability to pay, now or at any time after the execution of this AWC, the monetary sanction imposed in this matter.

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.

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.
- D. Respondent may attach a corrective action statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. Respondent understands that he 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.

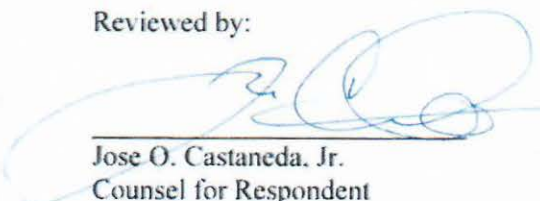
Respondent certifies that he has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; Respondent has agreed to the AWC's provisions voluntarily; and no offer, threat, inducement, or promise of any kind, other than the

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.

06/22/2023
Date


Jeremiah Roman
Respondent

Reviewed by:


Jose O. Castaneda, Jr.
Counsel for Respondent
Castaneda Law Group
2900 University Drive
Coral Springs, FL 33065

Accepted by FINRA:

7/8/2023
Date

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


Sean Heikkila
Counsel
FINRA
Department of Enforcement
One Brookfield Place, 200 Liberty Street, 11th Floor
New York, NY 10281