

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER, AND CONSENT
NO. 2022076763001**

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

RE: Grant Douglas Johnson (Respondent)
Former General Securities Representative and Investment Banking Representative
CRD No. 2355556

Pursuant to FINRA Rule 9216, Respondent Grant Douglas Johnson 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

Johnson first became registered with FINRA in June 1993. Johnson was registered with FINRA as a General Securities Representative and Investment Banking Representative through an association with Noble Capital Markets, Inc. (CRD No. 15768) from February 2021 through February 3, 2023, when the firm filed a Uniform Termination Notice for Securities Industry Registration (Form U5) disclosing that Johnson had voluntarily resigned from the firm.

Johnson was thereafter registered with FINRA through an association with another FINRA member firm from March 17, 2023, through November 28, 2023, when that firm filed a Form U5 disclosing that Johnson had voluntarily resigned from the firm.

Although Johnson is no longer registered or associated with a FINRA member, he remains subject to FINRA's jurisdiction pursuant to Article V, Section 4 of FINRA's By-Laws.¹

OVERVIEW

Between February 2021 and February 2023, while associated with Noble Capital, Johnson participated in private securities transactions totaling \$610,000 without

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

providing any notice to his firm. Through this conduct, Johnson violated FINRA Rules 3280 and 2010.

FACTS AND VIOLATIVE CONDUCT

FINRA Rule 3280(b) states, in pertinent part, that “[p]rior to participating in any private securities transaction, an associated person shall provide written notice to the member with which he 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) defines a private securities transaction as “any securities transaction outside the regular course or scope of an associated person’s employment with a member.” FINRA Rule 3280(c) states that if an associated person has received or may receive selling compensation, the member firm shall provide written approval or disapproval of the associated person’s participation in the proposed private securities transaction.

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

Between February 2021 and February 2023, while associated with Noble Capital, Johnson participated in private securities transactions without providing any notice to his firm. During this period, Johnson was a 4.9 percent owner of an entity that managed special purpose vehicles that facilitated investments in portfolio entities through private offerings. Johnson personally invested \$210,000 in these offerings and had conversations with at least seven other potential investors regarding the offerings. Specifically, Johnson introduced one or more of the offerings to these seven potential investors and provided them with information about the target entities, including information gleaned from Johnson’s attendance at target entity presentations and participation in calls with target entity management. These seven investors ultimately invested \$400,000 in the offerings, and Johnson provided the investors with further updates about the status of their investments after the investments closed. The management entity was entitled to collect carried interest as selling compensation after the investments reached certain performance benchmarks, and Johnson was entitled to a share of this carried interest.²

Johnson did not disclose his participation in these private securities transactions to his firm at any time, nor did he receive written approval to participate in these transactions.

Therefore, Johnson violated FINRA Rules 3280 and 2010.

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

- a six-month suspension from associating with any FINRA member in all capacities and

² Carried interest is a share of profits payable to investment managers rather than investors.

- a \$15,000 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

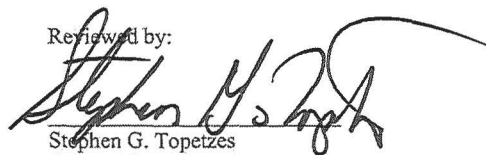
Respondent understands that:

- 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.

2/8/24
Date

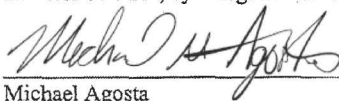

Grant Douglas Johnson
Respondent

Reviewed by:

Stephen G. Topetzes
Counsel for Respondent
K&L Gates LLP
1601 K Street, NW
Washington, DC 20006

Accepted by FINRA:

February 8, 2024
Date

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


Michael Agosta
Counsel
FINRA
Department of Enforcement
200 Liberty Street
New York, New York 10281