

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER, AND CONSENT
NO. 2022077267703**

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

RE: Bingshan Song (Respondent)
General Securities Representative and General Securities Principal
CRD No. 6798955

Pursuant to FINRA Rule 9216, Respondent Bingshan Song 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

In January 2021, Song first registered with FINRA as a General Securities Representative through an association with Velox Clearing LLC (CRD No. 290215). Since February 2021, Song also has been registered as a General Securities Principal through an association with Velox.¹ Between February 2021 and May 2025, Song was Velox's Chief Executive Officer.

OVERVIEW

From February 2021 through the present, Song failed to reasonably supervise Velox Clearing's business-related electronic communications on a non-firm communications platform used by Velox associated persons, in violation of FINRA Rules 3110 and 2010. Song also sent and received thousands of business communications on a non-firm communications platform that the firm failed to capture and review, thereby causing Velox to maintain incomplete books and records, in violation of FINRA Rules 4511 and 2010. For these violations, Song is suspended for one month in all capacities, followed by a four-month suspension in all principal capacities, fined \$25,000, and required to complete 10 hours of continuing education.

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

FACTS AND VIOLATIVE CONDUCT

FINRA Rule 4511 requires member firms to “make and preserve books and records as required under the FINRA rules, the Exchange Act and the applicable Exchange Act Rules.” Pursuant to Section 17(a) of the Exchange Act and Exchange Act Rule 17a-4(b)(4), member firms are required to preserve for a period of at least three years the originals of all communications received, and copies of all communications sent, relating to the member firm’s business, including text messages and other electronic messages. A registered representative who causes his or her member firm to fail to comply with these recordkeeping obligations violates FINRA Rule 4511.

FINRA Rule 3110 requires a member firm to establish, maintain, and enforce a system, including written supervisory procedures (WSPs), to supervise the activities of each associated person that is reasonably designed to achieve compliance with applicable securities laws and regulations, and with applicable FINRA rules. The duty to supervise under Rule 3110 also includes the responsibility for firms and their designated supervisors to reasonably investigate red flags of potential misconduct and to act upon the results of their investigation. In addition, FINRA Rule 3110(b)(4) provides that a firm’s supervisory procedures shall include procedures for the review of incoming and outgoing written (including electronic) correspondence and internal communications relating to the member’s investment banking or securities business.

A violation of FINRA Rule 3110 or FINRA Rule 4511 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.

WeChat is an instant messaging and social media application that allows its users to, among other things, exchange messages, make internet telephone calls, share videos, and engage in video conferences. At all relevant times, WeChat was not an approved platform for written communication at Velox and the firm, therefore, did not retain or review communications its employees sent or received via WeChat. Velox’s WSPs prohibited associated persons from communicating about securities business via unapproved communications channels. Pursuant to the firm’s WSPs, Song, the designated principal for client services, was responsible for reasonably investigating red flags and taking steps necessary to achieve compliance with regulatory requirements related to electronic communications.

Song used, and knew that other firm personnel used, WeChat for business-related communications. He was a member of WeChat group chats in which the firm’s associated persons discussed firm business, including pre-trade risk controls and personnel issues. He was also a member of WeChat group chats between the firm’s associated persons and firm customers in which the customers’ trading at the firm was discussed. Song himself sent or received thousands of business-related messages via WeChat group chats.

Song failed to take reasonable steps to supervise these off-channel communications. Despite his knowledge that the firm’s associated persons were sending and receiving

business-related WeChat messages, he failed to stop the communications or ensure the firm captured, retained, and reviewed these messages. When firm compliance personnel communicated concerns that WeChat was being used, Song still failed to take any reasonable supervisory steps.

Between February 2021 and the present, Velox failed to capture, retain, and review more than 10,000 business-related WeChat messages sent or received by firm personnel, which the firm was required to do under the Exchange Act and FINRA Rules.

Therefore, Song violated FINRA Rules 3110, 4511, and 2010.

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

- a one-month suspension from associating with any FINRA member in all capacities;
- a four-month suspension from association with any FINRA member in all principal capacities, to run consecutively with the all-capacity suspension;
- a \$25,000 fine; and
- a requirement that within 90 days of the Notice of Acceptance of this AWC, Song will attend and satisfactorily complete 10 hours of continuing education concerning supervisory and recordkeeping responsibilities. Song will notify Jessica Moran, Principal Counsel, of the name and contact information of the provider who is providing the continuing education at least 10 days prior to attending the training. Within 30 days following completion of the 10 hours of continuing education, Song will submit written proof that the continuing education program has been satisfactorily completed to Jessica Moran, Principal Counsel, by email to jessica.moran@finra.org. All correspondence must identify the respondent and matter number 2022077267703. Upon written request showing good cause, FINRA staff may extend any of the deadlines related to the continuing education portion of the sanction.

Respondent agrees to pay the monetary sanction upon notice that this AWC has been accepted and that such payment is due and payable. Respondent has submitted an Election of Payment form showing the method by which he proposes to pay the fine imposed.

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.

Respondent understands that if he is barred or suspended from associating with any FINRA member in a limited or principal capacity, 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, Respondent may not be associated with any FINRA member in a principal capacity, during the period of the bar or suspension. *See* FINRA Rules 8310 and 8311. Furthermore, because Respondent is subject to a statutory disqualification during the suspension, if he remains associated with a member firm in a non-suspended [or non-barred] capacity, an application to continue that association may be required.

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 prejudice 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

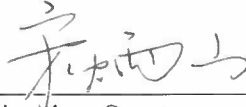
Respondent understands that:

- 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.

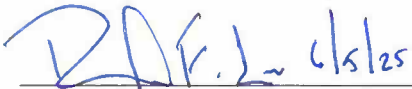
June 2, 2025

Date



Bingshan Song
Respondent

Reviewed by:



Richard Ensor
Counsel for Respondent
Michael Best & Friedrich LLP
2750 East Cottonwood Parkway, Suite 560
Cottonwood Heights, UT 84121

Accepted by FINRA:

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

June 23, 2025

Date



Jessica Moran
Principal Counsel
FINRA
Department of Enforcement
99 High Street, Suite 900
Boston, MA 02110