

**FINANCIAL INDUSTRY REGULATORY AUTHORITY  
LETTER OF ACCEPTANCE, WAIVER, AND CONSENT  
NO. 2023077062701**

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

RE: BCP Securities, Inc. (Respondent)  
Member Firm  
CRD No. 27063

Pursuant to FINRA Rule 9216, Respondent BCP Securities, Inc. 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**

BCP Securities, Inc. has been a FINRA member since 1990. The firm is headquartered in Greenwich, CT, maintains six branch offices, and employs approximately 50 registered representatives. The firm engages in a general securities business, including providing services to institutional clients.<sup>1</sup>

**OVERVIEW**

From December 2018 to April 2024, BCP engaged in the publication of equity research reports—publishing approximately 300 equity research reports during that period—prior to obtaining approval from FINRA to engage in such activity, in violation of NASD Rule 1017 and FINRA Rules 1017 and 2010.<sup>2</sup> BCP also permitted four registered representatives to perform research activities even though they lacked the requisite registration qualifications, in violation of FINRA Rules 1210 and 2010. In addition, BCP's supervisory system was not reasonably designed to achieve compliance with

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<sup>1</sup> For more information about the firm, including prior regulatory events, visit BrokerCheck® at [www.finra.org/brokercheck](http://www.finra.org/brokercheck).

<sup>2</sup> FINRA Rule 1017 superseded NASD Rule 1017 on May 8, 2019.

FINRA registration requirements, in violation of FINRA Rules 3110 and 2010. For these violations, BCP is censured and fined \$85,000.

### **FACTS AND VIOLATIVE CONDUCT**

This matter originated from a FINRA cycle examination of BCP.

***The firm published equity research reports prior to filing an application for approval of a material change in business operations.***

FINRA Rule 1017(a), like its predecessor NASD Rule 1017(a), requires firms to file an application with FINRA for approval of any material change in business operations, which includes beginning to engage in the publication of equity research reports. NASD Rule 1017(c) and FINRA Rule 1017(c) prohibit firms from implementing a material change in business operations until such change is approved by FINRA. A violation of NASD Rule 1017 or FINRA Rule 1017 also constitutes a violation of FINRA Rule 2010, which requires members and their associated persons, in the conduct of their business, to observe high standards of commercial honor and just and equitable principles of trade.

From December 2018 to April 2024, BCP published approximately 300 equity research reports when its membership agreement did not permit it to publish equity research reports. By publishing equity research reports, BCP implemented a material change in its business operations. The firm did not seek or obtain approval from FINRA to publish equity research reports. In September 2025, FINRA granted approval for BCP to engage in publishing equity research reports.

By publishing equity research reports when its membership agreement did not permit such activity, BCP violated FINRA Rules 1017 and 2010, and NASD Rule 1017.

***The firm permitted four individuals to engage in activities requiring registration as Research Analysts or Research Principals when they were not registered in those capacities.***

FINRA Rule 1210 provides that “[e]ach person engaged in the investment banking or securities business of a member shall be registered with FINRA as a representative or principal in each category of registration appropriate to his or her functions and responsibilities as specified in Rule 1220, unless exempt from registration pursuant to Rule 1230.”

FINRA Rule 1220(b)(6)(A) states that an associated person “who is to function as a research analyst shall register with FINRA as a Research Analyst.” The rule states that a “research analyst” is an associated person “whose primary job function is to provide investment research and who is primarily responsible for the preparation of the substance of an equity research report or whose name appears on an equity research report.”

FINRA Rule 1220(a)(6)(A) defines as a Research Principal an individual who is (i) responsible for approving the content of a member’s research reports on equity securities,

or (ii) with respect to equity research, responsible for supervising the overall conduct of a research analyst.<sup>3</sup>

A violation of FINRA Rule 1210 is also a violation of Rule 2010.

From December 2018 to April 2024, BCP permitted four individuals to perform research activities requiring registration as a Research Analyst or Research Principal when they were not registered with FINRA in either of those capacities. All four individuals were primarily responsible for the preparation of the substance of one or more of approximately 300 equity research reports, and one or more of their names appeared on those research reports. During the same period, three of those four individuals were responsible for reviewing and supervising the preparation of those research reports when they were not registered as Research Principals. Since April 2024, two of the four individuals became registered in the necessary capacities; two no longer are associated with the firm.

By permitting four individuals to engage in activities requiring registration when they were not registered in those capacities, BCP violated FINRA Rules 1210 and 2010.

*The firm's supervisory system and written procedures were not reasonably designed to achieve compliance with FINRA registration requirements.*

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. A violation of Rule 3110 is also a violation of FINRA Rule 2010.

From December 2018 to April 2024, BCP's supervisory system and WSPs were not reasonably designed to achieve compliance with FINRA's registration requirements. The firm's procedures did not address when or how supervisors should determine whether individuals participating in research activities required registration as a Research Analyst or Research Principal, or any procedures for escalation or follow up if a missing registration was identified. Due to the absence of such procedures, from December 2018 to April 2024, BCP failed to take reasonable steps to determine whether the individuals participating in the firm's research activities were appropriately registered.

Therefore, BCP violated FINRA Rules 3110 and 2010.

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

- a censure and
- a \$85,000 fine.

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<sup>3</sup> Rule 1220(a)(6)(A) includes certain exceptions to registration that are not applicable here.

Respondent agrees to pay the monetary sanction upon notice that this AWC has been accepted and that such payment is due and payable. FINRA's Finance Department will contact Respondent regarding payment. Respondent has submitted an Election of Payment form showing the method by which it 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.

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 it;
- 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 it 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.

The undersigned, on behalf of Respondent, certifies that a person duly authorized to act on Respondent's behalf has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that Respondent has agreed to the AWC's provisions voluntarily; and that 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 Respondent to submit this AWC.

5/18/26  
Date

Peter Clevin  
BCP Securities, Inc.  
Respondent

Print Name: Peter Clevin

Title: CCO

Reviewed by:

[Signature]  
Jeffrey Plotkin  
Counsel for Respondent  
Finn Dixon & Herling LLP  
Six Landmark Square  
Stamford, CT 06901-2704

Accepted by FINRA:

May 22, 2026  
Date

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

[Signature]  
Frank M. Weber  
Senior Counsel  
FINRA  
Department of Enforcement  
Two Jericho Plaza  
Suite 307  
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