

**NYSE AMERICAN LLC
LETTER OF ACCEPTANCE, WAIVER, AND CONSENT
NO. 2022076480402**

TO: NYSE AMERICAN LLC

RE: Vision Financial Markets LLC, Respondent
CRD No. 142271

On August 31, 2022, Vision Financial Markets LLC violated Securities Exchange Act of 1934 Rule 14e-4 (Prohibited transactions in connection with partial tender offers) by over-tendering 16,300 shares in the partial tender offer of Company 1. From August 2022 through February 2023, Vision Financial Markets LLC also violated NYSE American Rule 320 (Offices—Approval, Supervision and Control) by failing to have a supervisory system and written supervisory procedures reasonably designed to achieve compliance with Exchange Act Rule 14e-4. Consent to a censure, a \$10,000 fine (resolved simultaneously with similar matters for a total fine of \$30,000) and disgorgement of \$6,851 (resolved simultaneously with similar matters for total disgorgement of \$20,553), plus interest as described below.¹

* * *

Pursuant to Rule 9216 of the NYSE American LLC (“NYSE American” or the “Exchange”) Code of Procedure, Vision Financial Markets LLC (“Vision” or the “Firm”) 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, NYSE American will not bring any future actions against the Firm alleging violations based on the same factual findings described herein.

I. ACCEPTANCE AND CONSENT

- A. Vision 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 NYSE American, or to which NYSE American 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 NYSE American:

BACKGROUND AND JURISDICTION

1. Vision has been a member of NYSE American since May 2018. Vision is headquartered in Stamford, Connecticut and has six branches with approximately 50 registered representatives. Vision provides clearing services in equities, options, and

¹ Those matters were brought by NYSE Arca, Inc. (“NYSE Arca”) and the Financial Industry Regulatory Authority, Inc. (“FINRA”).

fixed income to day traders and institutional customers. The Firm has no relevant disciplinary history.

VIOLATIONS

Exchange Act Rule 14e-4 Violation

2. Exchange Act Rule 14e-4(b)(1)(i) provides that “it shall be unlawful for any person² acting alone or in concert with others, directly or indirectly, to tender any subject security in a partial tender offer ... [f]or his own account unless at the time of tender, and at the end of the proration period or period during which securities are accepted by lot (including any extensions thereof), he has a net long position equal to or greater than the amount tendered in ... [t]he subject security.”
3. A partial tender offer (“PTO”) is defined in Exchange Act Rule 14e-4(a)(5) as “a tender offer or request or invitation for tenders for less than all of the outstanding securities subject to the offer in which tenders are accepted either by lot or on a *pro rata* basis for a specified period, or a tender offer for all of the outstanding shares that offers a choice of consideration in which tenders for different forms of consideration may be accepted either by lot or on a *pro rata* basis for a specified period.”
4. Under Exchange Act Rule 14e-4, a person’s “net long position” in a subject security or an equivalent security equals the excess, if any, of such person’s “long position” over a person’s “short position.” The calculation of the net long position must be done both at the time of tender and at the end of the proration period, or the period during which securities are accepted by lot, including any extension thereof.
5. Exchange Act Rule 14e-4 defines an equivalent security as including certain options, warrants, or other rights to purchase the subject security. A person’s short position includes shares underlying relevant call options with exercise prices below the highest tender offer price or stated amount of the consideration offered for the subject security which were sold on or after the date a tender offer is announced.
6. A PTO involves “proration risk,” that is, a risk to shareholders of the subject security that less than all of the securities tendered will be accepted. Accordingly, short tendering is proscribed by Exchange Act Rule 14e-4 because the practice unfairly decreases the short tendering person’s proration risk at the expense of other tenderers, who will have proportionately fewer shares accepted.
7. On August 4, 2022, Company 1 announced a PTO set to expire on August 31, 2022. On August 31, 2022, Vision tendered shares of Company 1 without accounting for relevant short call options positions with exercise prices below the highest tender offer price or stated amount of the consideration offered for Company 1. Consequently, Vision over-tendered 16,300 Company 1 shares in the PTO.

² Under the Exchange Act, the term “person” means a natural person, company, government, or political subdivision, agency, or instrumentality of a government. Exchange Act §3(a)(9).

8. After applying the proration factor, 1,197 of Vision's over-tendered shares were accepted, resulting in ill-gotten gains for Vision of \$20,553.³
9. By tendering more shares than it was entitled to tender in the Company 1 PTO, Vision violated Exchange Act Rule 14e-4.

NYSE American Rule 320 Violation

10. NYSE American Rule 320 provides that "members and member organizations who have employees shall establish, maintain, enforce and keep current a system of compliance and supervisory controls, reasonably designed to achieve compliance with applicable securities laws and regulations and Exchange rules, that are appropriate to their business size, structure, customer accounts, transactions and business activities." NYSE American Rule 320(e)(1) further provides that "[s]uch system of compliance and supervisory controls must include written compliance and supervisory policies and procedures."
11. From August 2022 through February 2023, Vision did not have a supervisory system, including written supervisory procedures, concerning Exchange Act Rule 14e-4.⁴
12. As a result of the foregoing conduct, Vision violated NYSE American Rule 320.

SANCTIONS

- B. The Firm also consents to the imposition of the following sanctions:

Censure, a \$10,000 fine (resolved simultaneously with similar matters for a total fine of \$30,000), and disgorgement of \$6,851 (resolved simultaneously with similar matters for total disgorgement of \$20,553), plus interest as described below.⁵

The Firm agrees to pay the monetary sanction upon notice that this AWC has been accepted and that such payment is due and payable. Interest on the disgorgement amount is the rate set forth in Section 6621(a)(2) of the Internal Revenue Code, 26 U.S.C. § 6621 from August 31, 2022, until the date this AWC is accepted by NYSE American. The Firm has submitted a Method of Payment Confirmation form showing the method by which it will pay the fine imposed.

The Firm specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, the monetary sanction(s) imposed in this matter.

³ Vision had not previously tendered shares in connection with a PTO.

⁴ In February 2023, Vision implemented written supervisory procedures concerning Exchange Act Rule 14e-4.

⁵ Those matters were brought by NYSE Arca and FINRA.

The sanctions herein are imposed pursuant to NYSE American Rule 8310 and shall be effective on a date set by NYSE Regulation staff.

II. WAIVER OF PROCEDURAL RIGHTS

The Firm specifically and voluntarily waives the following rights granted under the NYSE American Code of Procedure:

- A. To have a Formal Complaint issued specifying the allegations against the Firm;
- B. To be notified of the Formal 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 Exchange's Board of Directors and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, the Firm specifically and voluntarily waives any right to claim bias or prejudgment of the Chief Regulatory Officer of NYSE American; the Exchange's Board of Directors, Disciplinary Action Committee ("DAC"), and Committee for Review ("CFR"); any Director, DAC member, or CFR member; Counsel to the Exchange Board of Directors or CFR; any other NYSE American employee; or any Regulatory Staff as defined in Rule 9120 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 acceptance or rejection of this AWC.

The Firm further specifically and voluntarily waives any right to claim that a person violated the ex parte communication prohibitions of Rule 9143 or the separation of functions prohibitions of 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

The Firm understands that:

- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed by NYSE Regulation, and accepted by the Chief Regulatory Officer of NYSE American pursuant to NYSE American Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against the Firm; and
- C. If accepted:

1. The AWC shall be sent to each Director and each member of the Committee for Review via courier, express delivery or electronic means, and shall be deemed final and shall constitute the complaint, answer, and decision in the matter, 10 days after it is sent to each Director and each member of the Committee for Review, unless review by the Exchange Board of Directors is requested pursuant to NYSE American Rule 9310(a)(1)(B);
 2. This AWC will become part of the Firm's permanent disciplinary record and may be considered in any future actions brought by the Exchange or any other regulator against the Firm;
 3. NYSE American shall publish a copy of the AWC on its website in accordance with NYSE American Rule 8313;
 4. NYSE American may make a public announcement concerning this agreement and the subject matter thereof in accordance with NYSE American Rule 8313; and
 5. The Firm 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. The Firm may not take any position in any proceeding brought by or on behalf of the Exchange, or to which the Exchange is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects the Firm's (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which the Exchange is not a party.
- D. A signed copy of this AWC and the accompanying Method of Payment Confirmation form delivered by email, facsimile or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy.
- E. The Firm may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. The Firm understands that it may not deny the charges or make any statement that is inconsistent with the AWC in this statement. A Corrective Action Statement does not constitute factual or legal findings by the Exchange, nor does it reflect the views of NYSE Regulation or its staff.

The Firm certifies that, in connection with each of the Exchange's requests for information in connection with this matter, the Firm made a diligent inquiry of all persons and systems that reasonably had possession of responsive documents and that all responsive documents have been produced. In agreeing to the AWC, the Exchange has relied upon, among other things, the completeness of the document productions.

The undersigned, on behalf of the Firm, certifies that a person duly authorized to act on the Firm'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 the Firm 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 herein and the prospect of avoiding the issuance of a Complaint, has been made to induce the Firm to submit this AWC.

December 26, 2023

Date

Vision Financial Markets LLC
Respondent

By: Victoria Bova
Name: Victoria Bova
Title: General Counsel

Accepted by FINRA

December 26, 2023

Date

Samuel Barkin
Samuel Barkin
Director
FINRA, Department of Enforcement

Signed on behalf of NYSE American LLC,
by delegated authority from its Chief
Regulatory Officer