

FINANCIAL INDUSTRY REGULATORY AUTHORITY

In the Matter of the
Continued Membership
of
Canaccord Genuity LLC,
(CRD No. 1020)

Notice Pursuant to
Rule 19h-1
Securities Exchange Act
of 1934

SD-2433

March 25, 2025

I. Introduction

On October 9, 2024, Canaccord Genuity LLC (“Canaccord” or “Firm”) submitted a Membership Continuance Application (“MC-400A” or “Application”) to FINRA’s Credentialing, Registration, Education, and Disclosure (“CRED”) Department.¹ The Application seeks to permit the Firm, a FINRA member, to continue its membership with FINRA notwithstanding its statutory disqualification. A hearing was not held in this matter; rather, pursuant to FINRA Rule 9523(b), FINRA’s Department of Member Supervision (“FINRA,” “Member Supervision,” or “Department”) approves the Application and is filing this Notice pursuant to Rule 19h-1 of the Securities Exchange Act of 1934 (“Exchange Act” or “SEA”).

II. The Statutorily Disqualifying Event

The Firm is subject to statutory disqualification, as that term is defined in Section 3(a)(39)(F) of the Exchange Act, incorporating by reference Sections 15(b)(4)(D), and (E) as a result of a September 2024 order issued by the Securities and Exchange Commission (“SEC” or “Commission”) finding that Canaccord willfully violated Section 17(a) of the Exchange Act and Rule 17a-4(b)(4) and failed reasonably to supervise its employees with a view to preventing or detecting certain of its employees’ aiding and abetting violations of Section 17(a) of the Exchange Act and Rule 17a-4(b)(4) thereunder (“SEC Order”).²

¹ See MC-400A and related attachments compiled by CRED, with a cover memorandum dated October 16, 2024, attached as Exhibit 1.

² See SEC Order, *In re Canaccord Genuity LLC*, Exchange Act Release No. 101142 (Sept. 24, 2024), attached as Exhibit 2.

The SEC Order also triggered disqualification under Rules 262(b)(2), 506(d)(2)(ii), and 602(e) of the Securities Act of 1933 and rule 503(b)(2) of Regulation Crowdfunding. On September 24, 2024, the SEC granted a waiver from the application of the disqualification provisions of these Rules. See *In re Off-Channel Communications at Registered Entities*, Securities Act Release No. 11308 (Sept. 24, 2024), attached as

According to the SEC Order, from at least January 2020, Canaccord employees sent and received off-channel communications that related to the Firm's business, and a majority of these written communications were not maintained or preserved by the Firm.³ Further, supervisors who were responsible for preventing this misconduct among junior employees routinely communicated off-channel using their personal devices, and, in so doing, failed to comply with Firm policies by communicating using non-Firm approved methods on their personal devices about the Firm's broker-dealer business.⁴

The Firm was censured, ordered to cease and desist from committing or causing any future violations, ordered to pay a civil money penalty of \$1,250,000, and ordered to comply with certain undertakings.⁵ The Firm represented that it paid the penalty and is in compliance with the undertakings.⁶

III. Remedial Measures

According to the SEC Order, the Commission considered the Firm's prompt remedial actions and cooperation with the SEC when determining to accept the Offer of Settlement.⁷ Canaccord conducted an internal investigation and self-reported the facts to Commission staff.⁸ Canaccord also enhanced policies and procedures, increased training concerning the use of approved communications methods including on personal devices, gave employees the option to utilize their personal devices with compliant text message capture, enhanced communication surveillance to seek to better identify possible off-channel communications, and began and continued to implement significant changes to the technology available to personnel, which included providing personnel with the option of using Firm-issued devices, thereby making approved channels more readily available.⁹

IV. Firm Background

The Firm has been a FINRA member since April 3, 1946.¹⁰ It is headquartered in New

Exhibit 3.

³ See Exhibit 2 at p. 2, para. 4.

⁴ *Id.* at p. 2, para. 5.

⁵ *Id.* at pp. 6-11.

⁶ See Canaccord Discovery Responses dated February 13, 2025, attached as Exhibit 4.

⁷ See Exhibit 2 at p.5, para. 28.

⁸ *Id.*

⁹ *Id.*

¹⁰ See Central Registration Depository ("CRD") Excerpt – Organization Registration Status, attached as Exhibit 5.

York, New York with 76 branches (70 of which are Offices of Supervisory Jurisdiction).¹¹ The Firm employs approximately 335 registered representatives (115 of which are registered principals), eight operations professionals, and 87 non-registered fingerprint employees.¹² Canaccord does not employ any statutorily disqualified individuals.¹³

Canaccord is approved to engage in the following lines of business: broker or dealer making inter-dealer markets in corporate securities over-the-counter; broker or dealer retailing corporate equity securities over-the-counter; broker or dealer selling corporate debt securities; underwriter or selling group participant (corporate securities other than mutual funds); U.S. government securities dealer; U.S. government securities broker; put and call broker or dealer or option writer; trading securities for own account; private placements of securities; engages in other securities business (offering investment banking services including merger and acquisition fees, as well as research activities to institutional clients); and effects transactions in commodity futures, commodities, commodity options as broker for others or dealer for own account.¹⁴

The Firm is a member of the following self-regulatory organizations (“SROs”): Cboe BYX Exchange, Inc. (“BYX”); Cboe BZX Exchange, Inc. (“BZX”); Cboe EDGA Exchange, Inc. (“EDGA”); Cboe EDGX Exchange, Inc. (“EDGX”); Investors Exchange LLC (“IEX”); NYSE Arca, Inc. (“NYSE Arca”); Nasdaq ISE, LLC (“ISE”); and The Nasdaq Stock Market LLC (“Nasdaq”).¹⁵

Recent Examinations

In the past two years, FINRA completed two routine examinations of the Firm (including one on behalf of other SROs pursuant to Regulatory Services Agreements) both of which resulted in a Cautionary Action Letter (“CAL”). FINRA also completed one non-routine examination of the Firm that also resulted in a CAL.

A. FINRA Routine Examinations

In December 2024, FINRA completed a routine examination that resulted in a CAL to the Firm based on three exceptions.¹⁶ Specifically, the Firm’s net capital records were deficient

¹¹ FINRA confirmed this through analysis of the Firm’s information contained in CRD, last performed on February 26, 2025.

¹² *Id.*

¹³ *Id.*

¹⁴ See CRD Excerpts – Types of Business and Other Business Descriptions, collectively attached as Exhibit 6.

¹⁵ See Exhibit 5.

¹⁶ See Disposition Letter for Examination No. 20230770605 dated December 18, 2024, Examination Report dated September 20, 2024, and Firm Response dated October 11, 2024, collectively attached as Exhibit 7.

because it failed to take a net capital charge for an aged reconciling difference and failed to take appropriate net capital charges related to its non-investment grade fixed income inventory.¹⁷ The Firm also reported inaccurate account data to the Consolidated Audit Trail (“CAT”), and was unable to provide sufficient evidence that it conducted supervisory reviews referenced in its Aggregation Units Procedures.¹⁸ The Firm responded in writing that it amended its Standard Operational Procedures (“SOPs”) concerning receivables and chargeback calculations, implemented an additional exception report, and enhanced its aggregate review processes and procedures.¹⁹

In September 2024, FINRA, on behalf of BYX, BZX, EDGA, EDGX, IEX, ISE, Nasdaq, and NYSE Arca, completed a routine examination of the Firm and identified four exceptions.²⁰ Three of the exceptions resulted in the issuance of a CAL to the Firm on behalf of ISE, Nasdaq, and NYSE Arca pertaining to the Firm’s failure to properly register several individuals and entities with those exchanges in violation of their rules, and related failures to maintain and implement Written Supervisory Procedures (“WSPs”) to ensure proper registration.²¹ The remaining exception pertained to the Firm not providing evidence of trading activity review in violation of BZX and EDGX rules, but no further action was taken.²² There were also no exceptions identified relating to EDGA and IEX.²³ The Firm responded in writing and explained that it updated the status of the improperly registered individuals and entities and updated its WSPs concerning supervision and registration.²⁴

B. FINRA Non-Routine Examination

In October 2023, FINRA issued a CAL to the Firm based on the Firm’s failure to execute approximately 3,800 incoming liability OTC Link messages against its displayed quote due to a share cap of 9,999,999 shares.²⁵ In addition, the Firm’s supervisory system did not provide for supervision reasonably designed to achieve compliance with the applicable

¹⁷ *Id.* at FINRA p. 5.

¹⁸ *Id.* at FINRA p. 6.

¹⁹ *Id.* at FINRA pp. 8-11.

²⁰ *See* Disposition Letter for Examination No. 20230770607 dated September 12, 2024, Examination Report dated July 26, 2024 (AMENDED), and Firm Response dated July 11, 2024, collectively attached as Exhibit 8.

²¹ *Id.* at FINRA pp. 5-7.

²² *Id.* at FINRA pp. 1, 5-6.

²³ *Id.* at FINRA p. 2.

²⁴ *Id.* at FINRA pp. 8-10.

²⁵ *See* Disposition Letter for Examination No. 20220761939 dated October 25, 2023, and Firm Response dated November 27, 2023, collectively attached as Exhibit 9.

securities laws and regulations, as well as FINRA Rule 5220, because it did not provide specific steps for the Firm's review of its two compliance reports.²⁶ The Firm responded in writing, indicating that it had increased its OTC Link system capacity and settings to allow larger responses to OTC Link Messages received against the Firm's displayed quote, and that it was in process of enhancing its existing WSPs to include greater detail related to exception reporting reviews.²⁷

Regulatory Actions

In the past two years, Canaccord has not been the subject of any recent disciplinary actions, aside from the SEC Order that led to the instant Application.

V. Prior SEA Rule 19h-1 Notices

Canaccord has not been the subject of any prior SEA Rule 19h-1 or 19d-1 Notices.

VI. The Firm's Proposed Continued Membership with FINRA and Plan of Heightened Supervision

The Firm seeks to continue its membership with FINRA notwithstanding its status as a disqualified member. The Firm has agreed to the following Plan of Heightened Supervision ("Supervision Plan" or "Plan") as a condition of its continued membership with FINRA.²⁸

Canaccord Genuity LLC (the "Firm") is subject to statutory disqualification pursuant to Section 3(a)(39)(F) of the Securities Exchange Act of 1934, which incorporates by reference Sections 15(b)(4)(D) & (E), as a result of an order issued by the U.S. Securities and Exchange Commission ("SEC" or "Commission") dated September 24, 2024, which found that the Firm willfully violated Section 17(a) of the Securities Exchange Act of 1934 and Rule 17a-4(b)(4) thereunder ("SEC Order"). The SEC Order also found that the Firm failed reasonably to supervise its employees within the meaning of Section 15(b)(4)(E).

For the purpose of this Supervision Plan, the term "Digital Communication Channels" means all written electronic methods of communication used to conduct Firm business, including but not limited to, text messaging platforms, whether via SMS messaging, iMessage, or other messaging services such as WhatsApp; direct messaging platforms including X f/k/a "Twitter," Instagram, LinkedIn, Slack, or Bloomberg Messaging; non-firm domain email accounts; and any other written electronic business-related correspondence. "Digital Communication Channels" encompass platforms used to exchange messages with internal or external stakeholders using either a personal or Firm-provided device.

²⁶ *Id.* at FINRA p. 1.

²⁷ *Id.* at FINRA pp. 3-4.

²⁸ *See* Executed Consent to Plan of Heightened Supervision dated January 10, 2025, attached as Exhibit 10.

For the purpose of this Supervision Plan, the term “Off-Channel Communications” means all business-related written electronic messages sent on Digital Communication Channels that are not captured by Firm surveillance and record-keeping systems.

In consenting to this Supervision Plan, the Firm agrees to the following:

1. The Firm shall comply with all of the undertakings outlined in the SEC Order.
2. The Firm shall maintain copies of all correspondence between the Firm and Commission staff relating to the SEC Order, including documenting when Commission staff grants extensions to the deadlines set forth in the SEC Order. The Firm shall maintain copies of all such correspondence in a readily accessible place for ease of review by FINRA staff.
3. The Firm shall provide FINRA’s Statutory Disqualification Group with copies of all certifications submitted to the SEC upon completion of the undertakings as specified in the SEC Order. The Firm shall maintain copies of all certifications in a readily accessible place for ease of review by FINRA staff.
4. The Firm shall maintain copies of all reports and supporting documentation submitted to SEC staff in accordance with the SEC Order, as well as any other documentation needed to evidence the status and completion of each of the undertakings outlined in the SEC Order. The Firm shall maintain copies of such documentation in a readily accessible place for ease of review by FINRA staff.
5. Within six months of the SEC’s Letter of Acknowledgement (“LOA”) in this matter, to the extent that it has not already done so within the past six months, and on at least an annual basis thereafter, for a term of six years from the date of the LOA, the Firm shall conduct training for all associated persons regarding the Digital Communication Channels that the Firm has approved for business communication, along with the Firm’s current policies regarding retention of business-related electronic communications. The Firm shall maintain a record of individual completion of said training and a copy of said training materials in a readily accessible place for ease of review by FINRA staff.
6. The Firm shall conduct the training described in Paragraph 5 above for all new hires, within 65 days from the date of commencement of new hire training, for a term of six years from the date of the LOA. The Firm shall retain a record of all new hire training, including a copy of all written training materials, and keep said record(s) in a readily accessible place for ease of review by FINRA staff.
7. Within 90 days of the LOA, the Firm shall, to the extent that it has not already done so, establish and maintain a written list(s) of all Digital Communication Channels that its associated persons are permitted to use to communicate about Firm business. The list(s) shall be circulated to all of the Firm’s associated persons at least on a semi-annual basis, for a term of six years from the date of the LOA. The Firm shall require that all associated persons obtain written approval for use of any Digital Communication Channels to communicate about Firm business that are not already

on the approved list(s) maintained by the Firm. The Firm shall maintain a record of all requests and approvals or rejections of each request, including the date of the requests and the Firm's decision. The Firm shall maintain copies of such requests and decisions in a readily accessible place for ease of review by FINRA staff.

8. The Firm shall require all associated persons to disclose on at least a semi-annual basis, for a term of six years from the date of the LOA, any unapproved Digital Communication Channels he/she is using to communicate about Firm business. The Firm shall maintain records of such disclosures in a readily accessible place for ease of review by FINRA staff.
9. Subject to Paragraph 7 above, the Firm shall prohibit associated persons from using Off-Channel Communications.
10. Within 90 days of the LOA, the Firm shall, to the extent that it has not already done so, develop a process whereby, in the event that an associated person sends or receives an Off-Channel Communication, the Off-Channel Communication is submitted to the Firm and retained in compliance with relevant securities laws and regulations. For a term of six years from the date of the LOA, the Firm shall maintain a record of all such Off-Channel Communications, including a record of the Firm's receipt of the communication, in a readily accessible place for ease of review by FINRA staff.
11. Within 90 days of the LOA, the Firm shall, to the extent that it has not already done so, develop and maintain written supervisory policies and procedures detailing the Firm's processes for disciplining associated persons who use Off-Channel Communications to communicate about Firm business. When the Firm uses the disciplinary process, the Firm shall document each instance. The Firm shall retain records of such written supervisory policies and procedures and records of the disciplinary processes and each outcome.
12. All requested documents and certifications under this Supervision Plan shall be sent directly to FINRA's Statutory Disqualification Group at SDMailbox@FINRA.org.
13. The Firm shall obtain written approval from FINRA's Statutory Disqualification Group prior to changing any provision of the Supervision Plan.
14. The Firm shall submit any proposed changes or other requested information under this Supervision Plan to FINRA's Statutory Disqualification Group at SDMailbox@FINRA.org.

VII. Discussion

After carefully reviewing the entire record in this matter, FINRA approves the Firm's request to continue its membership with FINRA, subject to the terms and conditions set forth herein. In evaluating Canaccord's Application, FINRA assessed whether the Firm has demonstrated that its continued membership is consistent with the public interest and does not create an unreasonable risk of harm to investors or the markets. *See* FINRA By-Laws,

Art. III, Sec. 3(d); *cf. Frank Kufrovich*, 55 S.E.C. 616, 624 (2002) (holding that FINRA “may deny an application by a firm for association with a statutorily-disqualified individual if it determines that employment under the proposed plan would not be consistent with the public interest and the protection of investors”). Typically, factors that bear on FINRA’s assessment include, among other things, the nature and gravity of the statutorily disqualifying misconduct, the time elapsed since its occurrence, the restrictions imposed, the Firm’s regulatory history, and whether there has been any intervening misconduct.

As of the date of this Notice, FINRA has determined that the Firm’s continued membership is consistent with the public interest and does not create an unreasonable risk of harm to investors or the markets. While the SEC Order identified serious violations of securities laws, the Firm was not expelled or suspended, nor were any limitations placed on Canaccord’s securities activities. Although the SEC Order triggered certain disqualifications from exemptions from registration available under the Securities Act of 1933 (“Securities Act”), specifically Regulations A, D and E of the Securities Act and Regulation Crowdfunding, the SEC granted the Firm a waiver from the application of the disqualification provisions of Rules 262(a)(4)(ii), 506(d)(1)(iv)(B), and 602(c)(3) of the Securities Act and Rule 503(a)(4)(ii) of Regulation Crowdfunding. Moreover, the full amount of the civil monetary penalty was promptly paid. Additionally, the Firm represented that it is in compliance with the ordered undertakings in that Canaccord has secured an Independent Compliance Consultant and has supplied its engagement letter to Commission staff.²⁹

Member Supervision also acknowledges that within the SEC Order the Commission considered the Firm’s prompt remedial actions and cooperation with the Commission when determining to accept the Offer of Settlement. Specifically, the Commission considered Canaccord’s self-report, enhanced policies and procedures, increased training concerning the use of approved communications methods including on personal devices, gave employees the option to utilize their personal devices with compliant text message capture, enhanced communication surveillance to better identify possible off-channel communications, and enhanced technology available to personnel, which included providing personnel with the option of using Firm-issued devices, thereby making approved channels more readily available.³⁰

In evaluating the Firm’s application, FINRA notes that Canaccord has no recent regulatory actions filed against it or additional disqualifying orders. Member Supervision also notes that with respect to the Firm’s recent examination exceptions, the Firm took measures to remedy the issue identified including by enhancing its WSPs and IT systems. Following the approval of the Firm’s continued membership in FINRA, FINRA intends to utilize its examination and surveillance processes to monitor the Firm’s continued compliance with the standards prescribed by Exchange Act Rule 19h-1 and FINRA Rule 9523.

FINRA is further reassured by the controls set in place by the Firm’s Supervision Plan

²⁹ See Exhibit 4.

³⁰ See Exhibit 2, p. 5, para. 28.

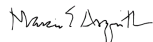
which bolster the undertakings outlined in the SEC Order and will continue to provide oversight of the Firm and compliance with its remaining undertakings. In accordance with the Plan, the Firm agreed to conduct annual training for all associated persons, including new hires, regarding the Firm's approved digital communication methods and record retention policies for electronic communications. Further, the Plan calls for the Firm to maintain a list of approved digital communication methods that associated persons are permitted to use for Firm business and to circulate that list to its associated persons semi-annually. The Plan requires the Firm's associated persons to obtain written approval to use digital communication channels not already approved. The Plan prohibits the use of off-channel communications and requires associated persons to semi-annually disclose any unapproved digital communication methods they are using for Firm business; they must also forward any off-channel communications that may have taken place to the Firm for retention purposes. These provisions will help to ensure that the Firm is aware of the communication methods being used by associated persons so that it can appropriately monitor, capture, and retain those communications. Additionally, the Plan mandates that the Firm develop policies and procedures for disciplining associated persons who use unapproved communication methods for Firm business and segregate all certifications, reports, and supporting documentation submitted to the SEC regarding compliance with the undertakings, for ease of review by FINRA staff to ensure ongoing compliance.

Thus, FINRA is satisfied, based on the foregoing and on the Firm's representations made pursuant to the Supervision Plan, that the Firm's continued membership in FINRA is consistent with the public interest and does not create an unreasonable risk of harm to the market or investors. Accordingly, FINRA approves Canaccord's Application to continue its membership with FINRA.

FINRA certifies that the Firm meets all qualification requirements and represents that the Firm is registered with several other SROs including BYX; BZX; EDGA; EDGX; IEX; NYSE Arca; ISE; and Nasdaq. The SROs have been provided with the terms and conditions of Canaccord's proposed continued membership and concur with FINRA.

In conformity with the provisions of Rule 19h-1 of the Exchange Act, the continued membership of the Firm will become effective within 30 days of the receipt of this notice by the Commission, unless otherwise notified by the SEC.

On Behalf of FINRA,



Marcia E. Asquith
Executive Vice President & Corporate Secretary

EXHIBITS

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1. MC-400A and related attachments compiled by CRED, with a cover memorandum dated October 16, 2024.
2. SEC Order, *In re Canaccord Genuity LLC*, Exchange Act Release No. 101142 (Sept. 24, 2024).
3. *In re Off-Channel Communications at Registered Entities*, Securities Act Release No. 11308 (Sept. 24, 2024).
4. Canaccord Discovery Responses dated February 13, 2025.
5. CRD Excerpt – Organization Registration Status.
6. CRD Excerpts – Types of Business and Other Business Descriptions.
7. Disposition Letter for Examination No. 20230770605 dated December 18, 2024, Examination Report dated September 20, 2024, and Firm Response dated October 11, 2024.
8. Disposition Letter for Examination No. 20230770607 dated September 12, 2024, Examination Report dated July 26, 2024 (AMENDED), and Firm Response dated July 11, 2024.
9. Disposition Letter for Examination No. 20220761939 dated October 25, 2023, and Firm Response dated November 27, 2023.
10. Executed Consent to Plan of Heightened Supervision dated January 10, 2025.

Exhibit A

Plan of Heightened Supervision

Canaccord Genuity LLC (the “Firm”) is subject to statutory disqualification pursuant to Section 3(a)(39)(F) of the Securities Exchange Act of 1934, which incorporates by reference Sections 15(b)(4)(D) & (E), as a result of an order issued by the U.S. Securities and Exchange Commission (“SEC” or “Commission”) dated September 24, 2024, which found that the Firm willfully violated Section 17(a) of the Securities Exchange Act of 1934 and Rule 17a-4(b)(4) thereunder (“SEC Order”). The SEC Order also found that the Firm failed reasonably to supervise its employees within the meaning of Section 15(b)(4)(E).

In consenting to this Supervision Plan¹ (“Supervision Plan”), the Firm agrees to the following:

1. The Firm shall comply with all the undertakings outlined in the SEC Order.
2. The Firm shall maintain copies of all correspondence between the Firm and Commission staff relating to the SEC Order, including documenting when Commission staff grants extensions to the deadlines set forth in the SEC Order. The Firm shall maintain copies of all such correspondence in a readily accessible place for ease of review by FINRA staff.
3. The Firm shall maintain copies of all reports and supporting documentation submitted to SEC staff in accordance with the SEC Order, as well as any other documentation needed to evidence the status and completion of each of the undertakings outlined in the SEC Order. The Firm shall maintain copies of such documentation in a readily accessible place for ease of review by FINRA staff.
4. The Firm shall provide FINRA’s Statutory Disqualification Group with copies of all certifications submitted to the SEC upon completion of the undertakings as specified under paragraph 35 of the SEC Order.
5. This Supervision Plan shall take effect on the date the Firm executes its consent to this Supervision Plan. The Supervision Plan shall be in effect until FINRA’s receipt of the Firm’s final certifications required by the SEC Order, after which time the Supervision Plan and its provisions thereto will expire.
6. All requested documents and certifications under this Supervision Plan shall be sent directly to FINRA’s Statutory Disqualification Group at SDMailbox@FINRA.org.
7. The Firm shall obtain written approval from FINRA’s Statutory Disqualification Group prior to changing any provision of the Supervision Plan.
8. The Firm shall submit any proposed changes or other requested information under this Supervision Plan to FINRA’s Statutory Disqualification Group at SDMailbox@FINRA.org.

¹ This Supervision Plan supersedes the Firm’s previous Supervision Plan executed on January 10, 2025.