

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER, AND CONSENT
NO. 2021072004801**

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

RE: TP ICAP Global Markets Americas LLC, Respondent
Member Firm
CRD No. 2762

Pursuant to FINRA Rule 9216, Respondent TP ICAP Global Markets Americas LLC 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

TP ICAP has been registered with FINRA since 1966. The firm, which has its headquarters in New York, has approximately 515 registered representatives and eight branch offices.¹

OVERVIEW

From at least September 2020 until March 2025, TP ICAP failed to establish and maintain a supervisory system reasonably designed to achieve compliance with applicable securities laws and regulations and FINRA rules prohibiting potentially manipulative trading, in violation of FINRA Rules 3110(a), 3110(b), and 2010. For these violations, the firm is censured, fined \$80,000, and required to certify within 180 days that it has implemented a supervisory system reasonably designed to remediate the supervisory failures at issue in this AWC.

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

FACTS AND VIOLATIVE CONDUCT

This matter originated from cross-market surveillance conducted by FINRA.

FINRA Rule 3110(a) requires each member to establish and maintain a system 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. FINRA Rule 3110(b) requires each member to “establish, maintain and enforce written procedures to supervise the types of business in which it engages and the activities of its associated persons that are reasonably designed to achieve compliance with applicable securities laws and regulations, and with applicable FINRA rules.”

A violation of FINRA Rule 3110 is also a violation of FINRA Rule 2010, which requires a member firm to observe high standards of commercial honor and just and equitable principles of trade in the conduct of its business.

From at least September 2020 until March 2025, TP ICAP’s supervisory system for detecting potentially manipulative trading through the firm’s platforms was not reasonably designed in several respects.

First, from September 2020 until March 2025, the firm lacked a supervisory system reasonably designed to detect potential spoofing and layering activity. From September 2020 until November 2023, for example, the firm lacked any surveillance or supervisory review designed to detect potential spoofing and layering. In November 2023, the firm implemented a surveillance report intended to detect instances of potential spoofing and layering but did not establish written supervisory procedures that identified the report or how it was to be reviewed. In March 2025, the firm revised its written supervisory procedures to address use of the surveillance report, including by describing the report, the party responsible for its review, the actions to be taken by the reviewer, and the frequency of review.

Second, from September 2020 until March 2023, the firm’s surveillance parameters were too narrow to reasonably detect instances in which customers potentially marked the close. In September 2020, the firm revised the parameters it used to conduct reviews of daily trading blotters to identify potential marking the close. The revised parameters unreasonably limited the firm’s surveillance for marking the close to transactions that were executed in the last five minutes of trading and comprised greater than 25 percent of that day’s trading volume in the security being traded. Marking the close is not so limited and can occur in orders that are smaller than 25 percent of a day’s trading volume. As a result of the firm’s unreasonably narrow surveillance parameters, the firm failed to identify red flags of marking the close in 45 transactions. In March 2023, the firm revised its procedures, implementing an automated exception-based surveillance report with expanded parameters designed to identify red flags of marking the close transactions.

Third, from at least September 2020 until April 2022, the firm’s surveillance parameters were too narrow to reasonably identify potentially manipulative wash trades. The firm’s review parameters unreasonably limited the firm’s surveillance for potential wash trades

to trades that occurred in the same millisecond. Manipulative wash trading is not limited to trades that occur in the same millisecond. By limiting its review to transactions occurring in the same millisecond, the firm failed to identify red flags of wash trading in eight transactions. In April 2022, the firm amended its procedures to expand the review parameters for wash trade surveillance.

Therefore, Respondent violated FINRA Rules 3110(a), 3110(b), and 2010.

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

- a censure;
- a total fine of \$80,000, of which \$40,000 is payable to FINRA;² and
- an undertaking that, within 180 days of the date of the notice of acceptance of this AWC, a member of Respondent's senior management who is a registered principal of the firm shall certify in writing that, as of the date of the certification, the firm has remediated the issues identified in this AWC and implemented a supervisory system, including written supervisory procedures, reasonably designed to achieve compliance with Rule 3110(a) and 3110(b) regarding the issues identified in this AWC. The certification shall include a narrative description and supporting exhibits sufficient to demonstrate Respondent's remediation and implementation. FINRA staff may request further evidence of Respondent's remediation and implementation, and Respondent agrees to provide such evidence. Respondent shall submit the certification to Melissa DePetrìs, Senior Counsel, melissa.depetrìs@finra.org, with a copy to EnforcementNotice@finra.org. Upon written request showing good cause, FINRA staff may extend this deadline.

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 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:

² The remainder of the fine will be payable to The Nasdaq Stock Market LLC.

- 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.

March 13, 2025

Date

Amir Zaidi

TP ICAP Global Markets Americas LLC
Respondent

Print Name: Amir Zaidi
Title: Chief Compliance Officer

Accepted by FINRA:

April 4, 2025

Date

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

Melissa DePetrìs

Melissa DePetrìs
Senior Counsel
FINRA
Department of Enforcement
200 Liberty Street, 11th Floor
New York, NY 10281