

**FINANCIAL INDUSTRY REGULATORY AUTHORITY  
LETTER OF ACCEPTANCE, WAIVER, AND CONSENT  
NO. 2021072257301**

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

RE: XP Investments US, LLC (Respondent)  
Member Firm  
CRD No. 156691

Pursuant to FINRA Rule 9216, Respondent XP Investments US, 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**

XP has been a FINRA member since 2011. The firm is headquartered in New York, NY and has approximately 100 registered representatives across three branches. XP's business includes, among other things, providing securities trading and brokerage services to retail and institutional customers.<sup>1</sup>

**OVERVIEW**

From June 2019 through June 2022, XP violated FINRA Rules 5210 and 2010 by overstating its advertised trade volume on Bloomberg, a private, subscription-based provider of market data, in approximately 3,300 instances by approximately 446 million shares.

From at least June 2019 through December 2023, XP violated FINRA Rules 3110 and 2010 by not establishing and maintaining a supervisory system, including written supervisory procedures (WSPs), reasonably designed to achieve compliance with FINRA Rule 5210.

For these violations, XP is censured and fined \$185,000.

---

<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).

## **FACTS AND VIOLATIVE CONDUCT**

This matter originated from a review by FINRA of the firm's advertised trading volume.

### ***XP overstated its advertised trade volume.***

FINRA Rule 5210 provides, in relevant part, that "[n]o member shall publish or circulate, or cause to be published or circulated, any notice, circular, advertisement, newspaper article, investment service, or communication of any kind which purports to report any transactions as a purchase or sale of any security unless such member believes that such transaction was a bona fide purchase or sale of such security."

FINRA Rule 2010 requires members, in the conduct of their business, to observe high standards of commercial honor and just and equitable principles of trade.

A violation of FINRA Rule 5210 also is a violation of FINRA Rule 2010.

Broker-dealers may, on a discretionary basis, advertise their trading volume in certain securities through third-party providers that disseminate such information.

To the extent that firms choose to advertise their trading volume, such information must be truthful, accurate, and not misleading.

From June 2019 to June 2022, XP configured its order management system (OMS) to automatically advertise the firm's trading volume in numerous securities through Bloomberg, including trading volume attributable to orders entered by firm traders through a third-party trading platform. When a trader manually changed an order previously entered through the third-party platform, the OMS advertised the trading volume for the original order in addition to the trading volume for the modified order. This technical issue resulted in the firm inadvertently overstating its advertised trading volume on Bloomberg in approximately 3,300 instances by approximately 446 million shares. The firm remediated the issue when it replaced its OMS in July 2022.

By overstating its advertised trading volume, XP violated FINRA Rules 5210 and 2010.

### ***XP's supervisory system was not reasonably designed to achieve compliance with FINRA Rule 5210.***

FINRA Rule 3110(a) requires members to establish and maintain a system, including 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.

FINRA Rule 3110(b) requires a member firm 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 also is a violation of FINRA Rule 2010.

From at least June 2019 to December 2023, the firm did not establish and maintain a supervisory system, including WSPs, reasonably designed to achieve compliance with FINRA Rule 5210. Until June 2023, the firm had no supervisory system for reviewing the accuracy of its trade volume advertisements on Bloomberg, and it did not perform any such supervisory reviews. The firm implemented a supervisory review process that assesses the accuracy of its trade volume advertisements on Bloomberg in June 2023 and, in January 2024, updated its WSPs to include a description of these reviews.

By not establishing and maintaining a supervisory system and WSPs reasonably designed to achieve compliance with FINRA Rule 5210, XP violated FINRA Rules 3110 and 2010.

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

- a censure and
- a \$185,000 fine.

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 sanction 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 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 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.

5/29/2025  
Date

  
\_\_\_\_\_  
XP Investments US, LLC  
Respondent

Print Name: JARED WILSON

Title: CLIENT COMPLIANCE OFFICER

Reviewed by:



\_\_\_\_\_  
Michael A. Gross  
Counsel for Respondent  
UB Greensfelder LLP  
2255 Glades Road, Suite 324A  
Boca Raton, Florida 33431-8571

Accepted by FINRA:

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

June 4, 2025

Date



---

Kimberly Koziara  
Principal Counsel  
FINRA  
Department of Enforcement  
1601 Market Street, Suite 2700  
Philadelphia PA 19103