

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2013037572601**

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

RE: Lime Brokerage LLC, Respondent
Broker-Dealer
CRD No. 104369

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Lime Brokerage LLC ("Lime" 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, FINRA will not bring any future actions against the Firm alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. The Firm 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 FINRA, or to which FINRA 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 FINRA:

BACKGROUND

Lime is a broker-dealer based in New York, New York. The Firm currently has 41 registered persons and four branch offices. At all relevant times, Lime was an agency-only brokerage firm that provided its customers with technology and direct market access to a variety of different stock and options exchanges. Lime has been a FINRA member since February 21, 2001, and its registration with the Securities and Exchange Commission ("SEC") remains in effect. The Firm does not have any relevant disciplinary history.

SUMMARY

From September 1, 2012 through August 3, 2016 (the "Review Period"), Lime offered foreign and domestic trading firms and other institutional clients ("direct market access customers") the ability to trade directly on multiple securities exchanges under Lime's exchange memberships. During the Review Period, trading activity by certain of Lime's direct market access customers triggered thousands of alerts at Lime that raised red flags for potentially manipulative trading. But Lime failed to establish and maintain a

supervisory system and written supervisory procedures (“WSPs”) reasonably designed to achieve compliance with securities laws and rules in connection with its direct market access customers’ trading activity through the Firm. Lime’s supervisory system and WSPs did not provide guidance as to how the Firm should review alerts of potentially manipulative trading and how the Firm should supervise the disposition of any such alerts. Lime tasked a single analyst with conducting a manual review of its surveillance alerts but failed to reasonably supervise the analyst’s review and disposition of those alerts. As a result, during the Review Period, Lime failed to supervise to achieve compliance with applicable securities laws, rules and regulations prohibiting layering, spoofing and other manipulation, and failed to observe high standards of commercial honor and just and equitable principles of trade. In addition, Lime failed to establish, maintain, and enforce WSPs reasonably designed to achieve compliance with applicable securities laws and regulations and FINRA Rules. The foregoing supervisory failures by Lime violated NASD Rules 3010(a) and (b) (for conduct prior to December 1, 2014), and FINRA Rules 3110(a) and (b) (for conduct on and after December 1, 2014) and 2010.

FACTS AND VIOLATIVE CONDUCT

Relevant Rules

1. NASD Rule 3010(a) (prior to December 1, 2014) and FINRA Rule 3110(a) (beginning December 1, 2014) require each member to establish and maintain a supervisory system that is reasonably designed to achieve compliance with applicable securities laws and regulations, and with applicable FINRA rules.
2. NASD Rule 3010(b) (prior to December 1, 2014) and FINRA Rule 3110(b) (beginning December 1, 2014) require each 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.
3. FINRA Rule 2010 requires member firms, in the conduct of their business, to observe high standards of commercial honor and just and equitable principles of trade. A violation of NASD Rule 3010 and FINRA Rule 3110 is deemed to be a violation of FINRA Rule 2010.

Lime’s Direct Market Access Customers

4. During the Review Period, Lime offered its direct market access customers the ability to trade directly on multiple securities exchanges under Lime’s exchange memberships, using one of Lime’s unique four-letter codes, or market participant identifiers (“MPIDs”). Lime’s direct market access customers included foreign and domestic trading entities and other institutional clients. As the broker-dealer offering direct market access to customers, Lime had supervisory obligations for their trading activity entered through the Firm.

Types of Potentially Manipulative Trading in Direct Market Access Customer Accounts

5. Lime's direct market access customers engaged in trading activity that raised red flags at Lime for potential manipulative trading, including a variety of practices, such as "layering," "spoofing," "ramping," and "marking."
6. Layering typically includes placement of multiple limit orders on one side of the market at various price levels that are intended to create the appearance of a change in the levels of supply and demand. In some instances, layering involves placing multiple limit orders at the same or varying prices across multiple exchanges or other trading venues. An order is then executed on the opposite side of the market and most, if not all, of the multiple limit orders are immediately cancelled. The purpose of the multiple limit orders that are subsequently cancelled is to induce, or trick, other market participants to enter orders due to the appearance of interest created by the orders such that the trader is able to receive a more favorable execution on the opposite side of the market.
7. Similar to layering, spoofing involves placement of non-bona fide orders, generally inside the existing national best bid or offer, with the intention of briefly triggering some type of response from another market participant, followed by cancellation of the non-bona fide order, and the entry of an order on the other side of the market.
8. Ramping includes trading practices designed to artificially increase or decrease the price of a security prior to the open or close for the benefit of resting order interest, i.e., placing unexecuted on-open or on-close orders in advance of an exchange's opening or closing cross.
9. Marking involves attempting to influence the opening or closing price of a security by effecting purchases or sales at or near the open or close of normal trading hours. Such activity can artificially inflate or depress the closing price for the security.

Lime Failed to Reasonably Supervise for Potential Manipulative Trading by Its Direct Market Access Customers

10. Lime failed to establish and maintain a supervisory system and WSPs reasonably designed to achieve compliance with rules prohibiting layering, spoofing, ramping, marking the open or close, and other potentially manipulative trading.
11. Throughout the Review Period, Lime's supervisory system for reviewing for potentially manipulative trading by direct market access customers was dependent on a commercial surveillance system that generated reports for various forms of violative trading activity (the "Surveillance System"). Lime determined the parameters for the Surveillance System to generate alerts for ramping, marking, layering, and spoofing.
12. Lime's WSPs identified the Surveillance System and described the exception reports that it generated for potentially manipulative trading by direct market access customers. The

WSPs stated how often Lime's Chief Compliance Officer ("CCO") or the CCO's designee should review exception reports and required that reviews be documented. But the WSPs did not describe how to conduct the reviews, the factors to consider in reviewing the exception reports for potentially manipulative trading activity, or how the reviews of exception reports were supervised by the Firm. Nor did the WSPs explain under what circumstances the reviewer should escalate concerns regarding any alert in an exception report for direct market access customers' trading activity or instead close an alert with no further action.

13. During the Review Period, Lime's practice was to place reviewed Surveillance System alerts in one of three categories: "watch," "investigation," or "no further action." The WSPs required that all "watch" alerts be "explained" in the Surveillance System's comment field. The WSPs, however, did not state any factors to consider when placing an alert under "watch" status, what the reviewer should explain about the "watch" alert in the comment field, or how the Firm should supervise such alerts. Moreover, the WSPs provided no guidance concerning alerts placed under "investigation" or those closed with "no further action." Lime's WSPs and its supervisory system failed to include factors to consider in determining when such determinations were appropriate or how such determinations would be supervised.
14. Beginning in December 2014, and through the end of the Review Period, Lime tasked a single analyst with manually reviewing the Surveillance System alerts. Lime delegated to the analyst authority to investigate and close out surveillance alerts, but did not provide the analyst with any written guidance or explanation of the factors to consider in reviewing the alerts and determining alert categories or dispositions. Before joining the Firm, the analyst had not used the Surveillance System or conducted surveillance for all the forms of potentially manipulative trading identified by the Surveillance System.
15. During the Review Period, Lime failed to reasonably respond to red flags of potentially manipulative trading by the Firm's direct market access customers. These red flags included thousands of Surveillance System alerts that were generated by two such customers, including the following:
 - a. Customer A, a foreign investment fund, generated over 900 Surveillance System alerts for potential layering or spoofing between March 2015 and July 2016. Each time that Lime's analyst questioned Customer A about an alert, the analyst accepted the customer's explanation of the trading and closed the alert with no further action.
 - b. Customer B, a domestic investment fund, generated over 1,000 Surveillance System alerts, including over 500 alerts for possible ramping and marking the close, between December 2014 and July 2016. Each time that Lime's analyst questioned Customer B about an alert, the analyst accepted the customer's explanation of the trading and closed the alert with no further action.

16. The acts, practices, and conduct described above constituted violations of NASD Rules 3010(a) and (b) (for conduct prior to December 1, 2014), and FINRA Rules 3110(a) and (b) (for conduct on and after December 1, 2014) and 2010.

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

1. A censure;
2. A total fine of \$625,000, of which \$38,500 is payable to FINRA;¹ and
3. An undertaking to provide a written report to FINRA within 90 days of the date of the Notice of Acceptance of this AWC, concerning reasonable controls, procedures, and other measures taken by the Firm to remediate the violative conduct described herein regarding the Firm's supervision of direct market access customer activity with respect to potential manipulative trading by its customers. The written report shall be certified by a registered principal who is also a senior executive officer of the Firm and shall address, at a minimum, the implementation and performance of the Firm's controls, procedures, and other measures; the steps taken by supervisory personnel to achieve compliance with regard to supervision of direct market access customer trading and the results of such supervisory reviews; training; and modification or recommendations for improvements to the controls, procedures, and other measures and dates of the effectiveness of such modifications or planned implementation of such recommendations. Upon written request showing good cause, FINRA staff may extend any of the procedural dates set forth herein.
4. Acceptance of this AWC is conditioned upon acceptance of similar settlement agreements in related matters between the Firm and each of the following self-regulatory organizations: (i) Cboe BYX Exchange, Inc.; (ii) Cboe BZX Exchange, Inc.; (iii) Cboe EDGA Exchange, Inc.; (iv) Cboe EDGX Exchange, Inc.; (v) the NASDAQ Stock Market, LLC; (vi) Nasdaq BX, Inc.; and (vii) Nasdaq PHLX LLC.

The Firm agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. It has submitted an Election of Payment form showing the method by which it proposes to 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.

The sanctions imposed herein shall be effective on a date set by FINRA.

¹ The balance of the fine will be paid to the self-regulatory organizations referenced in paragraph I.B.4 below.

II.

WAIVER OF PROCEDURAL RIGHTS

The Firm specifically and voluntarily waives the following rights granted under FINRA's Code of Procedure:

- A. To have a Complaint issued specifying the allegations against the Firm;
- 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 acceptance or rejection of this AWC.

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:

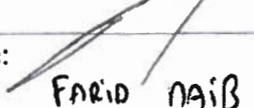
1. This AWC will become part of the Firm's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against the Firm;
2. This AWC will be made available through FINRA's public disclosure program in accordance with FINRA Rule 8313;
3. FINRA may make a public announcement concerning this agreement and the subject matter thereof 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 the Firm's: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

D. Respondent 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. This Statement does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA or its staff.

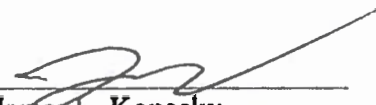
The undersigned, on behalf of the Firm, certifies that a person duly authorized to act on its behalf has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that it has agreed to the AWC's provisions voluntarily; and that no offer, threat, 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 it.

7/23/19
Date

Lime Brokerage LLC
Respondent

By: 
Name: Farid Naib
Title: CEO


Reviewed by:


James L. Kopecky
Kopecky Schumacher Rosenberg PC
120 North LaSalle Street, Suite 2000
Chicago, IL 60602
Counsel for the Firm

Accepted by FINRA:

8/15/19
Date

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


Elyse D. Kovar, Senior Counsel
FINRA Department of Enforcement