

OUR PRACTICE

Broker-Dealer/Investment Adviser

Our Broker-Dealer/Investment Adviser Group is made up of experienced attorneys who guide clients through many aspects of the financial industry, such as regulation, compliance, enforcement, consulting, arbitration, litigation, and internal investigations. We serve a wide variety of organizations, including broker-dealers, investment advisers, investment banks, investment companies, capital markets teams, and banks. Our clients range from national and regional firms to local broker-dealers, dually registered firms, municipal advisors, municipal securities dealers, bank dealers, capital markets groups, investment companies, investment managers, and investment funds.

We have represented broker-dealers and investment advisers throughout the country in customer disputes related to a vast array of securities transactions. Our experience includes private placements, alternative investments, REITs, EB-5 offerings, collateralized debt obligations (CDOs), municipal and corporate bonds, variable annuities, mutual funds, electronic funds transfers (EFTs), and various other equity, debt, insurance, derivative, and hedge related products involving the following types of claims:

- Unsuitability
- Selling away
- Unauthorized trading
- Churning
- Offering fraud
- Common law fraud and misrepresentation
- Breach of fiduciary duty
- Failure to Supervise

We also have substantial experience representing industry firms and their associated persons in regulatory inquiries, examinations, and enforcement proceedings involving:

- Forms ADV, BD, U4, and U5 disclosure issues
- Outside business activities and private securities transactions
- Selling away
- Research
- Pricing
- Suitability and disclosure issues related to complex products and private placements
- Due diligence related to private placements
- Mutual fund share-class issues
- Insider trading
- Violations of gift and entertainment rules and policies
- Fee overcharges
- Anti-money laundering (AML) matters
- Cybersecurity matters
- Reg S-P compliance
- Federal, state, and Self-Regulatory Organization (SRO) registration and licensing issues
- Internal investigations
- "Wells" submissions

Additionally, our attorneys have handled employment related matters for broker-dealers, investment advisory firms, and other financial service organizations, including matters involving the following:

- Raiding cases and other transition disputes
- Non-solicitation agreements, non-compete agreements, and garden leave provisions
- Form U4 and Form U5 disclosures
- Employee and independent contractor classification
- Forgivable loans and promissory notes
- Employee exemptions under the Fair Labor Standards Act (FLSA)
- Trailing commissions, bonuses, and other incentive compensation
- Discrimination, diversity, and equal pay sensitivities
- Mandatory vacation policies
- Social media policies and bring your own device policies
- Whistleblower protections and awards
- Employment terminations and dispute resolution
- Settlement and separation agreements
- Financial Industry Regulatory Authority (FINRA) arbitrations
- Form U5 expungement proceedings



Representative Matters

Results may vary depending on your particular facts and legal circumstances.

- Successfully defended a leading insurance brokerage firm in a multimillion dollar breach of contract declaratory judgment action, resulting in full dismissal of claims against client.
- Successfully defended a national insurance brokerage firm from non-compete and non-solicit claims brought by a competitor after it hired one of the competitor's salesmen. The case settled on favorable terms after the court entered a preliminary injunction and after a short period of discovery.
- Defended broker-dealer in a federal court action alleging violations of federal and state securities laws, aiding and abetting breach of fiduciary duties, and commercial bribery in the wake of the bankruptcy of a registered investment adviser.
- Defended a national broker-dealer in an alleged Ponzi scheme, including resolution of multiple lawsuits and arbitrations.
- Successfully defended a broker-dealer and registered representatives in a FINRA arbitration case involving the sale of alternative real estate investments.
- Represented numerous broker-dealers and registered investment advisers in litigation and in arbitrations involving claims of unsuitability, unauthorized trading, misrepresentation, churning, failure to supervise and breach of fiduciary duty.
- Defended broker-dealer and bank dealer in civil litigation and in securities arbitrations arising out of sale of CDO products.
- Frequent defense of broker-dealers and registered investment advisors in SEC enforcement actions.
- Represented registered investment advisors on series limited liability company structure for fund investments.
- Negotiated favorable settlement for regional wealth management firm against alleged FINRA rule violations involving a former registered representative.
- Represented a bank holding company and its broker-dealer affiliate in compliance with and termination of an enforcement order.
- Represented a leading financial services firm in a case filed against nine former employees and their new firm for breach of contract, breach of fiduciary duty, trade secret misappropriation, and tortious interference. Obtained an award of \$3.5 million following arbitration.
- Defended a securities broker-dealer in a FINRA arbitration case brought by customers alleging faulty investment advice. All parties agreed to a full and final voluntary settlement.

