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**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

IN THE MATTER OF DETERMINING
Whether there has been a violation of the
Securities Act of Washington by:

Matthew Kelleher; Wendi DuBois,

Respondents.

Order No.: S-19-2770-21-SC01

STATEMENT OF CHARGES AND NOTICE OF
INTENT TO ENTER ORDER TO SUSPEND
REGISTRATIONS, IMPOSE FINES, AND CHARGE
COSTS

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THE STATE OF WASHINGTON TO:

**Matthew Kelleher
Wendi DuBois**

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STATEMENT OF CHARGES

Please take notice that the Securities Administrator of the State of Washington has reason to believe that Respondents Matthew Kelleher and Wendi DuBois (collectively, “the Respondents”) have each violated the Securities Act of Washington. The Securities Administrator believes those violations justify the entry of an order to suspend Matthew Kelleher and Wendi Dubois’s securities salesperson and investment adviser representative registrations, to impose fines, and to charge costs, pursuant to RCW 21.20.110. The Securities Administrator finds as follows:

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TENTATIVE FINDINGS OF FACT

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Respondents

1. Matthew Kelleher (“Kelleher”) is a resident of Seattle, Washington. He has been registered in the financial industry since October 2006, and is currently employed by Wedbush Securities Inc. as a registered securities salesperson and investment adviser representative. Kelleher’s Central Registration Depository (“CRD”) number is 714170.

1 7. In late 2015, Kelleher began directing DuBois to make under-the-table cash payments to T.S.,
2 based on 10% of Kelleher's gross production at UBS. DuBois maintained a spreadsheet detailing the cash
3 compensation paid to T.S., and effected the payments at Kelleher's direction using cash provided to her by
4 Kelleher. In total, Kelleher and DuBois paid T.S. \$35,050 from November 2015 to June 2017.

5 8. At the time of Kelleher and DuBois' arrangement with T.S., UBS's policies prohibited under-
6 the-table payments which were not processed through the firm's ordinary compensation structure.
7 Specifically, UBS's Code of Conduct provided that "[i]n general, you may not, directly or indirectly, pay or
8 receive any rebate, referral fee, finder's fee or any other sort of fee or compensation other than as permitted
9 by and processed through the Firm's normal compensation structure or Firm-sanctioned policy or program."

10 9. Rather than disclosing these payments to UBS, Kelleher and DuBois concealed the payments
11 by making them in cash and by lying on UBS's annual employee questionnaires on three separate occasions.
12 During the period when Kelleher and DuBois were making payments to T.S., UBS's annual questionnaire
13 asked whether the employee had "accepted or given any cash/gift/funds with a cumulative value over \$100 to
14 and/or from a client, employee, client representative, mutual fund company, insurance company, or other
15 financial institution (NOT including immediate family members)" (emphasis added). In January 2016,
16 Kelleher and DuBois both falsely attested that they had not made such payments, when in fact they had paid
17 a total of \$3,950 to T.S. in November and December 2015. In February 2017, Kelleher and DuBois again
18 falsely attested that they had not made such payments, when in fact they had paid a total of \$22,300 to T.S.
19 since the previous attestation. Finally, in February 2018, Kelleher and DuBois again falsely attested that they
20 had not made such payments, when in fact they had paid a total of \$8,700 to T.S. since the previous attestation.
21 Kelleher testified under oath before the Securities Division that he was aware that UBS's policies prohibited
22 the types of cash payments described above.

1 This Statement of Charges is entered pursuant to the provisions of Chapter 21.20 RCW and is subject
2 to the provisions of Chapter 34.05 RCW. The Respondents, Matthew Kelleher and Wendi DuBois, may each
3 make a written request for a hearing as set forth in the NOTICE OF OPPORTUNITY FOR HEARING
4 accompanying this Order. If a Respondent does not make a hearing request in the time allowed, the Securities
5 Administrator intends to adopt the above Tentative Findings of Fact and Conclusions of Law as final and to
6 enter a permanent order to revoke, deny, or suspend that Respondent's registrations as described above, to
7 impose any fines sought against that Respondent, and to charge any costs sought against that Respondent.

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10 Signed and Entered this 23rd day of May, 2022.

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15 William M. Beatty
16 Securities Administrator

17 Approved by:

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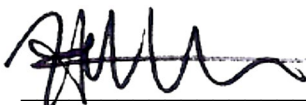
19 _____
20 Brian J. Guerard
21 Chief of Enforcement

22 Presented by:

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Adam N. Yeaton
Financial Legal Examiner

Reviewed by:



Holly Mack-Kretzler
Financial Legal Examiner Supervisor

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**STATEMENT OF CHARGES AND NOTICE
OF INTENT TO ENTER ORDER TO
SUSPEND REGISTRATION, IMPOSE FINES,
AND CHARGE COSTS**

DEPARTMENT OF FINANCIAL INSTITUTIONS
Securities Division
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