



1 **Nature of the Conduct**

2 *Overview*

3 2. On or around November 26, 2021, the Financial Industry Regulatory Authority (“FINRA”)  
4 suspended Wynston Hill for failing to respond to FINRA Rule 8210 requests made as part of an examination  
5 of the firm. In response to the suspension, the Maryland Securities Commissioner and the South Dakota  
6 Division of Insurance and Securities issued orders after notice and opportunity for hearing revoking  
7 Wynston Hill’s broker-dealer registration in their respective states. Although the firm eventually complied  
8 with FINRA’s underlying Rule 8210 requests, it was expelled from FINRA membership as a result of a  
9 second, unrelated proceeding. On or around June 19, 2022, FINRA expelled Wynston Hill from  
10 membership after notice and opportunity for a hearing for failing to file its annual audit report.

11 *First FINRA Proceeding*

12 3. On or around July 22, 2021, FINRA sent Wynston Hill three letters asking the firm to produce  
13 information and documents as part of an examination. FINRA sought materials in connection with Form  
14 U5 filings Wynston Hill made on behalf of three of its former registered representatives. Additionally,  
15 FINRA requested that Wynston Hill provide records of any testing the firm conducted relative to its  
16 Regulation Best Interest (“Reg BI”) controls; all materials used to train associated persons on Reg BI; and  
17 a copy of the firm’s written supervisory procedures. FINRA issued the requests pursuant to FINRA Rule  
18 8210 and asked the firm to respond by August 5, 2021.

19 4. Wynston Hill did not produce the requested information and documents in response to the  
20 letters. FINRA sent three additional letters on or around August 11, 2021, asking Wynston Hill to deliver  
21 the requested materials by August 25, 2021. FINRA also emailed Wynston Hill on or around August 16,  
22 2021, requesting an update on when the materials would be produced.





1 *Second FINRA Proceeding*

2 17. On or around March 16, 2022, FINRA issued a Notice of Suspension letter to Wynston Hill  
3 after the firm failed to file its December 2021 Annual Audit Report (“Annual Audit Report”). The Notice  
4 of Suspension letter stated that FINRA would suspend Wynston Hill’s registration on April 11, 2022, if the  
5 firm did not submit the report. The Notice of Suspension letter also advised Wynston Hill that it could  
6 request a hearing before the suspension date. Finally, the Notice of Suspension letter informed Wynston  
7 Hill that if the firm failed to request a termination of the suspension within three months of the letter being  
8 issued, it would be automatically expelled from FINRA membership.

9 18. On June 27, 2022, FINRA issued an Expulsion Letter to Wynston Hill after the firm failed to  
10 submit its Annual Audit Report, ask for a hearing, or request a termination of its suspension. As a result of  
11 the regulatory action, Wynston Hill was expelled from FINRA membership on or around June 19, 2022.

12 **Registration Status**

13 1. The Securities Division first approved Wynston-Hill’s broker-dealer registration on July 14,  
14 2000. On November 25, 2002, the firm’s registration was withdrawn. Wynston Hill’s broker-dealer  
15 registration was again approved by the Securities Division on February 5, 2005, but it was later terminated  
16 on March 7, 2013. On October 6, 2016, the Securities Division approved Wynston Hill’s broker-dealer  
17 registration for a third time.

18 2. On December 15, 2021, the Securities Division received a Form BDW from Wynston Hill in  
19 which the firm requested that its broker-dealer registration be terminated. On January 18, 2022, the  
20 Securities Division terminated Wynston Hill’s broker dealer-registration.

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23 Based upon the above Tentative Findings of Fact, the following Conclusions of Law are made:

1 **CONCLUSIONS OF LAW**

2 1. FINRA’s regulatory action expelling Wynston Hill from FINRA membership constitutes an  
3 order entered by a self-regulatory organization, after notice and opportunity for a hearing, expelling a  
4 registrant from membership in such self-regulatory organization.

5 2. Wynston Hill is subject to the orders issued by the Maryland Securities Commissioner and  
6 the South Dakota Division of Insurance and Securities, which constitute orders issued by state securities  
7 administrators after notice and opportunity for a hearing against a broker-dealer.

8 3. It is in the public interest to deny any broker-dealer or investment adviser registration that  
9 Wynston Hill may seek.

10 4. The orders issued by the Maryland Securities Commissioner and the South Dakota Division  
11 of Insurance and Securities are grounds under RCW 21.20.110(1)(e)(i) to deny any broker-dealer or  
12 investment adviser registration that Wynston Hill may seek.

13 5. The order issued by FINRA is grounds under RCW 21.20.110(1)(e)(iii) to deny any broker-  
14 dealer or investment adviser registration that Wynston Hill may seek.

15 **NOTICE OF INTENT TO DENY FUTURE REGISTRATION**

16 Pursuant to RCW 21.20.110(1)(e)(i) and RCW 21.20.110(1)(e)(iii), and based upon the Tentative  
17 Findings of Fact and Conclusions of Law, the Securities Administrator intends to order that any application  
18 for registration as a broker-dealer or investment adviser that the Respondent may make shall be denied.

19 **AUTHORITY AND PROCEDURE**

20 This Statement of Charges is entered pursuant to the provisions of Chapter 21.20 RCW and is subject  
21 to the provisions of Chapter 34.05 RCW. The Respondent, Wynston Hill Capital, LLC, may make a written  
22 request for a hearing as set forth in the Notice of Opportunity for Hearing accompanying this Order. If a  
23 respondent does not make a hearing request in the time allowed, the Securities Administrator intends to

1 adopt the above Tentative Findings of Fact and Conclusions of Law as final and to enter a permanent order  
2 denying further registrations.

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4 SIGNED and ENTERED this 14th day of December, 2022.

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\_\_\_\_\_/s/\_\_\_\_\_  
William M. Beatty  
Securities Administrator

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Approved by:

Presented by:

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\_\_\_\_\_/s/\_\_\_\_\_  
Brian Guerard  
Chief of Enforcement

\_\_\_\_\_/s/\_\_\_\_\_  
Brett Werenski  
Financial Legal Examiner

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Reviewed by:

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\_\_\_\_\_/s/\_\_\_\_\_  
Holly Mack-Kretzler  
Financial Legal Examiner Supervisor

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