

STATE OF NEVADA
OFFICE OF THE SECRETARY OF STATE
SECURITIES DIVISION
2250 LAS VEGAS BOULEVARD NORTH, SUITE 400
NORTH LAS VEGAS, NEVADA 89030

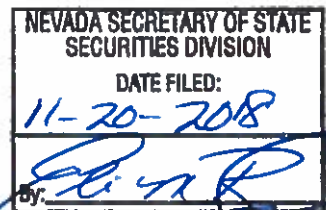
In the Matter of:

OPPENHEIMER AND CO., INC.,
CRD No. 249,

Respondent.

ADMINISTRATIVE CONSENT ORDER

File No. I16-116-MCF



TO: Oppenheimer and Co., Inc.
c/o Douglas Siegel, Chief Compliance Officer
85 Broad Street, 22nd Floor
New York, NY 10004

WHEREAS, Oppenheimer and Co., Inc. ("Respondent"), CRD No. 249, is a New York-based broker-dealer and investment adviser firm. The broker-dealer firm has been licensed with the Securities Division of the Office of the Nevada Secretary of State ("Division") since July 19, 1983; the investment adviser firm has been registered with the Securities and Exchange Commission since February 9, 1955, and notice filed with the Division since January 15, 1998;

WHEREAS, on or about July 19, 2016, Respondent entered into a Consent Agreement and Order in Lieu of Cease and Desist Proceedings ("Consent Agreement") with the Michigan Department of Licensing and Regulatory Affairs, Corporations, Securities, and Commercial Licensing Bureau ("Michigan") for its failure to register for licensure 40 investment adviser representatives ("IARs") who were operating in or from the State of Michigan between the years 2009 and 2015, in violation of the Michigan Uniform Securities Act;

WHEREAS, pursuant to the authority provided in Nevada Revised Statutes ("NRS") 90.410, the Division initiated an investigation of Respondent's records to determine compliance with the Nevada Uniform Securities Act ("Act"), codified in NRS Chapter 90, and the regulations promulgated thereunder and codified in Chapter 90 of the Nevada Administrative Code ("NAC");

WHEREAS, based on the facts and circumstances revealed during the course of the Division's investigation, between January 2003 and November 2015, Respondent failed to comply with NRS 90.330, which requires the licensure of Investment Adviser Representatives (IARs) engaged in securities-related business in or from the State of Nevada;

WHEREAS, based on the facts and circumstances revealed during the course of the Division's investigation, between September 2007 and June 2017, Respondent failed to comply with NAC 90.392, which requires the licensing of all broker-dealer branch offices in the State of Nevada;

WHEREAS, pursuant to the Act and the regulations adopted thereunder, Respondent is charged with complying with all applicable requirements while engaged in any securities-related business in or from the State of Nevada;

WHEREAS, Respondent has cooperated with the Division's inspection by responding to inquiries and providing documentary evidence;

WHEREAS, Respondent has advised the Division of its agreement to resolve the above failures to comply with the requirements in the State of Nevada on the terms specified in this Administrative Consent Order (“Order”);

WHEREAS, Respondent elects to permanently and expressly waive any right to a hearing and appeal under the Act and/or to seek judicial review under the Nevada Administrative Procedures Act, codified in NRS Chapter 233B, with respect to this Order.

NOW THEREFORE, the Administrator of the Division, pursuant to the Act, hereby enters
this Order:

I.

FINDINGS OF FACT

1. According to information maintained electronically by Financial Industry Regulatory Authority's ("FINRA") Central Registration Depository ("CRD"), in January 2003, M.W., CRD No. XXX3626, became a registered sales representative ("broker-dealer rep") and an IAR with Respondent.

1 2. On or about January 3, 2003, M.W. was approved as a California broker-dealer rep
2 and an IAR by their Securities Regulation Division, California Department of Business Oversight;
3 that same day, M.W. was approved as a Nevada broker-dealer rep only by the Division.

4 3. In his Form U-4 filing dated March 6, 2003, M.W.'s office of employment under
5 Section 1 was listed as broker-dealer Branch CRD No. 190643, located at 3960 Howard Hughes
6 Parkway, 7th Floor, Las Vegas, NV 89109; under Section 11, M.W. listed a Las Vegas, NV,
7 address as his residence, listing the effective dates as January 2003 to present.

8 4. According to information maintained electronically by FINRA's CRD, on
9 September 12, 2007, Respondent filed a Form BR for broker-dealer Branch CRD No. 190643,
10 closing down the broker-dealer branch office location where M.W. had worked.

11 5. In his Form U-4 filing dated September 12, 2007, M.W.'s office of employment
12 under Section 1 was amended to remove the broker-dealer branch office location in Las Vegas, NV;
13 additionally, Section 11 was amended to add an address in Laguna Beach, CA, as his residence,
14 listing the effective dates as June 2007 to present.

15 6. In his Form U-4 filing dated December 22, 2010, M.W.'s office of employment
16 under Section 1 was amended to add a Las Vegas, NV, address as an office of employment, with a
17 start date of December 21, 2010.

18 7. In his Form U-4 filing dated November 23, 2015, M.W.'s residential history under
19 Section 11 was amended to add the same Las Vegas, NV, address from Section 1 of his previous
20 Form U-4 filing, listing the effective dates as June 2007 to present.

21 8. M.W. was approved as a Nevada IAR by the Division on or about November 23,
22 2015.

23 9. On or about July 19, 2016, Respondent entered into a Consent Agreement with
24 Michigan for its failure to register for licensure 40 IARs who were operating in or from the State of
25 Michigan between the years 2009 and 2015, in violation of the Michigan Uniform Securities Act.

26 10. On or about May 23, 2017, the Division requested records from Respondent as part
27 of its investigation to determine compliance with the Act.
28

11. Based on records provided to the Division by Respondent, between January 2003 and present, M.W. had 35 advisory clients for whom he was an IAR and 560 retail clients for whom he was a broker-dealer rep.

12. Between January 2003 and November 2015, the Division identified eleven (11) advisory clients of M.W. who were residents of Nevada during a timeframe when M.W. was not licensed as an IAR with the Division.

13. Between January 2003 and November 2015, the Division identified four (4) advisory clients of M.W. who were residents of other states during a timeframe when M.W. listed a residence and an office of employment in the State of Nevada but was not licensed as an IAR with the Division.

14. Between September 2007 and December 2010, the Division identified nine (9) retail clients of M.W. who were residents of Nevada during a timeframe when M.W. listed a residence in the State of Nevada but did not conduct business from a broker-dealer branch office location licensed with the Division.

15. Between December 2010 and present, the Division identified nine (9) retail clients of M.W. who were residents of Nevada during a timeframe when M.W. listed a residence and an office of employment in the State of Nevada but did not conduct business from a broker-dealer branch office location licensed with the Division.

II.

CONCLUSIONS OF LAW

1. The Division has jurisdiction over this matter pursuant to the Act, which authorizes the Division to regulate an entity or person acting as a broker-dealer, investment adviser, registered sales representative, or a representative of an investment adviser. Specifically, NRS 90.630 allows the Division, through its Administrator, to take action against a person if it violates any provision of the Act or any regulation adopted or issued under said Act.

2. Pursuant to NRS 90.330, “It is unlawful for any person to transact business in this State as an investment adviser or as a representative of an investment adviser unless licensed or exempt from licensing under this chapter.”

3. Under NRS 90.340, an exemption from licensure under NRS 90.330 applies to investment advisers or representatives of investment advisers who (a) only have other investment advisers, broker-dealers, financial, or institutional investors as clients in the State of Nevada, (b) have no place of business in the State of Nevada, or (c) have no place of business in the State of Nevada and during any 12 consecutive months do not direct communications in the State of Nevada to more than five (5) present or prospective clients.

4. As none of the exemptions from licensure under NRS 90.340 apply to M.W. or to Respondent, Respondent violated NRS 90.330 by failing to obtain licensure for M.W. as a representative of an investment adviser for the years 2003 through 2015.

5. NRS 90.360(3) defines a “branch office” as “any place of business in this State other than the principal office in the state of the broker-dealer, from which one or more sales representatives transact business.” Similarly, NAC 90.027 defines a “branch office” as “any place of business in this State other than the principal office in this State of the broker-dealer, from which one or more sales representatives transact business.”

6. NAC 90.392 requires a broker-dealer to obtain a license from the Division for all branch office locations before engaging in securities-related business at those locations.

4. Respondent has violated NAC 90.392 by engaging in securities-related business from a broker-dealer branch office location in the State of Nevada without obtaining a license from the Division.

III.

ORDER

Finding the following appropriate and in the public interest, and on the basis of the Findings of Facts, Conclusions of Law, and Respondent's consent to the entry of this Order,

IT IS HEREBY ORDERED:

1. Respondent will cease from violating the Act and the regulations adopted thereunder, and will comply with said Act and regulations in the future.

1 2. Respondent shall now and in the future obtain a license as a representative of an
2 investment adviser for any and all persons subject to and not exempt from licensure pursuant to
3 NRS 90.330.

4 3. Respondent shall now and in the future obtain a license as a broker-dealer branch
5 office for any and all places of business in the State of Nevada from which one or more registered
6 sales representatives engage in securities-related business in accordance with NAC 90.392.

7 4. Respondent shall pay the Nevada Secretary of State, on or before this Order is
8 executed, a civil penalty in the amount of Eight Thousand Dollars (\$8,000.00) concurrently with the
9 filing of this Order.

10 5. In addition, Respondent shall pay the Nevada Secretary of State, on or before this
11 Order is executed, the fee for the Division's investigative costs pursuant to NRS 90.410 in the
12 amount of Five Hundred Sixty-Nine Dollars and Fifty-Eight Cents (\$569.58).

13 6. In consideration, the Division will take no further enforcement action based upon the
14 circumstances covered by this inspection and this Order and close its administrative investigation of
15 Respondent in connection with the aforementioned activities.

16 7. Nothing in this Order shall be construed as a waiver of the Division's right to
17 investigate and pursue any violations by Respondent in connection with actions other than the
18 actions as set forth herein.

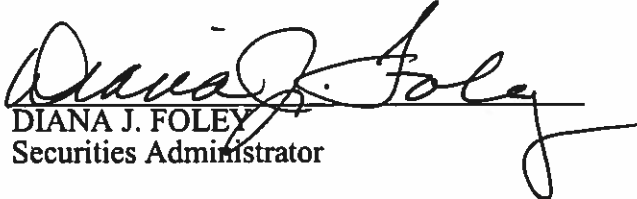
19 8. The parties agree that this Administrative Consent Order is not intended to a) subject
20 the Respondent or its associated persons to disqualification under the federal securities laws, or
21 rules or regulations promulgated thereunder, including without limitation, Section 3(a)(39) of the
22 Securities Exchange Act of 1934, as amended, and as used therein; or Section 203(e)(9) of the
23 Investment Advisers Act of 1940, as amended, or the rules and regulations of any self-regulatory
24 organization, or the securities laws, rules, and regulations of the various states, commonwealths,
25 and territories of the United States of America; b) does not constitute a finding that Respondent has
26 engaged in fraud; c) for any person or entity not a party to this Administrative Consent Order, does
27 not limit or create any private rights or remedies against Respondent, or limit or create defenses of
28 or for Respondent to any claims; and d) disqualify Respondent pursuant to Rule 506(d)(2)(iii); Rule

1 262(b)(3) of the Securities Act of 1933, 506(d)(1), or Rule 262(a). The application of this
2 paragraph is limited solely to this Administrative Consent Order and the conduct resolved in
3 connection therewith, and it does not otherwise limit or affect application of the cited statutes and
4 rules in any other respect.

5 9. This Order shall be effective as of the date on which it is signed by the Administrator
6 as set forth below.

7 DATED this 20th day of November, 2018.

8
9 **BY ORDER OF THE ADMINISTRATOR**
Securities Division, Office of the Nevada Secretary of State

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11 
12 DIANA J. FOLEY
13 Securities Administrator
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CONSENT TO ENTRY OF ADMINISTRATIVE ORDER

1 Oppenheimer and Co., Inc. ("Respondent"), by and through its authorized representative,
2 hereby acknowledges that they have been served with a copy of this Administrative Consent Order
3 ("Order"), have read the foregoing Order, are aware of their rights to a hearing and appeal in this
4 matter, and have waived the same.
5

6 Respondent, by and through its authorized representative, admits the jurisdiction of the
7 Securities Division of the Office of the Secretary of State, State of Nevada ("Division"), and
8 consents to entry of this Order by the Administrator of the Division as settlement of the issues
9 contained in this Order.
10

11 Respondent, by and through its authorized representative, states that no promise of any kind
12 or nature, other than the consideration set forth in the Order, was made to it to induce it to enter into
13 this Order and that it has entered into this Order voluntarily.
14

15 ADAM ALGAZE represents that he/she is the authorized representative of
16 Respondent, and that as such, he/she has been authorized by Respondent to enter into this Order for
17 and on behalf of Respondent.

18 Oppenheimer and Co., Inc.

19
20 By: [Signature]
21 Authorized Representative

22
23 Subscribed and sworn to before me
On this 13th day of November, 2018

24
25 [Signature]
26 Notary Public, in and for the County of
NEW YORK, State of NEW YORK

27
28 MICHAEL A. TERZUOLI
Notary Public, State of New York
No. 02TE6272912
Qualified in Queens County
Commission Expires Dec. 3, 2019



OFFICE OF THE GENERAL COUNSEL

Oppenheimer & Co. Inc.
125 Broad Street
New York, NY 10004
Phone 212-668-8000
Fax 212-785-1918
Toll Free 800-221-5588

Member of All Principal Exchanges

November 15, 2018

VIA FEDEX

State of Nevada
Office of the Secretary of State
Securities Division
2250 Las Vegas Boulevard North, Suite 400
North Las Vegas, NV 89030

NEVADA
SECRETARY OF STATE

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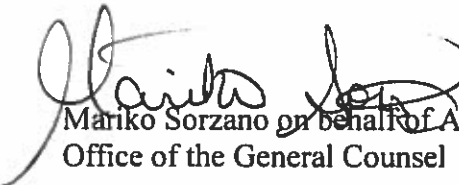
SECURITIES DIVISION

Re: File No. I16-116-MCF

Dear Sir or Madam:

Enclosed please find the order and check related to File No. I16-116-MCF. Please review, sign and return a fully executed copy to our office.

Sincerely,



Mariko Sorzano on behalf of Adam Algaze, Esq.
Office of the General Counsel

Enclosure