

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 84758 / December 10, 2018

ADMINISTRATIVE PROCEEDING
File No. 3-18914

In the Matter of

MUFG Securities Americas Inc.

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE AND CEASE-AND-
DESIST PROCEEDINGS PURSUANT TO
SECTIONS 15(b) AND 21C OF THE
SECURITIES EXCHANGE ACT OF 1934,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS AND A CEASE-
AND-DESIST ORDER**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative and cease-and-desist proceedings be, and hereby are, instituted pursuant to Sections 15(b) and 21C of the Securities Exchange Act of 1934 (“Exchange Act”) against MUFG Securities Americas Inc. (“MUSA” or “Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (“Offer”) that the Commission has determined to accept. Respondent admits the facts set forth in Section III below, acknowledges that its conduct violated the federal securities laws, admits the Commission’s jurisdiction over it and the subject matter of these proceedings, and consents to the entry of this Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Sections 15(b) and 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

Summary

1. These proceedings arise out of MUSA's failure to submit to the Commission true and complete data in response to Commission staff electronic blue sheets ("EBS") requests, resulting in the reporting of EBS that was incomplete or deficient.

2. Commission staff routinely sends requests for securities trading records to market makers, brokers and/or clearing firms in order to identify buyers and sellers of securities, and firms provide the requested records in a universal electronic format known as the EBS format. It is a fundamental obligation of broker-dealers to provide complete and accurate EBS data when requested by representatives of the Commission to do so. The submission of complete and accurate blue sheet data is critical to many aspects of the Commission's operations and its ability to discharge its enforcement and regulatory mandates. The failure of a broker-dealer to provide complete and accurate EBS information in response to a Commission request can impact the Commission's ability to discharge its statutory obligations, undermine the integrity of its investigations and examinations, and ultimately interfere with the Commission's ability to protect investors.

3. From May 22, 2015 to March 30, 2018 (the "relevant period"), MUSA submitted 860 EBS to the Commission, containing 687,176 transactions, nearly all of which contained missing or deficient data. As a result, MUSA violated the recordkeeping and reporting requirements of Section 17(a)(1) of the Exchange Act and Rules 17a-4(j) and 17a-25 thereunder.

4. Section 17 of the Exchange Act imposes on broker-dealers recordkeeping and reporting requirements that are essential to the Commission's ability to enforce the federal securities laws and to protect investors. To ensure the continued effectiveness of the Commission's enforcement and regulatory programs, broker-dealers must comply with, among other things: Rule 17a-25, requiring that broker-dealers submit electronically securities transaction information upon request by the Commission; and Rule 17a-4(j), requiring broker-dealers to furnish promptly legible, true, complete, and current copies of required records upon request by a representative of the Commission. MUSA failed to comply with these requirements, as described below.

Respondent

5. **MUFG Securities Americas Inc.** ("MUSA"), is a New York corporation with its principal place of business in New York, New York. MUSA is a subsidiary of MUFG Americas Holding Corporation, and has been registered with the Commission as a broker-dealer since 1990.

Facts

A. MUSA's Deficient EBS Submissions

6. From May 22, 2015 to March 30, 2018, MUSA made 860 EBS submissions to the Commission containing 687,176 transactions, nearly all of which (approximately 677,613) were deficient in one or more ways.

7. MUSA's submissions contained inaccurate EBS fields related to information about the securities transactions reported, such as order execution times, exchange codes, transaction type identifiers, opposing broker number and contra-party identifiers. For example, MUSA reported to the Commission incorrect order execution times (e.g., misreporting trades in Greenwich Mean Time without adjusting to Eastern Time) for 465,657 securities transactions (67.76% of all transactions). MUSA also provided incorrect transaction type identifiers (e.g., misreporting some agency trades as principal and vice-versa and/or misreporting the type of trader) for 631,870 securities transactions (92% of all transactions). MUSA's failure to provide correct execution times or transaction type identifiers resulted from an undetected coding error relating to its process of transmitting data to a vendor for production to the Commission or resulted from undetected coding errors in the vendor's system.

8. MUSA also provided EBS data with missing or inaccurate fields related to firm or customer identifying information such as incomplete names and stale addresses for the firm's internal average price accounts, invalid zip codes for non-US customers, and blank taxpayer identification numbers for certain accounts. For example, approximately 434,300 securities transactions (63.20% of all transactions) reported blank firm state or zip code entries or stale firm reference data. These deficient securities transaction fields resulted from MUSA's failure to utilize complete and updated information.

9. In addition to reporting inaccurate transactions within its submissions, MUSA omitted 2,151 securities transactions (0.31% of all transactions) during the relevant period largely due to an error in its query functionality that did not properly identify all trades in securities dually-listed in Canada and the United States.

10. MUSA did not detect the errors in its EBS submissions, at least in part, because it did not have a reasonable process to verify that all of the fields required to be populated in EBS submissions included accurate values and information. For example, MUSA did not have pre-submission controls to validate that the information in its EBS submissions was complete and accurate. The firm's pre-submission controls were limited to monitoring that EBS submissions were processed for the correct CUSIP and time period and submitted in a timely manner. Because MUSA lacked processes for validating the accuracy of the information reported in its EBS submissions, no one at the firm recognized the systemic issues that led to the firm's regular reporting of deficient EBS information.

B. MUSA's Remedial Efforts

11. MUSA engaged in remedial efforts to address the causes for its deficient EBS submissions. Upon being contacted by the Commission staff in January 2017 regarding incorrect execution times in its EBS submissions, MUSA identified and corrected the errors that had caused the reporting of incorrect execution times. MUSA then retained a consultant to perform a full-scale review and assessment of MUSA's EBS processes to identify other deficiencies. MUSA instituted new controls over its EBS reporting process intended to ensure the completeness and accuracy of its EBS submissions – such as implementing the consultant's software to perform automated, pre-submission validations and a full reconciliation of EBS data with MUSA's trade blotters and customer settlement data. MUSA also adopted new policies and procedures for processing EBS

requests and submitting EBS data including the creation of a new, dedicated Regulatory Operations team to oversee EBS and perform pre-submission validation and testing of trade data. This team manually tests the controls quarterly.

Violations of the Federal Securities Laws

12. Section 17(a)(1) of the Exchange Act requires, among other things, that broker-dealers make and keep for prescribed periods such records, furnish such copies thereof, and make and disseminate such reports as the Commission, by rule, prescribes as necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the securities laws. Exchange Act Rule 17a-4(j), promulgated thereunder, requires, in part, broker-dealers such as MUSA to furnish promptly legible, true, complete, and current copies of those records of the member, broker or dealer that are required to be preserved under Exchange Act Rule 17a-4 and any other (*i.e.*, non-required) records of the member, broker or dealer subject to examination under Section 17(b) of the Exchange Act that are requested by a representative of the Commission. Likewise, Exchange Act Rule 17a-25 requires that broker-dealers such as MUSA shall, upon request, electronically submit to the Commission the securities transaction information as required in the rule.

13. As described above, MUSA failed to furnish complete records to the Commission staff that were requested by the Commission in its blue sheet requests. Therefore, MUSA willfully violated the recordkeeping and reporting requirements of Section 17(a)(1) of the Exchange Act and Rule 17a-4(j) thereunder by failing to furnish promptly true and complete trading information as requested by Commission staff over a period of nearly four years. In addition, MUSA willfully violated Exchange Act Rule 17a-25 by failing to submit electronically certain securities transaction information to the Commission through the EBS system in response to requests made by the Commission.

MUSA's Remedial Efforts

In determining whether to accept the Offer, the Commission considered remedial acts undertaken by Respondent and cooperation afforded the Commission staff.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent MUSA's Offer.

Accordingly, pursuant to Sections 15(b) and 21C of the Exchange Act, it is hereby ORDERED that:

A. Respondent MUSA cease and desist from committing or causing any violations and any future violations of Section 17(a)(1) of the Exchange Act and Rules 17a-4(j) and 17a-25 promulgated thereunder.

B. Respondent MUSA is censured.

C. Respondent MUSA shall, within ten (10) days of the entry of this Order, pay a civil money penalty in the amount of \$1,400,000.00 to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. §3717. Payment must be made in one of the following ways:

- (1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying MUSA as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Joseph G. Sansone, Chief, Market Abuse Unit, Division of Enforcement, Securities and Exchange Commission, Brookfield Place, 200 Vesey Street, Suite 400, New York, NY 10281.

D. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, it shall not argue that it is entitled to, nor shall it benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that it shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed

in this proceeding. For purposes of this paragraph, a “Related Investor Action” means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

By the Commission.

Brent J. Fields
Secretary