

**BATS EXCHANGE, INC.**  
**LETTER OF ACCEPTANCE, WAIVER AND CONSENT**  
**NO. 20140409265 & 20140406416**

TO: BATS Exchange, Inc.  
c/o Department of Enforcement  
Financial Industry Regulatory Authority ("FINRA")

RE: OTR Global Trading, LLC, Respondent  
Broker-Dealer  
CRD No. 138116

Pursuant to Rule 8.3 of the Rules of BATS Exchange, Inc. ("BATS"), OTR Global Trading, LLC ("OTR Global" or the "Firm") submits this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described below. This AWC is submitted on the condition that, if accepted, BATS will not bring any future actions against the Firm alleging violations based on the same factual findings described herein.

**I.**

**ACCEPTANCE AND CONSENT**

- A. The Firm hereby accepts and consents, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of BATS, or to which BATS is a party, prior to a hearing and without an adjudication of any issue of law or fact, to the entry of the following findings by BATS:

**BACKGROUND**

The Firm has been a member of BATS since December 15, 2008. Its registration with BATS remains in effect. The Firm has no relevant prior disciplinary history.

**FACTS AND VIOLATIVE CONDUCT**

1. Rule 17a-5(d)(6) of the Securities and Exchange Act of 1934 requires a broker-dealer to file a copy of its annual audit report with any self-regulatory organization of which the broker-dealer is a member.
2. Though it was a member of BATS at the time, OTR Global failed to provide to BATS a copy of its annual audit for the fiscal year ending on December 31, 2012 as required by Rule 17a-5(d)(6). Likewise, the Firm again failed to provide a copy of its annual audit to BATS in accordance with Rule 17a-5(d)(6) for the fiscal year ending on December 31, 2013.

3. By reason of the foregoing, OTR Global violated Rule 17a-5(d)(6) of the Securities and Exchange Act of 1934.

B. The Firm also consents to the imposition of the following sanctions:

Censure and a fine in the amount of \$7,500.

The Firm agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. It has submitted an Election of Payment form showing the method by which it proposed to pay the fine imposed.

The Firm specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, the monetary sanction(s) imposed in this matter.

The sanctions imposed herein shall be effective on a date set by BATS.

## II.

### WAIVER OF PROCEDURAL RIGHTS

The Firm specifically and voluntarily waives the following rights granted under BATS Rules:

- A. To have a Statement of Charges issued specifying the allegations against the Firm;
- B. To be notified of the Statement of Charges and have the opportunity to answer the allegations in writing;
- C. To defend against the allegations in a disciplinary hearing before a Hearing Panel, to have a written record of the hearing made and to have a written decision issued; and
- D. To appeal any such decision to the Appeals Committee of BATS' Board of Directors and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, the Firm specifically and voluntarily waives any right to claim bias or prejudice of the Chief Regulatory Officer ("CRO"), in connection with such person's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

The Firm further specifically and voluntarily waives any right to claim that a person violated the *ex parte* prohibitions of BATS Rule 8.16, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including its acceptance or rejection.

### III.

#### OTHER MATTERS

The Firm understands that:

- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the CRO, pursuant to BATS Rule 8.3;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against the Firm; and
- C. If accepted:
  - 1. this AWC will become part of the Firm's permanent disciplinary record and may be considered in any future actions brought by BATS or any other regulator against the Firm;
  - 2. this AWC will be published on a website maintained by BATS in accordance with BATS Rule 8.11, *Interpretations and Policies .01*. In addition, this AWC will be made available through FINRA's public disclosure program in response to public inquiries about the Firm's disciplinary record; and
  - 3. The Firm may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. The Firm may not take any position in any proceeding brought by or on behalf of BATS, or to which BATS is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects the Firm's: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which BATS is not a party.
- D. The Firm may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. The Firm understands that it may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by BATS, nor does it reflect the views of BATS, its staff or anyone acting on its behalf.

The undersigned, on behalf of the Firm, certifies that a person duly authorized to act on its behalf has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that it has agreed to the AWC's provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein and the prospect of avoiding the issuance of a Complaint, has been made to induce the Firm to submit it.

11 December 2014  
Date

OTR Global Trading, LLC  
Respondent

By: [Signature]

Name: Howard Subkaland

Title: General Counsel

Reviewed by:

[Signature]

Attorney Name  
Counsel for Respondent  
Firm Name Pickard, Dittus and Pisanti  
Address  
City/State/Zip  
Phone Number

Accepted by BATS:

12/16/2014  
Date

[Signature]  
Tamara Schademann  
Chief Regulatory Officer  
BATS Exchange, Inc.

**ELECTION OF PAYMENT FORM**

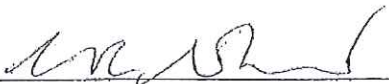
The Firm intends to pay the fine proposed in the attached Letter of Acceptance, Waiver and Consent by the following method (check one):

- A Firm check or bank check for the full amount; or
- Wire transfer;

Respectfully submitted,

11 December 2019  
Date

OTR Global Trading, LLC  
Respondent

By: 

Name: Howard Sutherland

Title: General Counsel