

**DISCIPLINARY DECISION**  
**Cboe C2 Exchange, Inc.**  
**File No. URE-391-02/Star No. 20230777864**  
**Barclays Capital Inc.**

Pursuant to Exchange Rule 13.3, attached to and incorporated as part of this Decision is a Letter of Consent.

**Applicable Rule(s)**

- Cboe C2 Rules 8.43 and 4.13 – Reports related to Position Limits and 8.16 and 4.24 – Supervision.

**Sanction**

A censure and a monetary fine in the amount of \$115,000.

**Effective Date**

January 26, 2026

/s/ Greg Hoogasian

Greg Hoogasian, CRO, EVP

**Cboe C2 Exchange, Inc.**  
**LETTER OF CONSENT**  
**FILE NO. URE-391-02/MATTER NO. 20230777864**

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In the Matter of:

Barclays Capital Inc.  
745 7<sup>th</sup> Avenue, 13<sup>th</sup> Floor  
New York, NY 10019

Subject

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Pursuant to the provisions of Cboe C2 Exchange, Inc. ("Cboe C2" or the "Exchange") Rule 13.3 – Expedited Proceeding, Barclays Capital Inc. ("Barclays" or the "Firm") submits this Letter of Consent for the purposes of proposing a settlement of the alleged rule violations described below.

The Firm neither admits nor denies that violations of Exchange Rules have been committed, and the stipulations described herein do not constitute such an admission.

**BACKGROUND**

1. During all relevant periods herein, Barclays was acting as a registered Broker-Dealer and was an Exchange Trading Permit Holder registered to conduct floor brokerage business on the Exchange. The Firm's registrations remain in effect.

**VIOLATIVE CONDUCT**

**Applicable Rules**

2. During all relevant periods herein, the following rules were in full force and effect: Cboe C2 Rule 8.43 and Cboe C2 Rule 4.13 – Reports Related to Position Limits,<sup>1</sup> and Cboe C2 Rule 8.16 and Cboe C2 Rule 4.24 – Supervision.<sup>2</sup>

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<sup>1</sup> Cboe C2 Rules incorporate by reference Cboe Exchange, Inc. ("Cboe Options") Rule 8.43, which was renumbered from Cboe Options Rule 4.13 effective October 7, 2019. Effective November 20, 2019, the relevant provisions of Chapter 4 of Cboe C2's Rulebook (which incorporated by reference Chapter 4 of Cboe Options' Rulebook, including Rule 4.13) were incorporated into Chapter 5 of Cboe C2's Rulebook (which incorporated by reference Chapter 8 of Cboe Options' Rulebook, including Rule 8.43). Effective May 19, 2021, the relevant provisions of Chapter 5 of Cboe C2's Rulebook were incorporated into Chapter 8 of Cboe C2's Rulebook. The Firm therefore violated Cboe C2 Rule 4.13 from April 30, 2019 through November 19, 2019, and Cboe C2 Rule 8.43 from November 20, 2019 through March 23, 2023.

<sup>2</sup> Cboe C2 Rules incorporate by reference Cboe Options Rule 8.16, which was renumbered from Cboe Options Rule 4.24 effective October 7, 2019. Effective November 20, 2019, the relevant provisions of Chapter 4 of Cboe C2's Rulebook (which incorporated by reference Chapter 4 of Cboe Options' Rulebook, including Rule 4.24) were incorporated into Chapter 5 of Cboe C2's Rulebook (which incorporated by reference Chapter 8 of Cboe Options' Rulebook, including Rule 8.16). Effective May 19, 2021, the relevant provisions of Chapter 5 of Cboe C2's Rulebook were incorporated into Chapter 8 of Cboe C2's Rulebook.

3. During all relevant periods, Cboe C2 Rule 4.13(a) and subsequently Cboe C2 Rule 8.43(a) provided, in relevant part: “In a manner and form prescribed by the Exchange, each Trading Permit Holder shall report to the Exchange, the name, address, and social security or tax identification number of any customer who, acting alone, or in concert with others, on the previous business day maintained aggregate long or short positions on the same side of the market of 200 or more contracts of any single class of option contracts dealt in on the Exchange. The report shall indicate for each such class of options, the number of option contracts comprising each such position and, in the case of short positions, whether covered or uncovered.”
4. During all relevant periods, Cboe C2 Rule 4.24(e) and subsequently Cboe C2 Rule 8.16(e) provided, in relevant part: “Each Trading Permit Holder shall establish, maintain, and enforce written supervisory procedures, and a system for applying such procedures, to supervise the types of business in which the Trading Permit Holder engages and to supervise the activities of all associated persons. The written supervisory procedures and the system for applying such procedures shall reasonably be designed to prevent and detect violations of applicable securities laws and regulations, and applicable Exchange rules.”

### **Reports Related to Position Limits**

5. Regulators use information from the Large Options Positions Reporting system (“LOPR”) to surveil for violations of securities rules and regulations, including potentially manipulative behavior such as attempting to corner the market in the underlying equity, leveraging an option position to affect the price, or moving the underlying equity to change the value of a large option position. The accuracy of LOPR data is therefore essential to regulators’ reviews.
6. From on or about April 30, 2019 through on or about March 23, 2023 (the “Relevant Period”), Barclays failed to report or reported inaccurately approximately 1,268 options positions to the LOPR in approximately 22,716 instances.<sup>3</sup>
7. The cause of the Firm’s reporting violations was twofold. First, the Firm, through its third-party vendor, initially reported the positions with a blank option symbol to the LOPR due to a system issue, and the Options Clearing Corporation (“OCC”) therefore rejected them. Second, the Firm failed to require personnel to take the necessary steps to correct the rejected records and resubmit them to the LOPR. As a result, the rejected records went unrepaired, causing the relevant positions either to go unreported or to be misreported.<sup>4</sup>

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The Firm therefore violated Cboe C2 Rule 4.24 from April 30, 2019 through November 19, 2019, and Cboe C2 Rule 8.16 from November 20, 2019 through March 23, 2023.

<sup>3</sup> An “instance” is a single failure to report or to accurately report a reportable option position. The number of instances is determined by multiplying a reportable position by the number of trade dates the position was not reported or was not reported accurately.

<sup>4</sup> When the Firm’s modification of a position previously reported to the LOPR was rejected, the Firm’s failure to repair the rejected record caused the previously reported position to be misreported.

8. The acts, practices, and conduct described in Paragraphs 6 and 7 constitute violations of Cboe C2 Rules 4.13 and 8.43, during their respective dates of applicability, by the Firm, in that the Firm failed to report or inaccurately reported positions to the LOPR in approximately 22,716 instances.

### **Supervisory Violations**

9. During the Relevant Period, the Firm failed to establish, maintain, and enforce written supervisory procedures ("WSPs"), and a system for applying such procedures, reasonably designed to prevent and detect violations of Cboe C2's LOPR reporting rules. Specifically, the Firm had no system or procedure reasonably designed to monitor whether rejected LOPR records were corrected and resubmitted to the LOPR. As a result, the Firm failed to detect that it never corrected and resubmitted the rejected records at issue here.
10. The acts, practices and conduct described in Paragraph 9 constitute violations of Cboe C2 Rules 4.24 and 8.16, during their respective dates of applicability, by the Firm, in that the Firm failed to establish, maintain, and enforce supervisory systems, including WSPs, that were reasonably designed to prevent and detect violations of Cboe C2's LOPR reporting rules.

### **SANCTIONS**

11. The Firm has no relevant disciplinary history on Cboe C2. In April 2023, FINRA censured and fined the Firm \$2,500,000 for failing to report, or inaccurately reporting, over-the-counter options positions to the LOPR in approximately 4.3 million instances and for related supervisory violations from January 2011 through December 2022. In addition, in October 2022, NYSE Arca, Inc. censured and fined the Firm \$225,000 for failing to report to the LOPR 25,062 positions on their expiration date and 3,606 positions in 86,519 instances as acting-in-concert, as well as related supervisory violations, between February 2015 and October 2020. Lastly, in May 2018, Cboe BZX Exchange, Inc., FINRA, and the Miami International Securities Exchange, LLC censured and fined the Firm a total of \$400,000 (including \$90,000 to Cboe BZX) for LOPR reporting and related supervisory violations between January 2010 and December 2015.
12. In light of the alleged rule violations described above, and prior relevant disciplinary history, the Firm consents to the imposition of the following sanctions:
  - a. A censure; and
  - b. A monetary fine in the amount of \$115,000.

If this Letter of Consent is accepted, the Firm acknowledges that it shall be bound by all terms, conditions, representations, and acknowledgements of this Letter of Consent, and, in accordance with the provisions of Exchange Rule 13.3, waives the right to review or to defend against any of these allegations in a disciplinary hearing before a Hearing Panel. The Firm further waives the right to appeal any such decision to the Board of Directors, the U.S. Securities and Exchange Commission, a U.S. Federal District Court, or a U.S. Court of Appeals.

The Firm waives any right to claim bias or prejudgment of the Chief Regulatory Officer ("CRO") in connection with the CRO's participation in discussions regarding the terms and conditions of this Letter of Consent, or other consideration of this Letter of Consent, including acceptance or rejection of this Letter of Consent.

The Firm agrees to pay the monetary sanction(s) upon notice that this Letter of Consent has been accepted and that such payment(s) are due and payable. 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 Firm understands that submission of this Letter of Consent is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the CRO, pursuant to Exchange Rule 13.3. If the Letter of Consent is not accepted, it will not be used as evidence to prove any of the allegations against the Firm.

The Firm understands and acknowledges that acceptance of this Letter of Consent will become part of its disciplinary record and may be considered in any future actions brought by Cboe or any other regulator against the Firm. The Letter of Consent will be published on a website maintained by the Exchange.

The Firm understands that it may not deny the charges or make any public statement that is inconsistent with the Letter of Consent. The Firm may not take any position in any proceeding brought on or behalf of the Exchange, or to which the Exchange is a party, that is inconsistent with any part of this Letter of Consent. 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 the Exchange is not a party. The Firm may attach a Corrective Action Statement to this Letter of Consent that is a statement of demonstrable corrective steps taken to prevent future misconduct. Any such statement does not reflect the views of the Exchange or its staff.

**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 Letter of Consent and has been given a full opportunity to ask questions about it; that it has agreed to the Letter of Consent's provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein, has been made to induce the Firm to submit it.**

**Date:** January 22, 2026

**Barclays Capital Inc.**

**By** 

**Name:** Fiona M. Fallon

**Title:** Director - US Head of Regulatory Inquiries