
IN THE MATTER OF:

**ETFCONCEPTS, LLC
CRD NO. 159411**

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STIPULATION AND AGREEMENT

NO. ST-19-8536-S

WHEREAS, ETFConcepts, LLC (“ETFC”) is an investment adviser located at 290 East Litchfield Road, Litchfield, Connecticut 06759. ETFC has been registered as an investment adviser under Chapter 672a of the General Statutes of Connecticut, the Connecticut Uniform Securities Act (“Act”), from April 16, 2012 to the present;

WHEREAS, the Banking Commissioner (“Commissioner”) is charged with the administration of the Act and Sections 36b-31-2 to 36b-31-33, inclusive, of the Regulations of Connecticut State Agencies (“Regulations”) promulgated under the Act;

WHEREAS, in connection with an examination of ETFC, the staff of the Securities and Business Investments Division (“Division”) of the Department of Banking (“Department”) ascertained that from approximately August 1, 2017 through May 9, 2019, ETFC engaged an unregistered investment adviser agent (“Agent A”);

WHEREAS, on May 9, 2019, Agent A filed an application for registration as an investment adviser agent of ETFC under the Act after ETFC and Agent A were apprised of the Division’s concerns. The application is currently pending;

WHEREAS, Section 36b-6(c)(3) of the Act provides, in pertinent part, that “[n]o investment adviser shall engage an investment adviser agent unless such investment adviser agent is registered under sections 36b-2 to 36b-34, inclusive”;

WHEREAS, the Commissioner believes that a violation of Section 36b-6(c)(3) of the Act would support the imposition of administrative proceedings against ETFC pursuant to Section 36b-15 and Section 36b-27 of the Act;

WHEREAS, an administrative proceeding initiated under Section 36b-15 and Section 36b-27 of the Act would constitute a “contested case” within the meaning of Section 4-166(4) of the General Statutes of Connecticut;

WHEREAS, Section 4-177(c) of the General Statutes of Connecticut and Section 36a-1-55(a) of the Regulations of Connecticut State Agencies provide that a contested case may be resolved by stipulation or agreed settlement, unless precluded by law;

WHEREAS, ETFC desires to settle the matters described herein and voluntarily enters into this Stipulation and Agreement;

WHEREAS, the Commissioner and ETFC acknowledge that this Stipulation and Agreement is in lieu of any court action or administrative proceeding adjudicating any issue of fact or law on the matters described herein and is being made to settle only the matters described herein;

WHEREAS, without admitting or denying the allegations contained herein, ETFC expressly consents to the Commissioner’s jurisdiction under the Act and to the terms of this Stipulation and Agreement;

WHEREAS, ETFC, through its execution of this Stipulation and Agreement, voluntarily waives any rights ETFC may have to seek judicial review or otherwise challenge or contest the terms and conditions of this Stipulation and Agreement;

AND WHEREAS, ETFC specifically assures the Commissioner that none of the violations alleged in this Stipulation and Agreement shall occur in the future.

NOW THEREFORE, THE PARTIES HERETO DO MUTUALLY AGREE AS FOLLOWS:

1. No later than the date this Stipulation and Agreement is executed by the Commissioner, ETFC shall remit to the Department by cashier's check, certified check or money order made payable to "Treasurer, State of Connecticut" the sum of one thousand three hundred and fifty dollars (\$1,350), one thousand dollars (\$1,000) of which shall constitute an administrative fine and three hundred and fifty dollars (\$350) of which shall represent reimbursement for past due investment adviser agent registration fees;
2. ETFC, its members, officers, representatives, agents, employees, affiliates, and successors in interest shall refrain from engaging, directly or indirectly, in conduct constituting or which would constitute a violation of the Act or any regulation or order under the Act;
3. Execution of this Stipulation and Agreement by the Commissioner is without prejudice to the right of the Commissioner to take enforcement action against ETFC or its successors in interest based upon a violation of this Stipulation and Agreement or the basis for its entry if the Commissioner determines that compliance is not being observed with the terms hereof; and
4. This Stipulation and Agreement shall become binding when executed by ETFC and the Commissioner.

IN WITNESS WHEREOF, the undersigned have executed this Stipulation and Agreement on the dates indicated.

Dated at Hartford, Connecticut,
this 14th day of November 2019.

_____/s/_____
Jorge L. Perez
Banking Commissioner

I, Seth C. Warner, state on behalf of ETFConcepts, LLC, that I have read the foregoing Stipulation and Agreement; that I know and fully understand its contents; that I am authorized to execute this Stipulation and Agreement on behalf of ETFConcepts, LLC; and that ETFConcepts, LLC agrees freely and without threat or coercion of any kind to comply with the terms and conditions stated herein.

ETFConcepts, LLC

By: _____/s/_____
Seth C. Warner
Managing Member

State of: Connecticut

County of: Litchfield

On this the 12th day of Nov. 2019, before me, the undersigned officer, personally appeared Seth C. Warner, who acknowledged himself to be the Managing Member of ETFConcepts, LLC, and that he, as such Managing Member, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as Managing Member.

In witness whereof I hereunto set my hand.

_____/s/_____
Notary Public
Date Commission Expires: 01/31/2022