

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
AT RICHMOND, JANUARY 24, 2022

SEC-CLERK'S OFFICE
INVESTMENT CONTROL CENTER
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COMMONWEALTH OF VIRGINIA, *ex rel.*
STATE CORPORATION COMMISSION

v.

CASE NO. SEC-2021-00041

APTUS FINANCIAL, LLC,
Defendant

SETTLEMENT ORDER

The State Corporation Commission's ("Commission") Division of Securities and Retail Franchising ("Division") conducted an investigation of Aptus Financial, LLC ("Aptus" or "Defendant") pursuant to § 13.1-518 of the Virginia Securities Act ("Act"), § 13.1-501 *et seq.* of the Code of Virginia ("Code").

Aptus is an Arkansas limited liability company with an office address at 2 Van Circle, Suite 4, Little Rock, Arkansas 72207. During the relevant period, Aptus was a registered investment advisor in Arkansas. On April 9, 2021, Aptus registered with the United States Securities and Exchange Commission ("SEC") as an investment advisor. Aptus has never registered with the Division as an investment advisor in Virginia.

Based on the investigation, the Division alleges that in 2019, 2020, and 2021, before becoming registered with the SEC, Aptus provided investment advisory services to Virginia residents without being registered with the Division as an investment advisor, in violation of § 13.1-504 (A) of the Act. Additionally, the Division alleges that Aptus employed investment advisor representatives who were not registered with the Division in order to furnish the same services to Virginia residents, in violation of § 13.1-504 (C) of the Act.

If the provisions of the Act are violated, the Commission is authorized by § 13.1-519 of the Act to issue temporary or permanent injunctions; by § 13.1-521 (A) of the Act to impose certain civil penalties; by § 13.1-521 (C) of the Act to order the defendant to make rescission and restitution; and by § 12.1-15 of the Code to settle matters within its jurisdiction.

The Defendant neither admits nor denies the allegations made herein but admits to the Commission's jurisdiction and authority to enter this Order.

As a proposal to settle all matters arising from these allegations, the Defendant has made an offer of settlement to the Division wherein the Defendant will abide by and comply with the following terms:

(1) The Defendant will pay to the Treasurer of Virginia, contemporaneously with the entry of this Order, the amount of Five Thousand Dollars (\$5,000) in monetary penalties;

(2) The Defendant will pay to the Treasurer of Virginia, contemporaneously with the entry of this Order, the amount of One Thousand Dollars (\$1,000) to defray the costs of investigation in this matter; and

(3) The Defendant will not violate the Act in the future.

The Division has accepted the Defendant's offer of settlement and recommended that the Commission accept the settlement.

NOW THE COMMISSION, having considered this matter, is of the opinion that the settlement should be, and is hereby, accepted.

Accordingly, IT IS ORDERED THAT:

(1) The settlement is accepted.

(2) The Defendant shall fully comply with the terms of the settlement.

(3) This case is dismissed, and the papers herein shall be placed in the file for ended causes.

A COPY hereof shall be sent by the Clerk of the Commission by electronic mail to: Aptus Financial, LLC, Sarah Catherine Gutierrez, Chief Executive Officer, at sc@aptusfinancial.com, with a copy to Timothy Quillin, Chief Compliance Officer, at tim@aptusfinancial.com, 2 Van Circle, Suite 4, Little Rock, Arkansas 72207; and a copy shall be delivered to the Commission's Office of General Counsel and the Division of Securities and Retail Franchising.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

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APTUS FINANCIAL, LLC,
Defendant

ADMISSION AND CONSENT

Aptus Financial, LLC ("Defendant") admits to the jurisdiction of the State Corporation Commission ("Commission") as to the party and subject matter hereof, and neither admits nor denies the allegations made herein by the Division of Securities and Retail Franchising, hereby consents to the form, substance and entry of the foregoing Settlement Order ("Order").

The Defendant further states that no offer, tender, threat or promise of any kind whatsoever has been made by the Commission or any member, subordinate, employee, agent or representative thereof in consideration of the foregoing Order.

APTUS FINANCIAL, LLC

Timothy J. Quillin

By: Timothy J. Quillin

Date: 12/16/2021

Its: Partner, CFO and Chief Compliance Officer