

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 9619 \ July 28, 2014

In the Matter of Dominick & Dominick LLC Respondent.

ORDER UNDER RULE 506(d) OF THE
SECURITIES ACT OF 1933 GRANTING
A WAIVER OF THE RULE
506(d)(1)(iv)(B) DISQUALIFICATION
PROVISION

I.

Dominick & Dominick LLC (“D&D”) has submitted a letter, dated July 23, 2014, requesting a waiver of the Rule 506(d)(1)(iv)(B) disqualification from relying on the exemption under Regulation D from the registration requirements under the Securities Act of 1933 (the “Securities Act”).

II.

The Securities and Exchange Commission (“Commission”) issued an order instituting administrative and cease-and-desist proceedings against D&D (the “Cease-and-Desist Order”) pursuant to Sections 15(b) and 21C of the Securities Exchange Act of 1934 (the “Exchange Act”) and Sections 203(e) and 203(k) of the Investment Advisers Act of 1940 (the “Advisers Act”) for breaches of fiduciary duty to certain advisory clients by D&D, a dually registered investment adviser and broker-dealer, in violation of the Advisers Act.

III.

The exemption under Rule 506 of Regulation D would be unavailable to D&D as a result of the Cease-and-Desist Order. Rule 506(d)(2) of Regulation D provides, however, that the disqualification “shall not apply. . . upon a showing of good cause and without prejudice to any other action by the Commission, if the Commission determines that it is not necessary under the circumstances that an exemption be denied.”

IV.

Based upon the representations set forth in D&D’s request, the Commission has determined that pursuant to Rule 506(d) under the Securities Act a showing of good cause has been made that it is not necessary under the circumstances that the exemption be denied.

Accordingly, **IT IS ORDERED**, pursuant to Rule 506(d) under the Securities Act, that a waiver from the application of the disqualification provision of Rule 506(d)(1)(iv)(B) under the Securities Act resulting from the Cease-and-Desist Order is hereby granted to D&D.

By the Commission.

Jill M. Peterson
Assistant Secretary