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DEPARTMENT OF BANKING AND SECURITIES** SA DEPARTMENT OF
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**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND
SECURITIES, BUREAU OF SECURITIES
LICENSING**

Docket No. : 21 0038 (SEC-CAO)

v.

APTUS FINANCIAL, LLC

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, acting through the Department of Banking and Securities ("Department"), Bureau of Securities Licensing ("Bureau"), has conducted an investigation of the business practices of Aptus Financial, LLC ("Aptus"). Based on the results of its investigation, the Bureau has concluded that Aptus has operated in violation of the Pennsylvania Securities Act of 1972, 70 P.S. § 1-101 et. seq. ("1972 Act"). Aptus, in lieu of litigation, and without admitting or denying the allegations herein, and intending to be legally bound, hereby agrees to the terms of this Consent Agreement and Order ("Order").

BACKGROUND

1. The Department is the Commonwealth of Pennsylvania's administrative agency authorized and empowered to administer and enforce the 1972 Act.

2. The Bureau is primarily responsible for administering and enforcing the 1972 Act for the Department.

3. Aptus, CRD# 280033, was, at all times material herein, an Arkansas limited liability company with a principal place of business at 2 Van Circle, Suite 4, Little Rock, Arkansas 72207.

4. From in or about April 2021 through the present, Aptus was registered as an investment advisor with the United States Securities and Exchange Commission.

5. From in or about April 2021, Aptus was Notice Filed in Pennsylvania as an investment advisor.

6. From in or about April 2020 through March 2021, Aptus transacted business in Pennsylvania as an investment advisor.

7. From in or about April 2020 through March 2021, Aptus was required to be Notice Filed in Pennsylvania as an investment advisor pursuant to Section 301(f) of the 1972 Act, 70 P.S. §1-301(f) and was subject to the Notice Filing requirements of Section 303 of the 1972 Act, 70 P.S. §1-303.

VIOLATIONS

8. By engaging in the acts and conduct set forth in paragraphs 3 through 7 above, Aptus failed to Notice File in Pennsylvania in violation of Section 301(f) of the 1972 Act, 70 P.S. §1-301(f).

RELIEF

9. Within 30 days of the Effective Date of this Order, as defined in Paragraph 17, below, Aptus shall pay the Department an administrative assessment in the amount of \$5,000. Payment shall be made by certified check or money order may payable to the "Department of

Banking and Securities” and shall be mailed or delivered, in person, to the Bureau of Securities Licensing located at 17 N. Second Street, Suite 1300, Harrisburg, PA 17101.

10. Aptus is ORDERED to comply with the 1972 Act, and Regulations adopted by the Department, and in particular Section 301(f).

11. Should Aptus fail to pay the assessment as set forth in Paragraph 9, above, the sanctions set forth elsewhere in the Order shall continue in full force and effect until full payment is made. However, this provision shall not be construed as affording Aptus the option of either paying the assessment or being indefinitely subjected to sanctions.

12. Should Aptus fail to comply with any and all provisions of this Order, the Department may impose additional sanctions and costs and seek other appropriate relief subject to Aptus’s right to a hearing pursuant to the 1972 Act.

FURTHER PROVISIONS

13. Consent. Aptus hereby knowingly, willingly, voluntarily and irrevocably consents to the entry of this Order pursuant to the Bureau’s authority under the 1972 Act and agrees that it understands all of the terms and conditions contained herein. Aptus, by voluntarily entering into this Order, waives any right to a hearing or appeal concerning the terms, conditions and/or penalties set forth in this Order.

14. Entire Agreement. This Order contains the entire agreement between the Department and Aptus. There are no other terms, obligations covenants, representations, statements, conditions, or otherwise, of any kind whatsoever concerning this Order. This Order may be amended in writing by mutual agreement by the Department and Aptus.

15. Binding Nature. The Department, Aptus, and all officers, owners, directors, employees, heirs and assigns of Aptus intend to be and are legally bound by the terms of this Order.

16. Counsel. This Order is entered into by the parties upon full opportunity for legal advice from legal counsel.

17. Effectiveness. Aptus hereby stipulates and agrees that the Order shall become effective on the date the Bureau executes the Order ("Effective Date").

18. Other Enforcement Action.

(a) The Department reserves all of its rights, duties, and authority to enforce all statutes, rules and regulations under its jurisdiction against Aptus in the future regarding all matters not resolved by this Order.

(b) Aptus acknowledges and agrees that this Order is only binding upon the Department and not any other local, state or federal agency, department or office regarding matters within this Order.

19. Authorization. The parties below are authorized to execute this Order and legally bind their respective parties.

20. Counterparts. This Order may be executed in separate counterparts, by facsimile and by PDF.

21. Titles. The titles used to identify the paragraphs of this document are for the convenience of reference only and do not control the interpretation of this document.

22. Finding. The Department finds that it is necessary and appropriate in the public interest and for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the 1972 Act to issue this Order.

WHEREFORE, in consideration of the foregoing, including the recital paragraphs, the Commonwealth of Pennsylvania, Department of Banking and Securities, Bureau of Securities

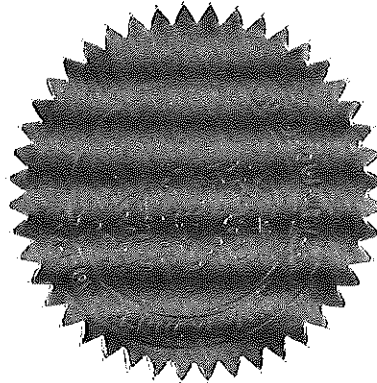
Licensing and Aptus Financial, LLC intending to be legally bound, do hereby execute this Consent Agreement and Order.

**FOR THE COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES
BUREAU OF SECURITIES LICENSING**

Redacted

Eric Pistilli
Acting Deputy Secretary for Securities

Date: 06/07/2021



APTUS FINANCIAL, LLC

Redacted

~~_____
(Officer Signature)~~

Sarah C Gutierrez
(Print Officer Name)

CEO
(Title)

Date: June 4, 2021