UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 10455 / February 5, 2018

In the Matter of **WEDBUSH SECURITIES INC.** **Respondent.**	**ORDER UNDER RULE 262(b)(2) and RULE 506(d)(2)(ii) OF THE SECURITIES ACT OF 1933 GRANTING A WAIVER OF THE RULE 262(a)(4)(ii) and RULE 506(d)(1)(iv)(B) DISQUALIFICATION PROVISIONS**

I.

Wedbush Securities Inc. ("Respondent"), submitted a letter dated December 20, 2017, requesting that the Securities and Exchange Commission (the "Commission") grant a waiver of disqualification under Rule 262(b)(2) of Regulation A and Rule 506(d)(2)(ii) of Regulation D under the Securities Act of 1933 (the "Securities Act") resulting from the entry of an Order Instituting Administrative and Cease-and-Desist Proceedings by the Commission (the "Order").

II.

Rule 262(b)(2) of Regulation A and Rule 506(d)(2)(ii) of Regulation D provide that 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."

III.

Based on the facts and representations in the request for a waiver of disqualification submitted by Respondent, and assuming that Respondent complies with the Order, the Commission has determined that Respondent has made a showing of good cause under Rule 262(b)(2) of Regulation A and Rule 506(d)(2)(ii) of Regulation D that it is not necessary under the circumstances to deny reliance on Regulation A and Regulation D by reason of the entry of the Order. Any different facts from those represented or failure to comply with the terms of the Order would require us to revisit our determination that good cause has been shown and could constitute grounds to revoke or further condition the waiver. The Commission reserves the right, in its sole discretion, to revoke or further condition the waiver under those circumstances.

Accordingly, **IT IS ORDERED**, pursuant to Rule 262(b)(2) of Regulation A and Rule 506(d)(ii)(2) of Regulation D under the Securities Act, that a waiver from the application of the disqualification provisions of Rule 262(a)(4)(ii) of Regulation A and Rule 506(d)(1)(iv)(B) of Regulation D under the Securities Act resulting from the entry of the Order is hereby granted to Respondent.

By the Commission.

Brent J. Fields
Secretary