

## FORM G-37X



**Name of Regulated Entity:** *Henley & Company LLC*

The undersigned, on behalf of the regulated entity identified above, does hereby certify that such regulated entity did not engage in "municipal securities business" or "municipal advisory business" (in each case, as defined in Rule G-37) during the eight full consecutive calendar quarters ending immediately on or prior to the date of this Form G-37x.

The undersigned, on behalf of such regulated entity, does hereby acknowledge that, notwithstanding the submission of this Form G-37x to the MSRB, such regulated entity will be required to:

- (1) submit Form G-37 for each calendar quarter unless it has met all of the requirements for an exemption set forth in Rule G-37(e)(ii) for such calendar quarter;
- (2) undertake the recordkeeping obligations set forth in Rule G-8(a)(xvi) or Rule G-8(h)(iii), as applicable, at such time as it no longer qualifies for the relevant exemption(s) set forth in Rule G-8(a)(xvi)(M) and/or Rule G-8(h)(iii)(M);
- (3) undertake the disclosure obligations set forth in Rule G-37(e), including in particular the disclosure obligations under paragraph (e)(iii) thereof, at such time as it no longer qualifies for the exemption set forth in Rule G-37(e)(ii)(B); and
- (4) submit a new Form G-37x in order to again meet the requirements for the exemption set forth in Rule G-37(e)(ii)(B) in the event that the regulated entity has engaged in municipal securities business or municipal advisory business subsequent to the date of this Form G-37x and thereafter wishes to qualify for the exemption.

**Signature:** electronic

**Name (must be officer of regulated entity):** *Francis Gemino*

**Address:** *506 RXR Plaza, Uniondale, NY 11556*

**Date:** *Nov 30, 2022*

**Phone:** *516-794-5520*

Submit to the Municipal Securities Rulemaking Board