

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 85204 / February 27, 2019

Admin. Proc. File No. 3-18445

In the Matter of

MARILYNJEAN INTERACTIVE INC.

NOTICE THAT INITIAL DECISION HAS BECOME FINAL

The time for filing a petition for review of the initial decision in this proceeding has expired. No such petition has been filed by MarilynJean Interactive Inc. and the Commission has not chosen to review the decision on its own initiative.

Accordingly, notice is hereby given, pursuant to Rule 360(d) of the Commission's Rules of Practice,¹ that the initial decision of the administrative law judge has become the final decision of the Commission with respect to MarilynJean Interactive Inc.² The order contained in that decision is hereby declared final. The initial decision ordered that, under Section 12(j) of the Securities Exchange Act of 1934, the registration of each class of registered securities of MarilynJean Interactive Inc. is hereby revoked. The revocation is effective as of February 28, 2019.

For the Commission, by the Office of the General Counsel, pursuant to delegated authority.

Brent J. Fields
Secretary

¹ 17 C.F.R. § 201.360(d).

² *MarilynJean Interactive Inc.*, Initial Decision Release No. 1276 (Oct. 30, 2018), 2018 WL 5617603. The stock symbol and Central Index Key number for MarilynJean Interactive Inc. is: MJMI and 1504464.

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

In the Matter of
MarilynJean Interactive Inc.

Initial Decision of Default
October 30, 2018

Appearances: Andrew O. Schiff for the Division of Enforcement, Securities
and Exchange Commission

Before: James E. Grimes, Administrative Law Judge

Summary

This initial decision revokes the registration of the registered securities of MarilynJean Interactive Inc. The revocation is based on Respondent's failure to timely file required periodic reports with the Securities and Exchange Commission.

Introduction

On April 23, 2018, the Commission initiated this proceeding under Section 12(j) of the Securities Exchange Act of 1934 with an order instituting proceedings (OIP). The OIP alleges that Respondent has securities registered with the Commission under Exchange Act Section 12(g) and has repeatedly failed to file timely periodic reports with the Commission, in violation of Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

A different administrative law judge originally presided over this proceeding and issued an initial decision of default against Respondent.¹ But

¹ See *MarilynJean Interactive Inc.*, Initial Decision Release No. 1252, 2018 SEC LEXIS 1260 (ALJ May 30, 2018).

the Commission vacated that decision following the Supreme Court's decision in *Lucia v. SEC*,² and the matter was reassigned to me to provide Respondent with the opportunity for a new hearing.³ Respondent was allowed to propose how further proceedings should be conducted.⁴ But it never filed a proposal. I therefore proceeded under the Commission's directive to not give weight to or otherwise presume the correctness of any prior opinions, orders, or rulings issued by the prior administrative law judge.⁵

After independently reviewing evidence submitted by the Division, I determined that Respondent was served with the OIP on April 24, 2018, and its answer was due by May 4, 2018.⁶ On October 11, 2018, I noted that Respondent had not filed an answer and ordered it to show cause by October 22, 2018, why the registrations of its securities should not be revoked by default due to its failure to file answers or otherwise defend the proceeding.⁷ To date, Respondent has not filed an answer, submitted a proposal, or responded to the show cause order.

Findings of Fact

Respondent is in default for failing to file an answer, file a proposal for how further proceedings should be conducted, or otherwise defend this proceeding.⁸ Accordingly, as authorized by Rule of Practice 155(a),⁹ I find the following allegations in the OIP to be true.

² 138 S. Ct. 2044 (2018); see *Pending Admin. Proc.*, Securities Act of 1933 Release No. 10536, 2018 SEC LEXIS 2058, at *2–3 (Aug. 22, 2018).

³ *Pending Admin. Proc.*, Admin. Proc. Rulings Release No. 5955, 2018 SEC LEXIS 2264, at *2–3 (ALJ Sept. 12, 2018).

⁴ *MarilynJean Interactive Inc.*, Admin. Proc. Rulings Release No. 5970, 2018 SEC LEXIS 2291, at *1 (ALJ Sept. 13, 2018).

⁵ *Pending Admin. Proc.*, 2018 SEC LEXIS 2058, at *4.

⁶ *MarilynJean Interactive Inc.*, Admin. Proc. Rulings Release No. 6170, 2018 SEC LEXIS 2804, at *1–2 (ALJ Oct. 11, 2018).

⁷ *Id.* at *2.

⁸ See OIP at 3; 17 C.F.R. §§ 201.155(a)(2), .220(f); *Pending Admin. Proc.*, 2018 SEC LEXIS 2058, at *4.

⁹ 17 C.F.R. § 201.155(a).

MarilynJean Interactive Inc., Central Index Key (CIK) No. 1504464 and ticker symbol MJMI, is a Nevada corporation with its principal place of business in Henderson, Nevada, with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). The company is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended June 30, 2016. The company's stock was previously quoted on OTC Link operated by OTC Markets Group Inc. and had one or more market makers. Until the Commission suspended trading in the company's stock based on unexplained market activity, it was eligible for the "piggyback" exception of Exchange Act Rule 15c2-11(f)(3).

In addition to its repeated failure to file timely periodic reports, Respondent failed to heed a delinquency letter sent to it by the Commission's Division of Corporation Finance requesting compliance with its periodic filing obligations.

Conclusions of Law

Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 require public corporations to file annual and quarterly reports with the Commission. Compliance with these reporting requirements is mandatory.¹⁰ Scierter is not required to establish violations of Exchange Act Section 13(a) and Rules 13a-1 and 13a-13.¹¹ Respondent failed to file timely periodic reports. As a result, Respondent failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13.

Sanction

Under Exchange Act Section 12(j), the Commission is authorized, "as it deems necessary or appropriate for the protection of investors," to revoke the registration of a security or suspend the registration for a period not exceeding twelve months if it finds, after notice and an opportunity for hearing, that the issuer of the security has failed to comply with any provision of the Exchange Act or rules thereunder. In determining what sanctions will ensure that investors are adequately protected, the

¹⁰ *America's Sports Voice, Inc.*, Exchange Act Release No. 55511, 2007 SEC LEXIS 1241, at *12 (Mar. 22, 2007), *recons. denied*, Exchange Act Release No. 55867, 2007 SEC LEXIS 1239 (June 6, 2007).

¹¹ *See SEC v. McNulty*, 137 F.3d 732, 740-41 (2d Cir. 1998); *SEC v. Wills*, 472 F. Supp. 1250, 1268 (D.D.C. 1978).

Commission “consider[s], among other things, the seriousness of the issuer’s violations, the isolated or recurrent nature of the violations, the degree of culpability involved, the extent of the issuer’s efforts to remedy its past violations and ensure future compliance, and the credibility of its assurances, if any, against further violations.”¹²

Respondent’s failures to file required periodic reports are serious because they constitute violations of a central provision of the Exchange Act. The purpose of periodic reporting is “to supply investors with current and accurate financial information about an issuer so that they may make sound [investment] decisions.”¹³ The reporting requirements are the primary tool that Congress “fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations” in the sale of securities.¹⁴ Respondent’s violations are also recurrent in that it repeatedly failed to file periodic reports.¹⁵ Respondent is culpable because it knew or should have known about the reporting requirements. It further failed to heed a delinquency letter sent to it by the Division of Corporation Finance. Even if Respondent did not receive the delinquency letter, the other factors weigh in favor of revocation, and scienter is not necessary to establish grounds for revocation.¹⁶ In any event, there is no indication that Respondent’s violations were inadvertent or accidental.¹⁷ Respondent has not answered the OIP or responded to the show cause order, submitted a proposal regarding the conduct of this proceeding following its reassignment, and has not otherwise

¹² *Gateway Int’l Holdings, Inc.*, Exchange Act Release No. 53907, 2006 SEC LEXIS 1288, at *19–20 (May 31, 2006).

¹³ *Id.* at *26.

¹⁴ *Eagletech Commc’ns, Inc.*, Exchange Act Release No. 54095, 2006 SEC LEXIS 1534, at *12 (July 5, 2006) (quoting *SEC v. Beisinger Indus. Corp.*, 552 F.2d 15, 18 (1st Cir. 1977)).

¹⁵ *See Nature’s Sunshine Prods., Inc.*, Exchange Act Release No. 59268, 2009 SEC LEXIS 81, at *20 (Jan. 21, 2009) (respondent failed to file seven required periodic reports due over a two-year period); *Impax Labs., Inc.*, Exchange Act Release No. 57864, 2008 SEC LEXIS 1197, at *25–26 (May 23, 2008) (respondent’s failure to make eight filings over an eighteen-month period considered recurrent).

¹⁶ *See China-Biotics, Inc.*, Exchange Act Release No. 70800, 2013 SEC LEXIS 3451, at *37 & n.60 (Nov. 4, 2013).

¹⁷ *Id.* at *37 n.60.

participated in the proceeding to address whether it has made any effort to remedy its past violations or ensure future compliance.

For the reasons described above, it is necessary and appropriate for the protection of investors to revoke the registration of each class of Respondent's registered securities.

Order

It is ORDERED that, under Section 12(j) of the Securities Exchange Act of 1934, the registration of each class of registered securities of MarilynJean Interactive Inc. is hereby REVOKED.¹⁸

This initial decision shall become effective in accordance with and subject to the provisions of Rule 360.¹⁹ Under this rule, a party may file a petition for review of this initial decision within twenty-one days after service of the initial decision. A party may also file a motion to correct a manifest error of fact within ten days of the initial decision, under Rule 111.²⁰ If a motion to correct a manifest error of fact is filed by a party, then a party shall have twenty-one days to file a petition for review from the date of the undersigned's order resolving such motion to correct a manifest error of fact.

This initial decision will not become final until the Commission enters an order of finality.²¹ The Commission will enter an order of finality unless a party files a petition for review or a motion to correct a manifest error of fact or the Commission determines on its own initiative to review the initial decision as to a party. If any of these events occur, the initial decision shall not become final as to that party.

A respondent may move to set aside a default. Rule 155(b) permits the Commission, at any time, to set aside a default for good cause, in order to prevent injustice and on such conditions as may be appropriate.²² A motion to set aside a default shall be made within a reasonable time, state the reasons

¹⁸ This order applies to all classes of Respondent's securities registered under Section 12 of the Exchange Act, whether or not such securities are specifically identified by ticker symbol or otherwise in this initial decision.

¹⁹ 17 C.F.R. § 201.360.

²⁰ 17 C.F.R. § 201.111(h).

²¹ 17 C.F.R. § 201.360(d).

²² 17 C.F.R. § 201.155(b).

for the failure to appear or defend, and specify the nature of the proposed defense in the proceeding.

James E. Grimes
Administrative Law Judge