

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 10112 / July 19, 2016

SECURITIES EXCHANGE ACT OF 1934
Release No. 78364 / July 19, 2016

INVESTMENT ADVISERS ACT OF 1940
Release No. 4458 / July 19, 2016

INVESTMENT COMPANY ACT OF 1940
Release No. 32178 / July 19, 2016

Admin. Proc. File No. 3-12116

In the Matter of

MILLENNIUM PARTNERS, L.P.,
MILLENNIUM MANAGEMENT,
L.L.C., MILLENNIUM INTERNATIONAL
MANAGEMENT, L.L.C., et al.

ORDER GRANTING MOTION TO
MODIFY

Millennium Partners, L.P., Millennium Management, L.L.C., and Millennium International Management, L.L.C. (collectively, “Millennium”), request that we modify a 2005 order (the “Order”),¹ entered by consent, to relieve Millennium of its ongoing obligations to create and maintain a Compliance, Legal, and Ethics Oversight Committee (the “Committee”). As discussed below, we have determined to grant Millennium’s request, which is unopposed by the Division of Enforcement.

The Order imposed various requirements on Millennium, including the payment of disgorgement of profits related to the trading activity at issue in the case, retention of an independent compliance consultant, and the establishment of the Committee which, according to the Order, is “responsible for formulating Millennium’s compliance, legal and ethics rules, policies and procedures and ensuring that these rules, policies and procedures are appropriately implemented and enforced.”² Millennium represents that it “has completely discharged all of the

¹ *Millennium Partners, L.P.*, Exchange Act Release No. 52863, 2005 WL 3240598 (Dec. 1, 2005). The Order included findings, which the respondents neither admitted nor denied, related to “market timing” activity.

² *Id.* at 2005 WL 3240598, at *10.

obligations under the Order that can be discharged,” including those “related to the Committee,” and asserts that the need for management flexibility and changes in circumstances after the entry of the Order justify relief from those obligations. Specifically, it states that the Order “does not permit Millennium to alter or change ongoing aspects of the way in which it conducts its business, such as, for example, adjusting the size or the composition of the Committee.” It adds that the Order’s “requirements regarding the composition of the Committee constrain Millennium from structuring the Committee and its functions in ways that could be more productive for Millennium.”³

Millennium supports its request by noting that “[t]he Commission has frequently included sunset provisions in other similar administrative proceedings,” and has “agreed to eliminate similar undertakings in other administrative proceedings related to market timing and other actions.” Millennium also notes that, because Millennium Management, L.L.C., became a registered investment adviser after the Order was entered, it is now “subject to the full panoply of investment adviser laws and rules as well as Commission examination.” Millennium represents that “in its 25-year history, Millennium has not had any significant disciplinary issues other than those addressed by the Order, and has not had any such issues in the more than 10 years since the Order.”

Under the particular circumstances presented here—including that the Division of Enforcement does not oppose the relief sought—we find it appropriate to grant Millennium’s motion.

Accordingly, IT IS ORDERED that, as of the date of this order, the Order dated December 1, 2005 be modified solely to relieve Millennium of its obligations going forward to create and maintain a Compliance, Legal and Ethics Oversight Committee in accordance with paragraph III.B.32(a) of the Order.

By the Commission.

Brent J. Fields
Secretary

³ Millennium asserts that although “the Committee is required to have three members,” it “would like to add one or more additional members to include key staff (*e.g.*, the Chief Operating Officer).”