

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 10722 / October 28, 2019

SECURITIES EXCHANGE ACT OF 1934
Release No. 87405 / October 28, 2019

Admin. Proc. File No. 3-15783

In the Matter of

CLAYTON T. MARSHALL

ORDER DISMISSING ADDITIONAL PROCEEDINGS

On March 11, 2014, the Securities and Exchange Commission issued an order instituting administrative and cease-and-desist proceedings (“OIP”) against Clayton T. Marshall (“Respondent”), pursuant to Section 8A of the Securities Act of 1933, Sections 4C and 21C of the Securities Exchange Act of 1934, and Rule 102(e)(1)(iii) of the Commission’s Rules of Practice.¹ In anticipation of the OIP, Respondent entered into a cooperation agreement with the Division of Enforcement and later submitted an offer of settlement which the Commission accepted.² In the offer of settlement, Respondent consented to the entry of the OIP, imposition of remedial sanctions, and entry of a cease-and-desist order.

On the basis of the OIP and Respondent’s offer of settlement, the Commission found that Respondent willfully violated Sections 17(a)(2) and (3) of the Securities Act, and Rules 13a-14, 13b2-1, and 13b2-2 under the Exchange Act, and was a cause of his employer AgFeed Industries Inc.’s violations of Sections 13(a) and 13(b)(2)(A) and (B) of the Exchange Act and Rules 12b-20 and 13a-13 thereunder.³ Given these findings, the Commission ordered that (1) Respondent cease and desist from committing or causing any future violations; (2) Respondent be denied the privilege of appearing or practicing before the Commission as an accountant; (3) Respondent be allowed to request reinstatement of this privilege after five years; and (4) additional proceedings before an administrative law judge be conducted to determine what, if any, civil penalties are in

¹ *Clayton T. Marshall*, Exchange Act Release No. 3542, 2014 WL 936397 (Mar. 11, 2014).

² *See* Unopposed Motion to the Commission to Terminate Additional Proceedings to Determine Civil Penalties, <https://www.sec.gov/litigation/apdocuments/3-15783-event-16.pdf> (discussing the cooperation agreement and the offer of settlement in anticipation of the OIP).

³ *See Marshall*, 2014 WL 936397, at *3.

the public interest following the entry of a final judgment against the last remaining defendant in *SEC v. AgFeed Industries, Inc.*, No. 3:14-cv-0663 (M.D. Tenn.).⁴

On October 12, 2018, the Division filed an unopposed motion to terminate the additional proceedings due to Respondent's "fulfillment of the terms of the cooperation agreement." On the basis of this recommendation, we conclude that such dismissal is in the public interest.⁵

Accordingly, IT IS ORDERED that the additional proceedings ordered in our March 11, 2014 order instituting proceedings against Clayton T. Marshall are dismissed.

By the Commission.

Vanessa A. Countryman
Secretary

⁴ *Id. at* *4.

⁵ *See Thomas C. Trauger, CPA*, Exchange Act Release No. 2217, 2005 WL 701204, at *1 (Mar. 25, 2005) (granting the Division's request that the Commission dismiss [the] proceeding against Trauger "in the interest of justice, and to preserve the Commission's resources...").