

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934

Release No. 69994 / July 16, 2013

Admin. Proc. File No. 3-15128

In the Matter of
The Hartcourt Companies, Inc., *et al.*

ORDER DISMISSING PROCEEDING
WITH RESPECT TO
HIV-VAC, INC.
(N/K/A GRUPO INTERNACIONAL, INC.)

On December 12, 2012, the Commission instituted administrative proceedings against HIV-VAC, Inc. (n/k/a Grupo International, Inc.) and five other registrants under § 12(j) of the Securities Exchange Act of 1934.¹ The Order Instituting Proceedings alleged that Grupo International violated periodic reporting requirements; it ordered a hearing to determine whether these allegations were true and, if so, whether suspension or revocation of the registration of Grupo International's securities was necessary and appropriate for the protection of investors.

Subsequent to the issuance of the OIP, the Division of Enforcement learned that, on January 11, 2013, Grupo International had filed a Form 15, pursuant to Exchange Act Rule 12g-4(a),² to voluntarily terminate the registration of its securities under Exchange Act § 12(g).³ Under Rule 12g-4(a), an issuer's registration is terminated ninety days after filing Form 15, which in this case was April 11, 2013. The Division filed a motion to dismiss the proceeding against Grupo International, based on the deregistration of its securities. Grupo International has not responded to the Division's motion.

¹ 15 U.S.C. § 78l(j). An administrative law judge revoked the registrations of the securities of the other respondents in this proceeding, except for Hellenic Solutions Corp. *See The Hartcourt Companies, Inc., et al.*, Securities Exchange Act Release No. 68686, 2013 SEC LEXIS 185, at *8 (Jan. 18, 2013). The law judge found that Hellenic Solutions Corp. had not yet been served with the OIP. *Id.* at *4.

² 17 C.F.R. § 240.12g-4(a) (certification of termination of registration under § 12(g)).

³ 15 U.S.C. § 78l(g).

It is appropriate to grant the Division's motion because the respondent does not now have a class of registered securities and because revocation or suspension of registration is the only remedy available in a proceeding instituted under Exchange Act § 12(j).⁴

Accordingly, IT IS ORDERED that this proceeding be dismissed with respect to HIV-VAC, Inc. (n/k/a Grupo International, Inc.).

By the Commission.

Elizabeth M. Murphy
Secretary

⁴ See, e.g., *Encore Clean Energy, Inc., et al.*, Exchange Act Release No. 68811, 2013 SEC LEXIS 1150, at *2-3 (granting motion to dismiss Exchange Act § 12(j) proceeding against respondent that no longer had a class of securities registered with the Commission).