

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 88068 / January 29, 2020

Admin. Proc. File No. 3-18221

In the Matter of

GUARDIAN 8 HOLDINGS, IDAHO
NORTH RESOURCES CORPORATION,
MECKLERMEDIA CORPORATION,
AND VERDE SCIENCE, INC.

ORDER DISMISSING PROCEEDING AGAINST VERDE SCIENCE, INC.

On September 26, 2017, the Commission issued an order instituting an administrative proceeding (“OIP”) against Verde Science, Inc. under Section 12(j) of the Securities Exchange Act of 1934.¹ The OIP alleged that Verde Science had violated periodic reporting requirements and sought to determine, based on those allegations, whether it was “necessary and appropriate for the protection of investors to suspend . . . or revoke” the registration of Verde Science’s securities.

On February 22, 2018, Verde Science filed with the Commission a Form 15 seeking to terminate voluntarily the registration of its securities under Section 12(g) of the Exchange Act.² Exchange Act Rule 12g-4(a)(1) permits the termination of registration if the issuer certifies that

¹ See *Guardian 8 Holdings*, Exchange Act Release No. 81731, 2017 WL 4278387 (Sept. 26, 2017); see also 15 U.S.C. § 78l(j). The OIP also instituted proceedings against Guardian 8 Holdings, Idaho North Resources Corporation, and Mecklermedia Corporation. Mecklermedia Corporation settled with the Commission. *Guardian 8 Holdings*, Exchange Act Release No. 83023, 2018 WL 1737255 (Apr. 9, 2018). An administrative law judge revoked the registration of the securities of Guardian 8 Holdings and Idaho North Resources Corporation, and the Commission declared that decision final. *Guardian 8 Holdings*, Initial Decision Release No. 1287, 2018 WL 5801517 (Nov. 6, 2018); *Guardian 8 Holdings*, Exchange Act Release No. 85286, 2019 WL 1124069 (Mar. 11, 2019). This order does not apply to these other three respondents.

² See 17 C.F.R. § 240.12g-4(a) (providing for certification of termination of registration under Exchange Act Section 12(g), 15 U.S.C. § 78l(g), by filing a Form 15).

the class of securities being deregistered is held of record by fewer than 300 persons.³ In its Form 15, Verde Science certified that the approximate number of holders of record was 85 as of February 22, 2018. Under Rule 12g-4(a), an issuer's registration is terminated 90 days after the issuer files a Form 15—in this case May 23, 2018.⁴

The Division of Enforcement made no filings with respect to the Form 15 between the time Verde Science filed the Form 15 and the time the Form 15 became effective. After Verde Science's Form 15 became effective, the Division moved to dismiss the proceeding against Verde Science. Verde Science has not responded to the Division's motion.

We have determined to grant the Division's motion. Verde Science no longer has a class of securities registered under Section 12 of the Exchange Act. Because revocation and suspension of registration are the only remedies available in a proceeding instituted under Exchange Act Section 12(j), we find it appropriate to dismiss this proceeding against Verde Science.⁵

Accordingly, it is ORDERED that this proceeding is dismissed with respect to Verde Science, Inc.

By the Commission.

Vanessa A. Countryman
Secretary

³ 17 C.F.R. § 240.12g-4(a)(1).

⁴ 17 C.F.R. § 240.12g-4(a).

⁵ See, e.g., *Colorado Goldfields, Inc.*, Exchange Act Release No. 87236, 2019 WL 4916616, at *1 (Oct. 4, 2019) (dismissing Section 12(j) proceeding where respondent filed Form 15 after OIP was instituted, form became effective, and respondent no longer had a class of securities registered under Exchange Act Section 12); *Expleo Solutions, Inc.*, Exchange Act Release No. 78638, 2016 WL 4426914, at *1 (Aug. 22, 2016) (same); *Ruby Creek Res., Inc.*, Exchange Act Release No. 76060, 2015 WL 5718239, at *1 (Sept. 30, 2015) (same); *DRC Ventures, Inc.*, Exchange Act Release No. 74153, 2015 WL 331958, at *1 (Jan. 27, 2015) (same).