

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

ADMINISTRATIVE PROCEEDINGS RULINGS
Release No. 5176/October 16, 2017

ADMINISTRATIVE PROCEEDING
File No. 3-18130

In the Matter of :
: :
JEFFREY GAINER : ORDER TO SHOW CAUSE

The Securities and Exchange Commission instituted this proceeding with an Order Instituting Proceedings (OIP) on August 22, 2017, pursuant to Sections 15(b) of the Securities Exchange Act of 1934 and 203(f) of the Investment Advisers Act of 1940. The proceeding is a follow-on proceeding based on *United States v. Gainer*, No. 1:15-cr-231 (N.D. Ohio Oct. 19, 2016), in which Respondent Jeffrey Gainer was convicted of the sale of unregistered securities in violation of Section 5 of the Securities Act of 1933. A related civil proceeding is pending: *SEC v. Abdallah*, No. 1:14-cv-1155 (N.D. Ohio), in which the Commission alleges that Gainer violated the antifraud provisions of the federal securities laws and sold unregistered securities.

Gainer was served with the OIP in accordance with 17 C.F.R. § 201.141(a)(2)(i) on September 14, 2017, by delivery to his current place of abode, Morgantown FCI, according to the U.S. Postal Service, tracking number 7015 0640 0001 0053 8581. To date, he has not filed an Answer or submitted any other correspondence.¹

Accordingly, Gainer is ORDERED TO SHOW CAUSE, by October 30, 2017, why he should not be deemed to be in default and be barred from associating with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization and from participating in an offering of penny stock. *See* OIP at 3; 17 C.F.R. §§ 201.155(a), .220(f).

/S/ Carol Fox Foelak
Carol Fox Foelak
Administrative Law Judge

¹ Gainer was previously warned that if he failed to file an Answer within the time provided, he would be deemed to be in default, and the undersigned would enter an order barring him from the securities industry. *See Jeffrey Gainer*, Admin. Proc. Rulings Release No. 5054, 2017 SEC LEXIS 2874, at *2 n.2 (A.L.J. Sept. 15, 2017).