UNITED STATES OF AMERICA

Before the

SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 105839 / July 2, 2026

WHISTLEBLOWER AWARD PROCEEDING
File No. 2026-34

In the Matter of the Claim for an Award

in connection with

Notice of Covered Action Redacted
Redacted

Notice of Covered Action Redacted
Redacted

Notice of Covered Action Redacted
Redacted

Redacted

Redacted

Redacted

ORDER DETERMINING WHISTLEBLOWER AWARD CLAIMS

The Claims Review Staff ("CRS") issued Preliminary Determinations to two sets of joint claimants in connection with three Covered Actions[1] (collectively, the "Covered Action") involving Redacted The

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[1] The three Covered Actions are as follows: Redacted Redacted Redacted Redacted Redacted

[2] Pursuant to Rule 21F-4(d)(1), the Commission finds that two additional Commission enforcement actions— Redacted

CRS recommended an award of Redacted ("Claimant 1") and Redacted ("Claimant 2") (collectively, "Joint Claimants 1 and 2"),[3] and Redacted ("Claimant 3") and Redacted ("Claimant 4") (collectively, "Joint Claimants 3 and 4").[4] Joint Claimants 3 and 4 submitted a timely response contesting the Preliminary Determinations.[5] Having considered the issues and grounds advanced in the Response, as well as the record, we have determined to award *** to Joint Claimants 1 and 2 and *** to Joint Claimants 3 and 4 of the amount collected, or to be collected, in the Covered Action and Redacted [6] brought by the Redacted (the "Other Agency," "Other Agency Actions"), or approximately $200,000 for Joint Claimants 1 and 2 and approximately $1.2 million for Joint Claimants 3 and 4.

I. Background

A. The Covered Action

Redacted

Redacted . The Commission charged *** with securities fraud for Redacted and also brought federal district court actions against Redacted

Redacted

Redacted

Redacted Among other relief, the Court in the Covered Action ordered *** to pay Redacted in disgorgement and prejudgment interest.

Redacted arose out of the same nucleus of operative facts as the *** *** Redacted and will treat those proceedings as being part of the Redacted for purposes of making an award.

[3] We have determined to treat Joint Claimants 1 and 2 jointly as a "whistleblower" for purposes of the award determination given that their information and Forms WB-APP were submitted together via the same counsel. *See* Securities Exchange Act of 1934 ("Exchange Act") Section 21F(a)(6) (defining a "whistleblower" to include two or more individuals acting jointly who provide information relating to a violation of the securities laws to the Commission). Unless Joint Claimants 1 and 2, within ten calendar days of the issuance of this Order, make a joint request, in writing, for a different allocation of the award between the two of them, the Office of the Whistleblower is directed to pay each of them individually 50% of the joint award.

[4] We have determined to treat Joint Claimants 3 and 4 jointly as a "whistleblower" for purposes of the award determination given that their information and Forms WB-APP were submitted together via the same counsel. *See* Exchange Act Section 21F(a)(6) (defining a "whistleblower" to include two or more individuals acting jointly who provide information relating to a violation of the securities laws to the Commission). Unless Joint Claimants 3 and 4, within ten calendar days of the issuance of this Order, make a joint request, in writing, for a different allocation of the award between the two of them, the Office of the Whistleblower is directed to pay each of them individually 50% of the joint award.

[5] Joint Claimants 1 and 2 did not seek reconsideration of the Preliminary Determinations.

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The Office of the Whistleblower posted Notices of Covered Action for the three covered actions at issue on the Commission's public website inviting claimants to submit whistleblower award applications within 90 days. Joint Claimants 1 and 2 and Joint Claimants 3 and 4 filed timely whistleblower award claims.

B. The Preliminary Determinations

The Preliminary Determinations recommended an award of *** to Joint Claimants 1 and 2 and *** to Joint Claimants 3 and 4 of the amount collected, or to be collected, in the Covered Action and the Other Agency Actions.

C. Joint Claimants 3 and 4's Response to the Preliminary Determinations

Joint Claimants 3 and 4 submitted a timely response contesting the Preliminary Determinations ("Response"). In their response, Joint Claimants 3 and 4 argue that they should receive Redacted, or at least ***. To support this proposed percentage, the Response contends that under Rule 21F-6(a)(2), the Commission should account for the fact that Claimants 3 and 4 Redacted Redacted

The Response further contends that under Rule 21F-6(b)(2), no decrease in the award amount is warranted for the following reasons: " Redacted *** "; Claimant 4 Redacted ; and Redacted *** is "vastly outweighed by the significant and ongoing voluntary cooperation provided."

Joint Claimants 3 and 4 additionally argue that the total amount of monetary sanctions collected in the Covered Action should be increased to include funds in the amount of Redacted that were "recovered Redacted during the [Other Agency] investigation and returned to investors."

II. Analysis

A. Covered Action

The record demonstrates that Joint Claimants 1 and 2 and Joint Claimants 3 and 4 voluntarily provided original information to the Commission that led to the successful enforcement of the referenced Covered Action pursuant to Section 21F(b)(1) of the Exchange Act and Rule 21F-3(a) promulgated thereunder.

Rule 21F-6(c) creates a presumption of a statutory maximum award of 30% where (1) the maximum award would be $5,000,000 or less; (2) the claimants' applications present no negative factors under Rule 21F-6(b)—*i.e.*, culpability, unreasonable reporting delay, or interference with an internal compliance and reporting system—and (3) the award claim does not trigger Rule

21F-16.[7] The Commission may depart from the presumption if (1) the assistance provided by the whistleblower was, "under the relevant facts and circumstances, limited," or (2) a maximum award "would be inconsistent with the public interest, the promotion of investor protection, or the objectives of the whistleblower program." The presumption does not apply here because both Joint Claimants unreasonably delayed in reporting to the Commission.

Applying the award criteria in Rule 21F-6 of the Exchange Act[8] to the specific facts and circumstances here, we considered the following: Claimants 1 and 2 provided information that caused Commission staff to open an investigation into fraudulent conduct and continued to assist in the course of the investigation and Claimant 1 met with Commission staff and provided information that helped the staff understand the scheme and draft targeted subpoenas. Claimants 3 and 4 provided new information that significantly contributed to an open investigation and continued to provide significant assistance during the investigation, especially Claimant 4, who met with Commission and Other Agency staff repeatedly and provided extensive and continuous assistance to the staff. Notably, Claimant 4's information helped Commission staff draft targeted subpoenas, be better prepared for testimony sessions, and allowed the staff to identify Redacted Redacted As such, while Claimants 1 and 2 provided significant information, Claimants 1 and 2's information was less significant than Claimants 3 and 4's information because it was less extensive.

We further considered that Claimant 1 unreasonably delayed reporting to the Commission for approximately Redacted and that Claimant 4 unreasonably delayed reporting to the Commission for approximately Redacted . We also considered the hardship that Claimant 4 endured during that period.

We have determined that an award of *** of the monetary sanctions collected, or to be collected, in the Covered Action strikes the appropriate balance between Joint Claimants 1 and 2's assistance to the success of the Covered Action and Claimant 1's unreasonable reporting delay; and that a *** award strikes the appropriate balance between Joint Claimants 3 and 4's assistance to the success of the Covered Action and Claimant 4's unreasonable reporting delay.

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7 Rule 21F-16 concerns culpable whistleblowers.

8 In assessing the appropriate award amount, Rule 21F-6 of the Exchange Act provides that the Commission may consider the following factors as they apply to the facts and circumstances of Claimant 1 and 2's application: (1) the significance of the information provided to the Commission; (2) the assistance provided in the Covered Action; (3) the law enforcement interest in deterring violations by granting awards; (4) participation in internal compliance systems; (5) culpability; (6) unreasonable reporting delay; and (7) interference with internal compliance and reporting systems.

Although Joint Claimants 3 and 4 argue that “the delay is [de minimis] and did not result in any harm,” given the nature of the fraud at issue, Redacted , there is no support for the assertion that there was no harm to investors during the Redacted period of delay. And although Joint Claimants 3 and 4 point out the hardships they experienced, as relevant to both Rule 21F-6(a)(2) and Rule 21F-6(b)(2), we find it appropriate to balance these concerns with the failure to report violations that were ongoing at the time. Having carefully examined each of the arguments advanced in the Response, we set the award for Joint Claimants 3 and 4 at *** .

B. Monetary Sanctions Collected

The Response contends that funds in the amount of Redacted Redacted in one of the Other Agency Actions should be included in the total amount of monetary sanctions collected.[9] That amount, however, does not qualify as a “monetary sanction” under Rule 21F-4(e) as it was neither “[e]xpressly designated as a penalty, disgorgement, or interest” nor “[o]therwise ordered as relief for the violations that are the subject of the covered action or related action”;[10] nor was it ordered to be “deposited into a disgorgement fund or other fund pursuant to section 308(b) of the Sarbanes-Oxley Act of 2002.”[11]

Redacted Redacted Redacted the Other Agency determined that the Redacted approximately Redacted Redacted Redacted The Other Agency specified: Redacted Redacted Redacted

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9 The funds at issue here consist of Redacted Redacted Redacted the Other Agency Redacted filed one of the Other Agency Actions and Redacted Redacted Redacted Redacted

10 Rule 21F-4(e)(1).

11 Rule 21F-4(e)(2).

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As such, Redacted do not qualify as monetary sanctions under Rule 21F-4(e).

C. Other Agency Actions

We have determined that, as to Joint Claimants 1 and 2: (i) the Other Agency Actions constitute "related actions" to the Covered Action within the meaning of Exchange Act Section 21F(a)(5) and Rule 21F-3(b) promulgated thereunder; (ii) the same original information that Joint Claimants 1 and 2 and Joint Claimants 3 and 4 provided to the Commission was provided to the Other Agency and led to the successful enforcement of the related Other Agency Actions; and (iii) Joint Claimants 1 and 2 and Joint Claimants 3 and 4 otherwise satisfy the award criteria for a "related action" award set forth in Exchange Act Section 21F and the rules promulgated thereunder.[13] Accordingly, and in view of the similar considerations described above in connection with the Covered Action and Joint Claimants 1 and 2's and Joint Claimants 3 and 4's contributions to the success of the Other Agency Actions, we have determined that an award equal to *** for Joint Claimants 1 and 2 and *** for Joint Claimants 3 and 4 of the monetary sanctions collected, or to be collected, in the Other Agency Actions is appropriate.

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12 Redacted Redacted Redacted

13 A related action "is a judicial or administrative action that is brought by," among other agencies, Redacted Redacted *See* Rule 21F-3(b)(1).

III. Conclusion

Accordingly, it is hereby ORDERED that Joint Claimants 1 and 2 shall receive an award of Redacted of the monetary sanctions collected, or to be collected, in the Covered Action and the Other Agency Actions; and that Joint Claimants 3 and 4 shall receive an award of Redacted of the monetary sanctions collected, or to be collected, in the Covered Action and the Other Agency Actions.

By the Commission.

J. Matthew DeLesDernier
Deputy Secretary