

proceedings, and the findings contained in Section III.2. below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions ("Order"), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Gist, age 62, is and has been an attorney licensed to practice in Georgia.
2. On May 31, 2013, the Commission filed a complaint against Gist in SEC v. Robert A. Gist, et al., (Civil Action No. 1:13-CV-01833-AT), in the United States District Court for the Northern District of Georgia. On May 31, 2013, the court entered an order permanently enjoining Gist, by consent, from future violations of Sections 10(b) and 15(a) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. Gist was also ordered to pay \$5,400,000 in disgorgement of ill-gotten gains from his misappropriation of investor funds, and prejudgment interest thereon to be calculated from January 1, 2008, and a civil money penalty in the amount to be determined by the Court.
3. The Commission's complaint alleged that, in connection with the sale of securities, Gist misused and misappropriated investor funds, falsely stated to investors that their funds were invested, sent out false account statements indicating that investors funds were fully invested and earning returns, and otherwise engaged in a variety of conduct, which operated as a fraud and deceit on investors. The complaint also alleged that for a portion of the time of the alleged misconduct, Gist was a registered representative of a Commission-registered broker-dealer, and that for a later portion of the time of the alleged misconduct, Gist acted as an unregistered broker-dealer.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent Gist's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that Gist is suspended from appearing or practicing before the Commission as an attorney.

By the Commission.

Elizabeth M. Murphy
Secretary