

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 70641 / October 9, 2013**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-15555**

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**In the Matter of**

**MARTIN E. WEISBERG,**

**Respondent.**

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**ORDER OF SUSPENSION PURSUANT  
TO RULE 102(e)(2) OF THE  
COMMISSION'S RULES OF PRACTICE**

**I.**

The Securities and Exchange Commission deems it appropriate to issue an order of forthwith suspension of Martin E. Weisberg (“Weisberg”) pursuant to Rule 102(e)(2) of the Commission’s Rules of Practice [17 C.F.R. § 201.102(e)(2)].<sup>1</sup>

**II.**

The Commission finds that:

1. Weisberg, age 62 and a resident of Waccabuc, New York, was an attorney admitted to practice law in New York.

2. On May 21, 2012, Weisberg entered guilty pleas in *United States v. Martin Weisberg*, 08 CR 347 (NGG) and *United States v. Zev Saltsman, et al*, 07 CR 641 (S-2) (NGG) in the United States District Court for the Eastern District of New York, finding him guilty of one count of money laundering and one count of conspiracy to commit securities fraud in connection with the offerings of securities of Xybernaut Corporation (“Xybernaut”).

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<sup>1</sup> Rule 102(e)(2) provides in pertinent part: “Any ... person who has been convicted of a felony or a misdemeanor involving moral turpitude shall be forthwith suspended from appearing or practicing before the Commission.”

3. From 1996 through approximately May 2005, Weisberg was Xybernaut's attorney. Weisberg was also a member and Secretary of Xybernaut's Board of Directors.

4. During his allocution on May 21, 2012, Weisberg admitted that between April 2004 and December 2004, he agreed, with others, to file certain false disclosure documents with the Commission concerning certain private investment in public equity ("PIPE") transactions for Xybernaut. Weisberg admitted that he knowingly concealed certain related party transactions associated with these PIPE transactions.

5. On August 7, 2013, Weisberg was sentenced to 24 months imprisonment in a federal penitentiary to be followed by three years of supervised release, and ordered to pay restitution in the amount of \$297,500.

### III.

In view of the foregoing, the Commission finds that Weisberg has been convicted of a felony within the meaning of Rule 102(e)(2) of the Commission's Rules of Practice.

Accordingly, it is ORDERED, that Martin Weisberg is forthwith suspended from appearing or practicing before the Commission pursuant to Rule 102(e)(2) of the Commission's Rules of Practice.

By the Commission.

Elizabeth M. Murphy  
Secretary