

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 9758 / April 23, 2015

ADMINISTRATIVE PROCEEDING
File No. 3-16510

In the Matter of

the Registration Statement of

Kismet, Inc.
1516 E. Tropicana Ave,
Suite 155
Las Vegas, NV 89119

Respondent.

ORDER FIXING TIME AND PLACE
OF PUBLIC HEARING AND
INSTITUTING PROCEEDINGS
PURSUANT TO SECTION 8(d) OF THE
SECURITIES ACT OF 1933

I.

The Commission's public official files disclose that:

On May 30, 2013, Kismet, Inc. ("Respondent") filed a Form S-1 registration statement seeking to register the offer and sale of 4 million common shares for \$0.05 per share. The registration statement was amended on November 22, 2013, December 13, 2013, January 14, 2014, and January 29, 2014 (together, the "Registration Statement"). The Registration Statement has not been declared effective.

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENT

1. Respondent is a Nevada corporation headquartered in Las Vegas, Nevada.

B. MATERIAL MISSTATEMENTS AND OMISSIONS

2. The Registration Statement includes untrue statements of material facts and omits to state material facts necessary to make the statements contained therein not misleading concerning disclosures that Respondent has a sole officer and director contrasted with the collective actions taken by undisclosed control persons and/or promoters.

3. The Registration Statement states that Respondent “is entirely dependent on the efforts of [Respondent’s sole officer and director] because of the time and effort he devotes to [Respondent].” The Registration Statement further states that “[w]e currently rely on our sole officer and director, [], to manage all aspects of our business. These disclosures are false and misleading because undisclosed control persons and/or promoters have:

- a. opened Respondent’s bank account and is the sole signatory on Respondent’s bank account;
- b. incorporated Respondent and paid its incorporation and registered agent fees;
- c. retained the law firm that facilitated the filing of Respondent’s Registration Statement;
- d. used a personal checking account to pay the \$5,000 attorney’s fee to the law firm that facilitated the filing of Respondent’s Registration Statement;
- e. established Respondent’s corporate telephone number; and
- f. maintained a credit card jointly with Kismet, Inc.

C. FAILURE TO COOPERATE WITH SECTION 8(e) EXAMINATION

4. On February 24, 2014 the staff issued a subpoena to Respondent for the production of documents. The staff re-sent the February 24, 2014 subpoena to Respondent on March 13, April 2, and June 26, 2014. Respondent has failed to respond to that subpoena.

5. On June 23, 2014, the staff issued a subpoena to Respondent’s sole officer and director for testimony. The staff re-issued the subpoena on June 26, and on July 11, 2014 re-sent the June 23, 2014 subpoena to Respondent’s sole officer and director via Respondent’s purported email address. Respondent’s sole officer and director failed to appear for testimony.

III.

The Commission, having considered the aforesaid, deems it appropriate and in the public interest that public proceedings pursuant to Section 8(d) of the Securities Act be instituted with respect to the Registration Statement to determine whether the allegations of the Division of Enforcement are true; to afford the Respondent with an opportunity to

establish any defenses to these allegations; and to determine whether a stop order should issue suspending the effectiveness of the Registration Statement referred to herein.

Accordingly, IT IS ORDERED that public proceedings be and hereby are instituted under Section 8(d) of the Securities Act, such hearing to be commenced at 9:30 a.m. on May 13, 2015, in Hearing Room 2 at the Commission's offices at 100 F Street N.E., Washington, DC 20549, and to continue thereafter at such time and place as the hearing officer may determine.

IT IS FURTHER ORDERED that these proceedings shall be presided over by an Administrative Law Judge to be designated by further order, who is authorized to perform all the duties of an Administrative Law Judge as set forth in the Commission's Rules of Practice or as otherwise provided by law.

IT IS FURTHER ORDERED that the Respondent shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, pursuant to Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220. If the Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against the Respondent upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§201.155(a), 201.220(f), 201.221(f) and 201.310. This Order shall be served forthwith upon the Respondent in accordance with Rule 141 of the Commission's Rules of Practice, 17 C.F.R. §201.141.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice. In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Brent J. Fields
Secretary