

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 9962 / October 13, 2015

SECURITIES EXCHANGE ACT OF 1934
Release No. 76133 / October 13, 2015

INVESTMENT ADVISERS ACT OF 1940
Release No. 4223 / October 13, 2015

INVESTMENT COMPANY ACT OF 1940
Release No. 31867 / October 13, 2015

Admin. Proc. File No. 3-15842

In the Matter of

JACOB KEITH COOPER

NOTICE THAT INITIAL DECISION HAS BECOME FINAL

The time for filing a petition for review of the initial decision in this proceeding has expired. No such petition has been filed by Jacob Keith Cooper and the Commission has not chosen to review the decision on its own initiative.

Accordingly, notice is hereby given, pursuant to Rule 360(d) of the Commission's Rules of Practice,¹ that the initial decision of the administrative law judge has become the final decision of the Commission with respect to Jacob Keith Cooper.² The orders contained in that decision are hereby declared effective. The initial decision ordered that, a) pursuant to Section 8A of the Securities Act of 1933, Section 21C of the Securities Exchange Act of 1934, and Section 203(k) of the Investment Advisers Act of 1940, Jacob Keith Cooper shall cease and desist from committing or causing violations, and any future violations, of Section 17(a) of the

¹ 17 C.F.R. § 201.360(d).

² *Total Wealth Mgmt., Inc., Jacob Keith Cooper, Nathan McNamee, and Douglas David Shoemaker*, Initial Decision Release No. 860 (Aug. 17, 2015), 112 SEC Docket 04, 2015 WL 4881991.

Securities Act; Section 10(b) of the Exchange Act and Exchange Act Rule 10b-5; and Sections 206(1), 206(2), 206(4), and 207 of the Advisers Act and Advisers Act Rules 206(4)-2 and 206(4)-8; b) pursuant to Section 8A(e) of the Securities Act, Sections 21B(e) and 21C(e) of the Exchange Act, Section 203(j) and (k)(5) of the Advisers Act, and Section 9(e) of the Investment Company Act of 1940, Jacob Keith Cooper shall disgorge both \$982,057.72 and \$833,935.27, plus prejudgment interest; c) pursuant to Section 21B(a) of the Exchange Act, Section 9(d) of the Investment Company Act, and Section 203(i) of the Advisers Act, Jacob Keith Cooper shall pay a civil monetary penalty in the amount of \$780,000; d) pursuant to 17 C.F.R. § 201.1100, any funds recovered by way of disgorgement, prejudgment interest, or penalties shall be placed in a Fair Fund for the benefit of investors harmed by the violations; and e) pursuant to Section 203(f) of the Advisers Act and Section 9(b) of the Investment Company Act, Jacob Keith Cooper is permanently barred from association with an investment adviser, broker, dealer, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; and from serving or acting as an employee, officer, director, member of an advisory board, investment adviser or depositor of, or principal underwriter for, a registered investment company or affiliated person of such investment adviser, depositor, or principal underwriter.

For the Commission, by the Office of the General Counsel, pursuant to delegated authority.

Brent J. Fields
Secretary