

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 79503 / December 7, 2016

INVESTMENT ADVISERS ACT OF 1940
Release No. 4585 / December 7, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17714

In the Matter of

DAVID W. NOACK,

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934
AND SECTION 203(f) OF THE
INVESTMENT ADVISERS ACT OF 1940,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against David W. Noack (“Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (“Offer”) that the Commission has determined to accept. Respondent admits the facts set forth in Section III. below, acknowledges that his conduct violated the federal securities laws, admits the Commission’s jurisdiction over him and the subject matter of these proceedings, and consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940, 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. David W. Noack, age 53, is a resident of Hartland Wisconsin. During 2006, Noack was a Senior Vice President at Stifel, Nicolaus & Company, Inc. ("Stifel") and co-head of Stifel's Milwaukee, Wisconsin office. Noack worked for Stifel from 2000 to 2007. During Noack's employment at Stifel, Stifel was registered with the Commission as a broker-dealer and investment adviser. During 2006, Noack held the following FINRA licenses: Series 7 (General Securities Representative), Series 52 (Municipal Securities Representative), Series 53 (Municipal Securities Principal), and Series 63 (Uniform Securities Agent State Law).

2. On December 6, 2016, a final judgment was entered by consent against Noack, permanently enjoining him from future violations of Sections 17(a)(2) and 17(a)(3) of the Securities Act of 1933 ("Securities Act"), in the civil action entitled Securities and Exchange Commission v. Stifel, Nicolaus & Company, Incorporated, et al., Civil Action Number 2:11-CV-755, in the United States District Court for the Eastern District of Wisconsin.

3. In connection with the entry of the final judgment, Noack admitted that, in connection with the sale of credit-linked notes referencing collateralized debt obligations to five Wisconsin school districts in 2006, he made material misstatements and omissions to the school districts about the safety of the investments and that he failed to adequately assess the risks and appropriateness of the investments for the school districts.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, and Section 203(f) of the Advisers Act, that Respondent Noack be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, or transfer agent, with the right to apply for reentry after five years to the appropriate self-regulatory organization, or if there is none, to the Commission; and

Pursuant to Section 15(b)(6) of the Exchange Act, Respondent Noack be, and hereby is barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock, with the right to apply for reentry after five years to the appropriate self-regulatory organization, or if there is none, to the Commission.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any

disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission Order.

By the Commission.

Brent J. Fields
Secretary