

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 86577 / August 6, 2019

ADMINISTRATIVE PROCEEDING
File No. 3-19312

In the Matter of	:	
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	:	
	:	
GREGG EVAN JACLIN, Esq.,	:	ORDER INSTITUTING PUBLIC
	:	ADMINISTRATIVE PROCEEDINGS
	:	PURSUANT TO RULE 102(e) OF THE
	:	COMMISSION’S RULES OF PRACTICE,
	:	MAKING FINDINGS, AND
	:	IMPOSING REMEDIAL SANCTIONS
Respondent.	:	

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against Gregg Evan Jaclin (“Respondent” or “Jaclin”) pursuant to Rule 102(e)(3)(i) of the Commission’s Rules of Practice.¹

¹ Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, . . . suspend from appearing or practicing before it any attorney . . . who has been by name (A) [p]ermanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the federal securities laws or of the rules and regulations thereunder; or (B) [f]ound by any court of competent jurisdiction in an action brought by the Commission to which he or she is a party . . . to have violated (unless the violation was found not to have been willful) or aided and abetted the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, Respondent admits the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in paragraph III.2 below, and 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. Jaclin, age 49, resides in Princeton Junction, New Jersey. Jaclin is an attorney and active member of the State Bar of New Jersey and the State Bar of New York. Jaclin is a corporate securities attorney who provided advice to individuals and entities regarding compliance with the federal securities laws. During the relevant period, Jaclin was a partner at the now-dissolved firm of Anslow & Jaclin, except during September 2011 when he was at another law firm. Jaclin has never held any securities licenses and is not registered with the Commission in any capacity.

2. On May 12, 2016, the Commission filed a complaint against Jaclin in SEC v. Imran Husain, et al. (Civil Action No. 2:16-cv-03250), in the United States District Court for the Central District of California, which was amended on November 22, 2016. On August 1, 2019, the court entered an order permanently enjoining Jaclin by consent, from future violations of Sections 5 and 17(a) of the Securities Act of 1933 (“Securities Act”) and Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 10b-5 thereunder, and from aiding and abetting future violations of Section 15(d) of the Exchange Act and Rules 12b-20, 15d-1 and 15d-13 thereunder.

3. The Commission’s complaint alleged, among other things, that Jaclin, with another defendant, created and operated a fraudulent “shell factory” enterprise, from 2006 to 2013. Through the shell factory, Jaclin created nine public “shell” companies, seven of whose stock was subsequently sold to buyers who sought to trade the shell companies’ stock publicly. The shell companies had virtually no assets or operations and no legitimate purpose; each had a figurehead CEO, but was secretly owned and controlled by Jaclin’s co-defendant. Jaclin explained to his co-defendant how public shell companies could be created. Jaclin then prepared documents for sham private placement offerings by “straw” shareholders; drafted and prepared registration statements and periodic reports for the shell companies that contained materially false and misleading statements; provided misinformation to market makers to obtain clearance to enter quotes on the over-the-counter bulletin board or the OTC link; introduced his co-defendant to the purchasers who bought six of the seven shell companies sold; and attempted to interfere with regulatory oversight. Jaclin’s firm received nearly \$225,000 in attorneys fees from the shell factory enterprise.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Rule 102(e)(3)(i) of the Commission's Rules of Practice, effective immediately, that:

A. Jaclin is suspended from appearing or practicing before the Commission as an attorney.

By the Commission.

Vanessa A. Countryman
Secretary