

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 94493 / March 23, 2022**

**ACCOUNTING AND AUDITING ENFORCEMENT**  
**Release No. 4290 / March 23, 2022**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14177**

---

**In the Matter of**

**CARL W. JASPER,**  
**CPA**

---

**: ORDER GRANTING APPLICATION FOR**  
**: REINSTATEMENT TO APPEAR AND PRACTICE**  
**: BEFORE THE COMMISSION AS AN**  
**: ACCOUNTANT RESPONSIBLE FOR THE**  
**: PREPARATION OR REVIEW OF FINANCIAL**  
**: STATEMENTS REQUIRED TO BE FILED WITH**  
**: THE COMMISSION**

On June 2, 2011, the Commission issued an Order Making Findings and Imposing Remedial Sanctions Pursuant to Rule 102(e)(3) of the Commission's Rules of Practice (the "Suspension Order") against Respondent Carl W. Jasper.<sup>1</sup> The Suspension Order suspended Jasper from appearing or practicing before the commission as an accountant but permitted Jasper, after five years from the date of the Suspension Order and if certain conditions were met, to request that the Commission consider his reinstatement to resume appearing or practicing before the Commission as (1) a preparer or reviewer, or a person responsible for the preparation or review, of financial statements that are required to be filed with the Commission; or (2) an independent accountant.

This order is issued in response to Jasper's application for reinstatement to appear and practice before the Commission as an accountant responsible for the preparation or review of financial statements required to be filed with the Commission.

In the Suspension Order, the Commission found that Jasper had been permanently enjoined from future violations of certain provisions of the federal securities laws and rules thereunder. In the underlying civil injunctive action before the United States District Court for the Northern District of California, the Commission alleged that Jasper, from at least 2000 through 2005, engaged in a scheme to illegally backdate stock options granted to employees and directors of Maxim Integrated Products, Inc., concealing millions of dollars in expenses from

---

<sup>1</sup> See Accounting and Auditing Enforcement Release No. 3286, dated June 2, 2011.

investors and significantly overstating Maxim's income. It further alleged that Jasper was aware that Maxim granted options on purported dates that had been selected with hindsight and that he knew, or was reckless in not knowing, that Maxim was failing to report expenses for those in-the-money options and was falsely reporting that it only granted options at fair market value. It further alleged that Respondent signed several of Maxim's public filings, including annual, quarterly, and current reports and registration statements, which were materially false and misleading.

Rule 102(e)(5) of the Commission's Rules of Practice governs applications for reinstatement, and provides that the Commission may reinstate the privilege to appear and practice before the Commission "for good cause shown."<sup>2</sup> This "good cause" determination is necessarily highly fact specific.

Jasper has shown good cause for reinstatement and has met all of the conditions set forth in the Suspension Order to be reinstated to appear and practice before the Commission as a person responsible for the preparation or review of financial statements required to be filed with the Commission and in this capacity has attested that he will have his work reviewed by the independent audit committee of any company for which he works, or in some other manner acceptable to the Commission, while practicing before the Commission in this capacity. Jasper is not, at this time, seeking to appear or practice before the Commission as an independent accountant. If, in the future, Jasper should wish to resume appearing and practicing before the Commission as an independent accountant, he will be required to submit an application to the Commission showing, among other things, that he has complied and will comply with the terms of the Suspension Order.

On the basis of information supplied, representations made, and undertakings agreed to by Jasper, it appears that he has complied with the terms of the Suspension Order. No information has come to the attention of the Commission relating to his character, integrity, professional conduct or qualifications to practice before the Commission that would be a basis for adverse action against him pursuant to Rule 102(e) of the Commission's Rules of Practice. In addition, Jasper has undertaken to have his work reviewed by the independent audit committee of any company for which he works, or in some other manner acceptable to the Commission. As a result, Jasper has shown good cause for reinstatement. Therefore, it is accordingly,

---

<sup>2</sup> Rule 102(e)(5)(i) provides:

"An application for reinstatement of a person permanently suspended or disqualified under paragraph (e)(1) or (e)(3) of this rule may be made at any time, and the applicant may, in the Commission's discretion, be afforded a hearing; however, the suspension or disqualification shall continue unless and until the applicant has been reinstated by the Commission for good cause shown." 17 C.F.R. § 201.102(e)(5)(i).

ORDERED pursuant to Rule 102(e)(5)(i) of the Commission's Rules of Practice that Carl W. Jasper, CPA is hereby reinstated to appear and practice before the Commission as an accountant responsible for the preparation or review of financial statements required to be filed with the Commission.

By the Commission.

Vanessa Countryman  
Secretary