

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 11192 / May 16, 2023

ADMINISTRATIVE PROCEEDING
File No. 3-21429

In the Matter of

**GREEN STREAM
HOLDINGS, INC.,**

Respondent.

**ORDER INSTITUTING CEASE-AND-
DESIST PROCEEDINGS PURSUANT TO
SECTION 8A OF THE SECURITIES ACT
OF 1933, MAKING FINDINGS, AND
IMPOSING A CEASE-AND-DESIST
ORDER**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 8A of the Securities Act of 1933 (“Securities Act”) against Green Stream Holdings, Inc. (“Green Stream” or “Respondent”).

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, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over it and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933, Making Findings, and Imposing a Cease-and-Desist Order (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

Summary

1. This matter involves Green Stream's failure to comply with Regulation A, which provides a limited exemption to the registration requirements of the Securities Act for certain public offerings. Specifically, after obtaining qualification to offer a specific number of shares at a fixed price pursuant to Regulation A, Green Stream improperly (i) increased the number of shares offered, (ii) conducted an at the market offering, and (iii) did not update its financial statements at least annually through a post-qualification amendment, and thereafter offered and sold shares in an offering that was not exempt from registration pursuant to Regulation A. As a result, Green Stream offered and sold securities in violation of Sections 5(a) and 5(c) of the Securities Act.

Respondent

2. Green Stream is a Wyoming corporation with its principal place of business in New York, New York. According to the company's public filings, Green Stream provides solar energy solutions to underrepresented and growing market segments. Green Stream's common stock is registered with the Commission pursuant to Section 12(g) of the Securities Exchange Act of 1934 ("Exchange Act"), and trades on OTC Link operated by OTC Markets Group Inc.

Facts

3. Green Stream offered shares of common stock to investors from March 9, 2020 through approximately December 31, 2021 (the "Offering"). It sold approximately 201.2 million shares between March 30, 2020 and November 14, 2021, raising a total of approximately \$7.7 million. Green Stream did not register the Offering with the Commission, but instead sought to rely on the limited exemption from registration found in Regulation A.

4. In connection with the Offering, on September 27, 2019, Green Stream filed an offering statement on Form 1-A with the Commission. On March 5, 2020, Green Stream filed an amended offering statement on Form 1-A/A with the Commission, which the Commission qualified on March 9, 2020. On April 16, 2020, Green Stream filed a post-qualification amendment, which the Commission qualified on April 21, 2020. Under the qualified offering statement as amended, Green Stream proposed to sell up to 100 million shares of common stock at a fixed price of \$0.10 per share. Between March 30, 2020 and August 26, 2020, Green Stream offered and sold approximately 5.6 million shares.

5. On August 26, 2020, Green Stream filed an offering circular supplement on Form 253G2 (the "August 26, 2020 Supplement"). The August 26, 2020 Supplement increased the number of securities offered from 100 million to 125 million. Green Stream did not file a new offering statement or post-qualification amendment to obtain qualification for this modified offering, which included an additional 25 million shares. Between August 26, 2020 and September 23, 2021, Green Stream offered and sold approximately 119.4 million shares and raised approximately \$6.16 million under the terms of the August 26, 2020 Supplement. Between

September 23, 2021 and November 14, 2021, Green Stream offered and sold approximately 76.2 million additional shares and raised approximately \$830,000.

6. An issuer is not permitted to use an offering circular supplement to increase the number of securities offered under Regulation A. Additional securities may be offered only pursuant to a new offering statement or a post-qualification amendment qualified by the Commission. *See* Rules 252(e), 253(b) and Note to 17 C.F.R. § 230.253 (“An offering circular supplement may not be used to increase the volume of securities being offered. Additional securities may only be offered pursuant to a new offering statement or post-qualification amendment qualified by the Commission.”). Because Green Stream increased the number of securities offered by filing the August 26, 2020 Supplement and did not file a new offering statement or post-qualification amendment that was qualified by the Commission, it offered and sold securities in contravention of the requirement that qualification is a necessary component for Regulation A sales. *See* Rules 251(d)(1) and 251(d)(2). As a result, Regulation A did not apply to the offers and sales made after Green Stream’s filing of the August 26, 2020 Supplement.

7. Between June 17, 2021 and October 20, 2021, Green Stream filed nine offering circular supplements on Form 253G2 with the Commission that lowered the offering price for its shares (the “Price Decrease Supplements”). During this same time period, the market price per share for Green Stream’s stock declined from \$0.06 to \$0.02:

Date of Supplement	New Offering Price	Market Price (Opening Price on Supplement Date)
June 17, 2021	\$0.06	\$0.06
July 22, 2021	\$0.04	\$0.06
August 10, 2021	\$0.032	\$0.05
August 30, 2021	\$0.029	\$0.04
September 8, 2021	\$0.024	\$0.03
September 21, 2021	\$0.02	\$0.03
October 4, 2021	\$0.017	\$0.02
October 13, 2021	\$0.0136	\$0.02
October 20, 2021	\$0.01	\$0.02

Green Stream did not file new offering statements or post-qualification amendments to obtain qualification for these modified offerings. Instead, between June 17, 2021 and November 14, 2021, Green Stream offered and sold approximately 148 million shares and raised approximately \$3.26 million under the terms of the Price Decrease Supplements.

8. An issuer is not permitted to conduct an at the market offering under Regulation A. An at the market offering is defined in Regulation A as an “offering of equity securities into an existing trading market for outstanding shares of the same class at other than a fixed price.” *See*

Rule 251(d)(3)(ii). Because Green Stream lowered its offering price multiple times through the Price Decrease Supplements, it failed to comply with Regulation A's requirement that an offering occur at a fixed price. As a result, Regulation A did not apply to the offers and sales made after Green Stream's filing of the Price Decrease Supplements.

9. Green Stream did not file a post-qualification amendment to update its financial statements on or after April 21, 2021, 12 months after the Commission qualified Green Stream's post-qualification amendment that included financial statements for the most recent period. From April 22, 2021 through November 14, 2021, Green Stream offered and sold approximately 156 million shares of its common stock and raised approximately \$3.83 million.

10. To conduct an ongoing offering, an issuer is required to file a post-qualification amendment at least every 12 months after the qualification date to include the financial statements that would be required by Form 1-A. *See* Rule 252(f)(2)(i). Because Green Stream did not file a post-qualification amendment to update its financial statements on or after April 21, 2021, 12 months after the Commission qualified Green Stream's post-qualification amendment, it failed to comply with this requirement. As a result, Regulation A did not apply to the offers and sales made after April 21, 2021.

Violations

11. Section 5(a) of the Securities Act prohibits the use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell a security unless a registration statement is in effect as to such security. Section 5(c) of the Securities Act prohibits the use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy a security unless a registration statement has been filed as to such security.

12. Green Stream offered to sell and sold its securities without a registration statement filed or in effect and without a valid exemption from registration. As a result of the conduct described above, Green Stream violated Sections 5(a) and 5(c) of the Securities Act.

IV.

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

Accordingly, it is hereby ORDERED that:

A. Pursuant to Section 8A of the Securities Act, Respondent Green Stream cease and desist from committing or causing any violations and any future violations of Sections 5(a) and 5(c) of the Securities Act.

B. Respondent shall pay a civil money penalty in the amount of \$75,000 to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). Payment shall be made in the following installments: the first \$18,750 within 90 days of the date of this Order, the second \$18,750 within 180 days of the Order, the third \$18,750 within 270 days of the Order, and the fourth \$18,750 plus all accrued interest, within 360 days of the Order. Payments shall be applied first to post-order interest, which accrues pursuant to 31 U.S.C. § 3717. Prior to making the final payment set forth herein, Respondent shall contact the staff of the Commission for the amount due. If Respondent fails to make any payment by the date agreed and/or in the amount agreed according to the schedule set forth above, all outstanding payments under this Order, including post-order interest, minus any payments made, shall become due and payable immediately at the discretion of the staff of the Commission without further application to the Commission.

Payment must be made in one of the following ways:

- (1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Green Stream as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Assistant Director Anne C. McKinley, Division of Enforcement, Chicago Regional Office, Securities and Exchange Commission, 175 W. Jackson Boulevard, Suite 1450, Chicago, IL 60604.

C. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, it shall not argue that it is entitled to, nor shall it benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that it shall, within 30 days after entry of a final order granting

the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

By the Commission.

Vanessa A. Countryman
Secretary