

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 97845 / July 6, 2023

ADMINISTRATIVE PROCEEDING
File No. 3-21517

In the Matter of

BRYAN PANTOFEL,

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934,
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”) against Bryan Pantofel (“Pantofel” 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 him and the subject matter of these proceedings and the findings contained in Section III, paragraph 2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant To Section 15(b) of the Securities Exchange Act of 1934, 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. From December 2017 through mid-2022 ("relevant period"), Pantofel was a managing member and sole officer of BHP Capital NY, Inc. ("BHP Capital"), a New York corporation. Pantofel was the founding member of BHP Capital. Pantofel has never been registered with the Commission in any capacity. Pantofel, age 28, is a resident of Miami, Florida.

2. On June 29, 2023, a final judgment was entered by consent against Pantofel, permanently enjoining him from directly or indirectly making use of the mails or any means or instrumentality of interstate commerce to effect any transactions in, or to induce or attempt to induce the purchase or sale of, any security (other than an exempted security or commercial paper, bankers' acceptances, or commercial bills) while engaged in and pursuant to the regular business of buying and selling securities (not including security-based swaps, other than security-based swaps with or for persons that are not eligible contract participants) for his own account through a broker or otherwise unless he is registered as a broker-dealer with the Securities and Exchange Commission, or unless he is associated with a broker-dealer that was so registered, in the civil action entitled Securities and Exchange Commission v. BHP Capital NY, Inc., et al., Civil Action Number 1:23-cv22233-DPG, in the United States District Court for the Southern District of Florida.

3. The Commission's complaint alleged that BHP Capital, through Pantofel, operated as an unregistered dealer through its business of buying convertible notes from penny stock issuers, converting those notes into stock at a discount from the prevailing market price, and selling the newly issued shares into the public markets. The complaint also alleged that during the relevant period, BHP Capital funded more than 100 convertible notes and associated warrants with 47 issuers, converted the notes into approximately four billion shares of newly issued common stock, and generated millions in trading profits. Neither BHP Capital nor Pantofel was registered with the Commission as a dealer during the relevant period, nor was either associated with a registered dealer.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Pantofel be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization with the right to apply for reentry after 5 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, compliance with the Commission's order and payment of any or all of the following: (a) any disgorgement or civil penalties ordered by a Court against the Respondent in any action brought by the Commission; (b) any disgorgement amounts ordered against the Respondent for which the Commission waived payment; (c) any arbitration award related to the conduct that served as the basis for the Commission order; (d) 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 (e) 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.

Vanessa A. Countryman
Secretary