

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 99128 / December 11, 2023**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 6501 / December 11, 2023**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-21810**

**In the Matter of**

**SCOTT WAYNE REED,**

**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 Scott Wayne Reed (“Reed” 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, 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 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. From 2016 to 2020, Reed was associated with Wells Fargo Clearing Services, LLC, a firm dually registered with the Commission as a broker-dealer and investment adviser. Reed had also been a registered representative associated with broker-dealers and/or investment advisers registered with the Commission since 1999. Reed, 49 years old, is a resident of Mesa, Arizona.

2. On March 24, 2022, the Arizona Corporation Commission entered a final order ("Arizona Order") against Reed in an administrative action entitled In the Matter of Scott Wayne Reed (CRD # 3007033) and Sarah Reed, Pebblekick, Inc., and Don K. Shiroishi, Docket No. S-21132A-20-0370. The Arizona Order revoked Reed's securities salesman registration and investment adviser representative license in Arizona, required Reed to cease and desist from violations of the Securities Act of Arizona and the Arizona Investment Management Act, required payment of restitution in the amount of \$1,804,901, and imposed an administrative penalty in the amount of \$50,000.

3. The Arizona Order found that Reed sold securities that were neither registered nor exempt from registration and that had not been approved by the brokerage firm he was associated with. It also found that Reed failed to disclose IRS liens, promised to guarantee a client's investment without disclosing his own debts that would impair such a guaranty, and failed to disclose that he was selling investments in violation of Arizona law and FINRA's rules. The Arizona Order found Respondent liable for violations of provisions of the Securities Act of Arizona and the Arizona Investment Management Act that prohibit (i) selling securities that were neither registered nor exempt from registration, (ii) employing a device, scheme, or artifice to defraud, making untrue statements or misleading omissions of material facts, and engaging in transactions, practices, or courses of business that operate or would operate as a fraud or deceit.

### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Reed'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 Reed 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; and

Pursuant to Section 15(b)(6) of the Exchange Act Respondent Reed 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.

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