

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 100258 / June 3, 2024**

**ACCOUNTING AND AUDITING ENFORCEMENT**  
**Release No. 4505 / June 3, 2024**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-21953**

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| <p><b>In the Matter of</b></p> <p style="text-align:center"><b>GREGORY P. MANNING,</b></p> <p><b>Respondent.</b></p> |
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**ORDER INSTITUTING PUBLIC  
ADMINISTRATIVE PROCEEDINGS  
PURSUANT TO RULE 102(e) OF THE  
COMMISSION’S RULES OF PRACTICE,  
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 against Gregory P. Manning (Respondent” or “Manning”) pursuant to Rule 102(e)(3)(i) of the Commission’s Rules of Practice.<sup>1</sup>

**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

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<sup>1</sup> 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 . . . accountant . . . who has been by name . . . permanently 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.

jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.2. below, and consents to the entry of this Order Instituting Public 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. Manning, 61, during the period from at least 2016 through at least January 2022, worked as an accountant for various publicly traded companies.

2. On May 30, 2024, a judgment was entered against Manning, permanently enjoining him from future violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Gregory P. Manning, et al., Civil Action Number 1:22-CV-10074, in the United States District Court for the District of Massachusetts. Manning was also ordered to pay \$34,750 in disgorgement of ill-gotten gains, with the disgorgement amount deemed satisfied by the Order of Forfeiture in *United States v. Gregory Manning, et al.*, No. 22-CR-10026-ADB (D. Mass.), \$14,940.39 in prejudgment interest; and a \$14,750 civil money penalty.

3. The Commission’s complaint alleged that Manning engaged in insider trading. The complaint alleged, among other things, that on or about July 22, 2016, Manning was tipped by a close friend that Linear Technology Corporation (“Linear”) was about to be acquired by Analog Devices, Inc. (“Analog”). The complaint further alleged that Manning then purchased shares of Linear’s common stock in his and his wife’s brokerage accounts. The complaint alleged that on July 26, 2016, Linear announced that it would be acquired by Analog, and Manning sold his and his wife’s shares of Linear stock realizing profits of more than \$34,000. The complaint further alleged that Manning paid his close friend several thousand dollars in cash in return for the tip.

### IV.

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

Accordingly, it is hereby ORDERED pursuant to 102(e)(3)(i) of the Commission's Rules of Practice, effective immediately, that Manning is suspended from appearing or practicing before the Commission as an accountant.

By the Commission.

Vanessa A. Countryman  
Secretary