

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 99492 / February 8, 2024**

**ACCOUNTING AND AUDITING ENFORCEMENT**  
**Release No. 4488 / February 8, 2024**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-18344**

	<b>CORRECTED ORDER GRANTING APPLICATION</b>
<b>In the Matter of</b>	<b>: FOR REINSTATEMENT TO APPEAR AND</b>
<b>JUSTIN SAMUEL</b>	<b>: PRACTICE BEFORE THE COMMISSION AS AN</b>
<b>CARY, CPA</b>	<b>: ACCOUNTANT RESPONSIBLE FOR THE</b>
	<b>: PREPARATION OR REVIEW OF FINANCIAL</b>
	<b>: STATEMENTS REQUIRED TO BE FILED WITH</b>
	<b>: THE COMMISSION OTHER THAN AS A MEMBER</b>
	<b>OF AN AUDIT COMMITTEE</b>

On January 19, 2018, the Commission issued a consented Order Instituting Public Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, Making Findings and Imposing Remedial Sanctions (the "Suspension Order") against Respondent Justin Samuel Cary, CPA.<sup>1</sup> The Suspension Order denied Cary the privilege of appearing or practicing before the Commission as an accountant but permitted him, 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 other than as a member of an audit committee, as that term is defined in Section 3(a)(58) of the Securities Exchange Act of 1934 ("Exchange Act"); (2) 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 as a member of an audit committee, as that term is defined in Section 3(a)(58) of the Exchange Act; or (3) an independent accountant.

This order is issued in response to Cary'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, other than as a member of an audit committee.

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<sup>1</sup> See Accounting and Auditing Enforcement Release No. 3917, dated January 19, 2018.

In the Suspension Order, the Commission found that Cary had been permanently enjoined from future violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. In the underlying civil injunctive action before the United States District Court for the Central District of California, the Commission alleged that Cary engaged in insider trading in the stock of Adaptive Medias, Inc. in advance of the company's February 1, 2016 announcement of an offer from a rival advertising technology firm to acquire it in a cash-for-stock transaction at a steep premium to Adaptive Medias' prevailing market price. The Commission further alleged that after Adaptive Medias issued a press release announcing the acquisition offer, Cary sold his stock and netted a profit of \$8,140.25 on his original \$2,880.00 investment.

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> which determination is necessarily highly fact specific.

Cary has shown good cause for reinstatement and has met 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, other than as a member of an audit committee. In his capacity as a person responsible for the preparation or review of financial statements required to be filed with the Commission, other than as a member of an audit committee, Cary attests 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.

Cary is not, at this time, seeking to appear or practice before the Commission as a person responsible for the preparation or review of financial statements required to be filed with the Commission *as a member of an audit committee* or as an independent accountant. If, in the future, Cary should wish to resume appearing and practicing before the Commission in such a capacity, 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 Cary, and for the reasons stated immediately above, it appears that he has complied with the terms of the Suspension Order denying him the privilege of appearing or practicing before the Commission as an accountant. 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

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

"[a]n 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).

Commission's Rules of Practice. As a result, Cary has shown good cause for reinstatement. Therefore, it is accordingly,

ORDERED pursuant to Rule 102(e)(5)(i) of the Commission's Rules of Practice that Justin Samuel Cary, 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, other than as a member of an audit committee.

By the Commission.

Vanessa A. Countryman  
Secretary