

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 99656 / March 1, 2024

ADMINISTRATIVE PROCEEDING
File No. 3-21882

In the Matter of

Aryeh Goldstein,

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 Aryeh Goldstein (“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 paragraph 4 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange 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. Aryeh Goldstein, age 51, is a resident of Maimi Beach, Florida. He is the sole owner and Managing Member of two entities named Adar Bays, LLC and Adar Alef, LLC. From at least 2014, Goldstein acted as an unregistered securities dealer by engaging in convertible debt deals with distressed penny stock companies and then converting the debt and selling discounted shares acquired in that manner into the market. Goldstein has never been registered with the Commission in any capacity.

2. On February 13, 2024, a final judgment was entered by consent against Goldstein, Adar Bays, LLC, and Adar Alef, LLC permanently enjoining them from future violations of Section 15(a) of the Exchange Act, in the civil action entitled Securities and Exchange Commission v. Aryeh Goldstein, et al., Civil Action Number 1:24-CV-20261-KMM, in the United States District Court for the Southern District of Florida.

3. The Commission's complaint alleged that from at least 2014, Goldstein and the defendant entities he controlled, Adar Bays and Adar Alef ("Defendants"), engaged in the business of lending money to distressed penny stock companies in exchange for discounted shares of the companies' stock and then selling those discounted shares to investors on the public securities markets. Defendants sold a large number of discounted shares to investors at market price and generated millions in profits. In so doing, Defendants illegally acted as unregistered securities dealers.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Goldstein 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 five 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