

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 99659 / March 4, 2024

INVESTMENT ADVISERS ACT OF 1940
Release No. 6565 / March 4, 2024

ADMINISTRATIVE PROCEEDING
File No. 3-21883

In the Matter of

LOUIS PETER GOFF,

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 Louis Peter Goff (“Goff” 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 paragraph III.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 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. Goff was a principal and founder of Edger Solutions, LLC ("Edger") and Edger Solutions Management, LLC ("Edger Management"), the manager of Edger. Goff functioned as Edger's administrator and compliance officer, and held Series 7 and 63 securities licenses. During the relevant time of the conduct, Goff was associated with a firm that is dually registered with the Commission as a broker-dealer and investment adviser. Goff, 46 years old, is a resident of Layton, Utah.

2. On January 11, 2024, a final judgment was entered by consent against Goff, permanently enjoining him from future violations of Section 17(a) of the Securities Act of 1933 ("Securities Act"), and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Goff, et al., Civil Action Number 2:23-cv-00663-DAK, in the United States District Court, District of Utah, Central Division.

3. The Commission's complaint alleged that from at least October 2019, in connection with the sale of Edger investment contracts for a foreign currency trading program, Goff made false statements about investors' account values; profitability of their Edger accounts; current and historical account returns; Goff's experience and qualifications; and his personal management of over \$750 million in client funds. The complaint also alleged that Goff failed to disclose to investors in Edger that their funds were transferred to bank and foreign currency trading accounts controlled by Phoenix Outsourced Development, LLC, which was operated by a securities law recidivist. The complaint alleged Goff reviewed and approved Edger's Private Placement Memorandum, and monthly performance reports for investors, both of which contained material misrepresentations and omissions. Finally, the Commission's complaint alleges that Goff failed to disclose to investors in Edger that all trading on behalf of Edger was done by a securities fraud recidivist and convicted felon.

IV.

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