

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 99953 / April 12, 2024

ADMINISTRATIVE PROCEEDING
File No. 3-21913

In the Matter of

LUIS F. SERRANO

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 Luis F. Serrano (“Serrano” 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, 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. Serrano, age 50, is a resident of Saint Rose, Louisiana. Between January and October 2022 (“the relevant period”), Serrano solicited investors to invest in crypto asset securities in the form of Venture Agreements for CryptoFX, LLC (“CryptoFX”), handled investors’ funds,

advised investors about the merits of investments, and received transaction based compensation in the form of commissions on sales of crypto asset securities. CryptoFX is not registered with the Commission in any capacity. Respondent was not registered as a broker-dealer or an associated person of a registered broker-dealer and thus acted as an unregistered broker.

2. On April 8, 2024, a judgment was entered by consent against Serrano, permanently enjoining him from future violations of Sections 5(a) and (c) of the Securities Act of 1933 (“Securities Act”), and Section 15(a) of the Securities Exchange Act of 1934 (“Exchange Act”), in the civil action entitled *Securities and Exchange Commission v. Ismael Zarco Sanchez, et. al.*, Civil Action Number 4:24cv-00939, in the United States District Court for the Southern District of Texas, Houston Division.

3. The Commission’s complaint alleged that during the relevant period, Serrano worked as a salesperson for CryptoFX, offering and selling securities in the form of Venture Agreements, and also supervised other CryptoFX salespersons in the offer and sale of the CryptoFX Venture Agreements. The complaint also alleged that the offering of the CryptoFX Venture Agreements was not registered with the Commission, and that Serrano was not registered with the Commission as a broker or associated with a registered broker-dealer. The complaint further alleged that during the relevant period, Serrano received transaction-based compensation in the form of commissions and bonuses.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Serrano 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 two years to the appropriate self-regulatory organization, or if there is none, to the Commission; and

Pursuant to Section 15(b)(6) of the Exchange Act, Respondent Serrano 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, with the right to apply for reentry after two 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