

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 102266 / January 24, 2025

ADMINISTRATIVE PROCEEDING
File No. 3-22443

In the Matter of

KENNETH G. MICCIO

Respondent.

**ORDER INSTITUTING CEASE-AND-
DESIST PROCEEDINGS PURSUANT TO
SECTION 21C OF THE SECURITIES
EXCHANGE ACT OF 1934, MAKING
FINDINGS, AND IMPOSING A CEASE-
AND-DESIST ORDER**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 (“Exchange Act”), against Kenneth G. Miccio (“Miccio” 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, which are admitted, and except as provided herein in Section V, Respondent consents to the entry of this Order Instituting Cease-And-Desist Proceedings Pursuant To Section 21C Of The Securities Exchange Act Of 1934, Making Findings, And Imposing A Cease-And-Desist Order (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds¹ that:

¹ The findings herein are made pursuant to Respondent’s Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

Summary

1. This proceeding concerns insider trading by Miccio in the securities of Maxar Technologies, Inc. (“Maxar”) based on material nonpublic information provided to him by Matthew Forlano (“Forlano”). Forlano had received the material nonpublic information from his nephew, Stephen Forlano Jr. (“Forlano Jr.”), who had received the material nonpublic information from his friend Anthony Viggiano (“Viggiano”) who was employed at a global investment bank (the “Investment Bank”).²

2. Viggiano, in connection with his employment at the Investment Bank, was notified about a potential acquisition of Maxar by at least November 15, 2022. That same day, Viggiano tipped Forlano Jr. about the acquisition. Forlano Jr., in turn, tipped Forlano who, in turn, tipped Miccio. Between December 12 and December 15, 2022, Miccio purchased Maxar securities in his brokerage account.

3. On December 16, 2022, a press release announced that Maxar had agreed to be acquired in an all-cash transaction valued at approximately \$6.4 billion (the “Maxar Deal”) and Maxar’s stock price increased nearly 125%. As a result of his purchases of Maxar securities, Miccio profited by approximately \$10,000. Miccio’s conduct violated Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

Respondent

4. Miccio, age 60, resides in Brooklyn, New York. He has known Forlano for more than 30 years and they are close friends.

Other Relevant Entities and Individuals

5. Maxar, a Delaware corporation, is a provider of comprehensive space solutions and secure, precise, geospatial intelligence. It previously traded on the New York Stock Exchange.

6. Viggiano, age 27, is a resident of Baldwin, New York. From February 2022 until July 2023, Viggiano was employed as an analyst and then an associate in the asset and wealth management division of the Investment Bank.

7. Forlano Jr., age 27, is a resident of Tampa, Florida. Forlano Jr. and Viggiano went to college together and are close friends.

8. Forlano, age 57, resides in Staten Island, New York. From 1989 to 2011, Forlano was employed in the financial industry and he previously held Series 7, 55 and 63 licenses. He is the uncle of Forlano Jr. He has known Miccio for more than 30 years and they are close friends.

² The Commission sued Viggiano, Forlano Jr. and others in federal district court. *See SEC v. Viggiano, et al.*, No. 1:23-cv-8542 (S.D.N.Y, filed Sept. 28, 2023).

Background

9. As a condition of his employment with the Investment Bank, Viggiano agreed to hold all confidential information—including, but not limited to, material nonpublic information—acquired as a result of his employment with the Investment Bank in strict confidence, to not use such information for any purpose other than his employment, and to not disclose confidential information to any other person. The Investment Bank provided Viggiano with trainings, policies, and procedures regarding insider trading and its illegality. Throughout his employment with the Investment Bank, Viggiano owed a duty to the Investment Bank to not disclose any material nonpublic information, including any material nonpublic information related to deals or transactions on which he was working.

10. The Investment Bank served as a financial advisor to the acquiring company in connection with the Maxar Deal. Viggiano was notified about the potential deal as part of his employment at the Investment Bank and had material nonpublic information about Maxar, including the potential Maxar Deal, by at least November 15, 2022.

11. In breach of his duty to the Investment Bank, Viggiano disclosed to Forlano Jr. material nonpublic information relating to the Maxar Deal.

12. By no later than December 2, 2022, Forlano Jr., in turn, tipped Forlano with information about the Maxar Deal. Forlano, in turn, tipped Miccio with information about the Maxar Deal.

13. Between December 12, 2022, and December 15, 2022, Miccio bought 230 Maxar shares and 2 Maxar call options based on Forlano's tip. Miccio knew, was reckless in not knowing, or consciously avoided knowing that the information he used to make the purchases of Maxar securities was material and nonpublic and was obtained in breach of a duty of trust and confidence.

14. On December 16, 2022, at approximately 7:00 a.m. Eastern Time, a press release announced the Maxar Deal. As a result of this announcement, Maxar's stock price closed at a price of \$51.93 per share later that day, an increase of \$28.83, or 124.81% as compared to the stock's prior closing price of \$23.10 on December 15.

15. On December 16, 2022, after the Maxar Deal was announced, Miccio sold 230 Maxar shares and 2 Maxar call options for a profit of \$10,023.

16. As a result of the conduct described above, Miccio violated Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, which prohibit fraudulent conduct in connection with the purchase or sale of securities.

Disgorgement and Civil Penalties

The disgorgement and prejudgment interest ordered in paragraph IV.B is consistent with equitable principles, does not exceed Respondent's net profits from his violations, and returning

the money to Respondent would be inconsistent with equitable principles. Therefore, in these circumstances, distributing disgorged funds to the U.S. Treasury is the most equitable alternative. The disgorgement and prejudgment interest ordered in paragraph IV.B shall be transferred to the general fund of the U.S. Treasury, subject to Section 21F(g)(3) of the Exchange Act.

IV.

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

Accordingly, it is hereby ORDERED that:

A. Pursuant to Section 21C of the Exchange Act, Respondent Miccio cease and desist from committing or causing any violations and any future violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

B. Respondent shall, within 10 days of the entry of this Order, pay disgorgement of \$10,023.00, prejudgment interest of \$1,179.55, and a civil penalty of \$10,023.00 to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). If timely payment of disgorgement and prejudgment interest is not made, additional interest shall accrue pursuant to SEC Rule of Practice 600 and if timely payment of a civil money penalty is not made, additional interest shall accrue pursuant to 31 U.S.C. § 3717.

Payment must be made in one of the following ways:

- (1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Kenneth G. Miccio as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Joseph G.

Sansone, Chief, Market Abuse Unit, Division of Enforcement, Securities and Exchange Commission, 100 Pearl Street, Suite 20-100, New York, NY 10004.

C. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, he shall not argue that he is entitled to, nor shall he benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that he shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

V.

It is further Ordered that, solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. § 523, the findings in this Order are true and admitted by Respondent, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Respondent under this Order or any other judgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Respondent of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. § 523(a)(19).

By the Commission.

Vanessa A. Countryman
Secretary