UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 102676 / March 14, 2025

ADMINISTRATIVE PROCEEDING
File No. 3-14909

In the Matter of **OppenheimerFunds, Inc. and OppenheimerFunds Distributor, Inc.,** **Respondents.**	:	**ORDER SETTING THE ADMINISTRATOR'S BOND AMOUNT**

On June 6, 2012, the Commission issued an Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933, Section 15(b)(4) of the Securities Exchange Act of 1934, Sections 203(e) and 203(k) of the Investment Advisers Act of 1940, and Sections 9(b) and 9(f) of the Investment Company Act of 1940, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order ("Order")[1] against OppenheimerFunds, Inc and OppenheimerFunds Distributor, Inc. (collectively, the "Respondents") for making misleading statements in connection with the offer and sale of two fixed income retail mutual funds managed by OppenheimerFunds, Inc., and the sale of shares of one of the funds under a misleading prospectus. The Order required Oppenheimer Funds, Inc. to pay a total of $35,366,896.00, consisting of $9,879,706.00 in disgorgement plus $1,487,190.00 in prejudgment interest, and a civil money penalty of $24,000,000.00, to the Commission. The

[1] Securities Act Rel. No. 9329 (June 6, 2012).

Commission also created a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, as amended, so the collected penalty can be distributed, along with the collected disgorgement plus prejudgment interest to harmed investors (the "Fair Fund").

The Fair Fund consisted of the $35,366,896.00 collected pursuant to the Order. The Fair Fund is subject to the continuing jurisdiction and control of the Commission and was deposited into an interest-bearing account at the U.S. Department of the Treasury.

On March 14, 2013, the Commission issued an Order Appointing Fund Administrator and Approving Fund Administrator Bond (the "Appointment Order"). In the Appointment Order, the Commission appointed Epiq Class Actions & Claims Solutions, Inc. ("Epiq")[2] as the Fund Administrator (the "Fund Administrator") of the Fair Fund pursuant to Rule 1105(a) of the Commission's Rules on Fair Fund and Disgorgement Plans ("Commission Rules")[3] and set the bond amount at $35,500,000.00 pursuant to Rule 1105(c) of the Commission's Rules.[4] The bond amount was equivalent to the balance of the Fair Fund.

On February 5, 2014, the Commission approved a Plan of Distribution (the "Plan") that provides for the distribution of the Fair Fund, plus any accrued interest, less taxes and administrative costs, to investors harmed by the Respondents' conduct.[5] Article IV, Paragraph 4.3 of the Plan provides that, "with approval from the Commission, if any funds remain in the Distribution Fund after the payment of unpaid costs or fees incurred in administering the fund, and after the Fund Administrator has made reasonable and diligent efforts to have Eligible Claimants deposit their award checks, these remaining funds may be re-distributed to Eligible Claimants if Eligible Claimants received less than their Eligible Loss Amount in the initial

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[2] Exchange Act Rel. No. 69138 (Mar. 14, 2013).
[3] 17 C.F.R. §201.1105(a).
[4] 17 C.F.R. §201.1105(c).
[5] Exchange Act. Rel. No. 71493 (Feb. 5, 2014).

distribution. Such a re-distribution would be limited to those Eligible Claimants who cashed their initial distribution checks, or received electronic payments, and who would receive at least $20.00 from such re-distribution. In no event would an Eligible Claimant receive distribution payments totaling more than his, her or its calculated harm."

The Fund Administrator has distributed a total of $34,225,098.34, or 96.77% of the Fair Fund, to 157,172 Eligible Claimants through three distributions. The Fair Fund now consists of a reserve of $217,027.86 that will be used to reimburse bond premiums paid for the years 2022-2024, in accordance with Rule 1104(c) of the Commission's Rules, and to pay administrative fees. After payment of bond premium expenses and administrative fees, the Fair Fund balance will be $0.00.

Rule 1105(c) of the Commission's Rules requires that "the administrator shall . . . obtain a bond in the manner prescribed in 11 U.S.C. 322, in an amount to be approved by the Commission," but "the Commission may waive posting of a bond for good cause shown." Effective August 1, 2013, with respect to distribution plans for disgorgement funds and Fair Funds established in administrative proceedings instituted by the Commission, the Commission granted delegated authority to the Director of the Division of Enforcement to appoint a plan administrator and "to set the amount of or waive for good cause shown, the administrator's bond" required by Rule 1105(c) of the Commission's Rules.[6]

The current administrator bond for the Fair Fund will expire on March 14, 2025.[7] The Fund Administrator has submitted invoices seeking reimbursement of bond premiums paid for the annual renewal of the bond for each of the years beginning March 14, 2022, through March

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[6] 17 C.F.R. 200.30-4(a)(17)

[7] The Fund Administrator has paid all bond premiums since the date of appointment and the bond has been in effect continuously since March 14, 2019.

14, 2025, totaling $159,750.00. The amount of the bond premium was calculated based on the original balance of the Fair Fund of $35,500,000.00. After reimbursement of bond premiums and payment of all administrative fees, the Fair Fund will have a balance of $0.00. Accordingly, reducing the administrator's bond to an amount equal to the balance of the Fair Fund or $0.00 is reasonable.

For good cause shown and pursuant to the delegated authority granted the Director of the Division of Enforcement under Rule 1105(c) of Commission's Rules of Practice, the Division of Enforcement requests that the Fund Administrator's bond be reduced from an amount equivalent to the Fair Fund's original balance of $35,500,000 and set at $0.00 - an amount equal to the March 11, 2025, Fair Fund balance. By reducing the amount of the Fund Administrator's bond, the Commission will be able to avoid incurring additional bond premiums that would exceed the balance of the Fair Fund.

Accordingly, it is hereby ORDERED that the Fund Administrator's bond is reduced to $0.00 in accordance with Rule 1105(c) of the Commission's Rules, effective as of the date of this Order.

For the Commission, by the Division of Enforcement, pursuant to delegated authority.[8]

Vanessa A. Countryman
Secretary

[8] 17 C.F.R. § 200.30-4(a)(17).