

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 104936 / March 6, 2026

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 4587 / March 6, 2026

ADMINISTRATIVE PROCEEDING
File No. 3-22610

In the Matter of

EISNERAMPER LLP,

Respondent.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE AND CEASE-
AND-DESIST PROCEEDINGS
PURSUANT TO SECTIONS 4C
AND 21C OF THE SECURITIES
EXCHANGE ACT OF 1934 AND
RULE 102(e) OF THE
COMMISSION’S RULES OF
PRACTICE, MAKING FINDINGS,
AND IMPOSING REMEDIAL
SANCTIONS AND A CEASE-AND-
DESIST ORDER**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate that public administrative and cease-and-desist proceedings be, and hereby are, instituted against EisnerAmper LLP (“EisnerAmper” or “Respondent”) pursuant to Sections 4C¹ and 21C of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 102(e)(1)(ii) and 102(e)(1)(iii) of the Commission’s Rules of Practice.²

¹ Section 4C provides, in relevant part, that:

The Commission may censure any person . . . if that person is found . . . (1) not to possess the requisite qualifications to represent others; (2) to be lacking in character or integrity, or to have engaged in unethical or improper professional conduct; or (3) to have willfully violated, or willfully aided and abetted the violation of, any provision of the securities laws or the rules and regulations issued thereunder.

² Rule 102(e)(1)(ii) provides, in relevant part, that:

The Commission may censure a person . . . who is found . . . to have engaged in unethical or improper professional conduct.

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 it and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Public Administrative and Cease-And-Desist Proceedings Pursuant to Sections 4C and 21C of the Securities Exchange Act of 1934 and Rule 102(e) of the Commission’s Rules of Practice, Making Findings, and Imposing Remedial Sanctions and a Cease-And-Desist Order (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds³ that:

A. SUMMARY

1. These proceedings arise from EisnerAmper’s audit of the 2020 financial statements for the Infinity Q Diversified Alpha Fund (the “Mutual Fund”) (referenced herein as the “2020 Audit”). The 2020 Audit should have been performed in accordance with the Public Company Accounting Oversight Board (“PCAOB”) auditing standards.

2. Instead, during the 2020 Audit, EisnerAmper did not: (1) obtain an understanding of the internal controls around the valuation process that was sufficient to assess and respond to the risk of material misstatements; (2) obtain sufficient appropriate evidence when it performed valuation testing that was not in accordance with applicable auditing standards and EisnerAmper’s audit plan; and (3) exercise sufficient due professional care or professional skepticism in performing the work. This conduct constituted improper professional conduct within the meaning of Section 4C of the Exchange Act and Rule 102(e) of the Commission’s Rules of Practice.

3. As a result of this conduct, EisnerAmper also violated Rule 2-02(b)(1) of Regulation S-X because it represented in the audit report, which was filed with the Commission, that the 2020 Audit was in compliance with PCAOB standards.

Rule 102(e)(1)(iii) provides, in relevant part, that:

The Commission may censure a person . . . who is found . . . to have willfully violated, or willfully aided and abetted the violation of any provision of the Federal securities laws or the rules and regulations thereunder.

³ 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.

B. RESPONDENT

4. **EisnerAmper**, a limited liability partnership, is an accounting firm that has been registered with the PCAOB since September 29, 2003. In the United States, EisnerAmper has 146 partners across 26 offices. EisnerAmper served as the auditor to the Mutual Fund for its fiscal years ending August 31, 2018, 2019, and 2020.

C. OTHER RELEVANT ENTITIES

5. **Infinity Q Capital Management** (“Infinity Q”) is registered with the Commission as an investment adviser and is headquartered in New York, New York. Infinity Q was organized as a Delaware limited liability company in 2014. Infinity Q served as the investment adviser to, among others, the Mutual Fund and the Infinity Q Volatility Alpha Fund, L.P. (the “Private Fund” and, together with the Mutual Fund, the “Infinity Q Funds”). On June 16, 2023, the Commission filed a settled action against Infinity Q for materially and falsely inflating the net asset values of the Infinity Q Funds via an overvaluation scheme conducted by James Velissaris, its former chief investment officer. *SEC v. Infinity Q Capital Management, LLC*, 23 Civ. 5081 (S.D.N.Y.).

6. The **Mutual Fund** is a series of Trust for Advised Portfolios (“TAP”) and was advised by Infinity Q. On February 22, 2021, Infinity Q and the Mutual Fund’s board filed with the Commission an application for an order pursuant to Section 22(e)(3) of the Investment Company Act of 1940 (“Investment Company Act”) to suspend redemptions in the Mutual Fund, which the Commission approved the same day. Investment Company Act Rel. No. 34198 (Feb. 22, 2021). During the period that EisnerAmper served as auditor to the Mutual Fund, the Mutual Fund made filings with the Commission, including on Forms N-CSR, which attached audit reports prepared by EisnerAmper.

7. **James R. Velissaris** (“Velissaris”), age 41, was the founder and chief investment officer of Infinity Q and exercised control over Infinity Q. On February 17, 2022, the Commission charged Velissaris with violating antifraud and other provisions of the federal securities laws in a scheme to overvalue assets held by the Infinity Q Funds. *SEC v. James Velissaris*, 22 Civ. 1346 (S.D.N.Y.). The U.S. Attorney’s Office for the Southern District of New York brought criminal charges against Velissaris, *United States v. James Velissaris*, 22 Cr. 105 (S.D.N.Y.), and, on November 21, 2022, Velissaris pleaded guilty to one count of securities fraud. On April 7, 2023, Velissaris was sentenced to 15 years in prison and ordered that he pay restitution of approximately \$126 million. On October 16, 2024, the United States Court of Appeals for the Second Circuit dismissed Velissaris’s appeal with respect to the term of imprisonment and affirmed the judgment in all other respects, including the restitution order. *United States v. Velissaris*, No. 23-6379-cr, 2024 WL 4502001, at *4 (2d Cir. Oct. 16, 2024).

8. **TAP** is a Delaware statutory trust registered under the Investment Company Act as an open-end series management investment company. TAP includes series whose investment advisers are unrelated to each other.

9. **U.S. Bancorp Fund Services LLC** (“Administrator”), a Wisconsin limited liability company, was contracted by TAP to provide fund administrative services, fund accounting services, custodial services, distributor services, transfer agent services, and compliance services to the TAP series, including the Mutual Fund.

D. FACTS

Background

10. TAP first engaged EisnerAmper in December 2017 as TAP’s valuation consultant to assist the Mutual Fund’s auditor in determining the reasonableness of certain of Infinity Q’s fair value measurements in connection with the audit of the Mutual Fund’s financial statements for the year ended August 31, 2017. TAP subsequently engaged EisnerAmper to audit the Mutual Fund’s financial statements for its fiscal years ending August 31, 2018, 2019, and 2020.

11. For each audit of the Mutual Fund’s financial statements it conducted, EisnerAmper issued an audit report stating, “We conducted our audits in accordance with the standards of the PCAOB.” EisnerAmper issued its audit report for the 2020 Audit on October 29, 2020.

12. During the period that EisnerAmper served as auditor to the Mutual Fund, the Infinity Q Funds’ portfolios consisted primarily of cash and a variety of equity and derivative positions, including swaps. The swaps held by the Infinity Q Funds were predominately variance swaps, the value of which was tied to measures of volatility. Beginning in 2020, a significant portion of the Infinity Q Funds’ variance swaps by value consisted of corridor variance swaps, which allow investors to take exposure to a specific level of volatility provided that the underlying security or index trades within a given range. These swaps paid out based on the realized variance of an underlying security or index, which only accrued if the specified security or index remained within a corridor defined by an upper and lower bound.

13. The Infinity Q Funds used Bloomberg LP’s Evaluated Pricing Solutions (“BVAL”), a third-party pricing service, to value the derivative positions they held. Infinity Q represented to its investors and auditors that BVAL modeled and priced the derivatives independently, without any input from Infinity Q.

14. In fact, during the time EisnerAmper served as auditor to the Infinity Q Funds, Velissaris and Infinity Q were engaged in a mismarking scheme. As a part of this scheme, Velissaris manipulated BVAL’s valuation models, knowingly entered incorrect values into the model that did not match the term sheets for the positions being valued, selected the improper valuation models, and cherry-picked certain key inputs for entry into the model, all in order to inflate the performance of the Infinity Q Funds.

15. In May and June 2020, the staff of the Division of Enforcement (“Division”) issued document requests to Infinity Q concerning a confidential non-public investigation into Infinity Q. Neither Infinity Q nor TAP disclosed this investigation to EisnerAmper at that time.

16. In February 2021, Infinity Q and TAP applied to the Commission for permission to halt investor redemptions in the Mutual Fund due to Infinity Q’s inability to value the Mutual

Fund's holdings. By that time, the Infinity Q Funds were overvalued by Infinity Q by hundreds of millions of dollars. Most of the overvalued positions were corridor variance swaps.

The 2020 Audit Was Not Conducted in Accordance with PCAOB Standards

17. EisnerAmper's audit report for the 2020 Audit, dated October 29, 2020, concluded that "the financial statements present fairly, in all material respects, the consolidated financial position of the Fund . . . in conformity with accounting principles generally accepted in the United States of America" (or "GAAP"). The audit report also stated: "We conducted our audits in accordance with the standards of the PCAOB." The Mutual Fund's 2020 financial statements were not prepared by the Mutual Fund in conformity with GAAP, however, because the financial statements contained intentionally and materially overstated investment values. EisnerAmper did not detect the Mutual Fund's material overstatement of the value of the investments during the 2020 Audit.

18. During the 2020 Audit, the EisnerAmper engagement team ("Engagement Team") identified the valuation of certain hard to value securities—"Level 3 assets"⁴—as a significant risk of material misstatement due to error, and a fraud risk. Such assets included the corridor variance swaps referenced above and certain other derivative instruments. The Engagement Team, however, failed to sufficiently respond to the risks identified in accordance with PCAOB auditing standards.

19. During the 2020 Audit, the Engagement Team did not comply with auditing standards. The Engagement Team failed to understand the Mutual Fund's process and internal controls around its valuation model for these Level 3 assets, including the corridor variance swaps. The Engagement Team failed to perform sufficient testing over the valuation of those assets during the audit in accordance with professional standards. And the Engagement Team failed to demonstrate the necessary due professional care and professional skepticism required by PCAOB standards.

The Engagement Team Failed to Gain a Sufficient Understanding of the Mutual Fund's Internal Processes and Controls Around Valuation

20. EisnerAmper relied on substantive testing in its audits for the Infinity Q Funds.

21. In performing the 2020 Audit, the Engagement Team failed to obtain a sufficient understanding of the Mutual Fund's valuation process, including the methods, models, data, or assumptions, used to value Level 3 assets. For example, the evidence cited by the Engagement Team in support of its conclusion that the Mutual Fund's internal controls over the valuation

⁴ Under GAAP, Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820 sets forth three categories of inputs for use in estimating an asset's fair value. Assets valued using Level 3 inputs are the most difficult to value because these inputs do not include readily available market information, and these assets are valued using unobservable inputs.

process of investments were designed effectively addressed only the processes for the purchase and sale of investments—not valuation processes.

22. The Engagement Team also did not gain a sufficient understanding of how Infinity Q used BVAL to price Level 3 assets while conducting the 2020 Audit, including an understanding of BVAL’s access controls around the input of data.

The Engagement Team’s Valuation Testing of the Mutual Fund’s Derivative Instruments Was Not Performed in Accordance with PCAOB Standards

23. The Engagement Team failed to obtain sufficient appropriate audit evidence to conclude that the Mutual Fund’s Level 3 assets were properly valued during the 2020 Audit and failed to follow its audit plan.

24. For each of the Level 3 corridor variance swaps selected for valuation testing, the Engagement Team planned to undertake a process that included determining the accuracy of all the observable inputs into the swaps by comparing, or “agreeing,” the input values listed in the counterparty term sheets to input values in an Infinity Q-provided spreadsheet. The Engagement Team’s workpapers specified that it also planned to, among other things, recalculate the market value of these derivatives using “the same model as the client’s.” The Engagement Team initially planned for a third-party valuation specialist to provide “an independent valuation” of a sample of three Level 3 securities and to “corroborate the client’s model by re-performing valuation with an independent model using the same . . . inputs as the client’s internal model.”

25. The Engagement Team did not sufficiently implement each component of its planned audit approach because it did not agree the corridors, which were observable inputs, for the selected corridor variance swaps.

26. The Engagement Team also inadequately scrutinized the implied volatility rates—the only unobservable input in the valuation of corridor variance swaps—used in the valuation recalculation. The Engagement Team then performed its recalculation using an alternative model that Velissaris purportedly used to recalculate BVAL’s calculations. This model did not incorporate the corridors of the corridor variance swaps.

27. In contrast, the valuation specialist’s workpapers showed that it used a model incorporating the corridors when “corroborating the client’s model.” Although the Engagement Team reviewed the specialist’s workpapers, it did not consider also using that same model. Nor did the valuation specialist ultimately perform the planned independent valuations that the audit plan initially contemplated.

28. Finally, the Engagement Team failed to generate sufficient appropriate audit evidence through a process the audit workpapers called “forward testing,” where the Engagement Team planned to review subsequent trade activity after the fiscal year-end and to compare the final settlement amounts to the BVAL price as of the date of the sale. While performing this procedure,

the Engagement Team inappropriately relied on Velissaris to provide the BVAL price at the date of sale for comparison to the settlement amounts.

The Engagement Team Failed to Exercise Due Professional Care, Including Professional Skepticism, When Performing the 2020 Audit

29. In conducting the 2020 Audit, the Engagement Team did not exercise due professional care, including professional skepticism, in certain instances when gathering and evaluating the audit evidence, by relying solely upon information provided by Infinity Q or representations made by Infinity Q's management.

30. For instance, the Engagement Team relied solely on inquiry of Infinity Q and the Administrator to obtain an understanding of the Mutual Fund's process for valuing the Level 3 assets, including any controls that addressed the significant risks of material misstatement due to error and fraud.

31. The Engagement Team identified the risk of misstatement due to error and fraud as significant risks for valuation while planning the audit. Yet, in testing the fair value of certain derivatives, the Engagement Team did not independently corroborate all terms from term sheets provided by Infinity Q.

Violations

32. As a result of the conduct described above, EisnerAmper engaged in improper professional conduct within the meaning of Section 4C(a)(2) of the Exchange Act and Rule 102(e)(1)(ii) of the Commission's Rules of Practice. Section 4C(a)(2) of the Exchange Act and Rule 102(e)(1)(ii) provide, in pertinent part, that the Commission may censure or deny, temporarily or permanently, the privilege of appearing or practicing before the Commission to any person who is found by the Commission to have engaged in improper professional conduct. Section 4C(b) of the Exchange Act and Rule 102(e)(1)(iv) of the Commission's Rules of Practice define improper professional conduct.

33. Under Section 4C(b) and Rule 102(e)(1)(iv)(B), the term "improper professional conduct" means one of two types of negligent conduct: (1) a single instance of highly unreasonable conduct in circumstances for which heightened scrutiny is warranted; or (2) repeated instances of unreasonable conduct that indicate a lack of competence.

34. As set forth in more detail below, EisnerAmper engaged in repeated violations of PCAOB standards in connection with the 2020 Audit, for the reasons stated in Paragraphs 17-31 above.⁵

⁵ References to PCAOB standards herein are to those that were in effect during EisnerAmper's audits of the Mutual Fund.

Failure to Identify and Assess Risks of Material Misstatement (AS 2110; AS 2502)

35. PCAOB standards require an auditor to perform risk assessment procedures that are sufficient to provide a reasonable basis for identifying and assessing the risks of material misstatement, whether due to error or fraud, and for designing further audit procedures. AS 2110.04. This should include obtaining a sufficient understanding of internal control over financial reporting to provide a reasonable basis to identify types of potential misstatements, assess the factors that affect the risks of material misstatement, and design further audit procedures. AS 2110.18-.40.

36. When the auditor has determined that a significant risk, including a fraud risk, exists, the auditor should evaluate the design of the company's controls that are intended to address fraud risks and other significant risks and determine whether those controls have been implemented. AS 2110.72.

37. In auditing fair value measurements specifically, PCAOB auditing standards state that "the auditor considers," when obtaining an understanding of the entity's process, "[c]ontrols over the process used to determine fair value measurements, including, for example, controls over data and the segregation of duties between those committing the entity to the underlying transactions and those responsible for undertaking the valuations"; "[t]he role that information technology has in the process"; "[t]he integrity of change controls and security procedures for valuation models and relevant information systems, including approval processes"; and "[t]he controls over the consistency, timeliness, and reliability of the data used in valuation models." AS 2502.12.

38. As a result of the Engagement Team's conduct described above, EisnerAmper failed to gain a sufficient understanding of the Mutual Fund and its environment, and of the design and implementation of controls related to the identified significant risks of material misstatement due to error and fraud, sufficient to support the conclusions in its 2020 Audit.

Failure to Adequately Respond to the Risks of Material Misstatement (AS 2301; AS 2401)

39. PCAOB standards require the auditor to "design and implement audit responses that address the risks of material misstatement that are identified and assessed in accordance with AS 2110, *Identifying and Assessing Risks of Material Misstatement*." AS 2301.03.

40. The auditor's responses to the assessed risk of material misstatements, particularly fraud risks, should involve the application of professional skepticism in gathering and assessing audit evidence. AS 2301.07; AS 2401.13. Examples of the application of professional skepticism include "obtaining sufficient appropriate evidence to corroborate management's explanations or representations concerning important matters, such as through third-party confirmation, use of a specialist engaged or employed by the auditor, or examination of documentation from independent sources." AS 2301.07. The auditor should conduct an engagement "with a mindset that recognizes the possibility that a material misstatement due to fraud could be present, regardless of any past experience with the entity and regardless of the auditor's belief about management's honesty and integrity." AS 2401.13.

41. In designing the audit procedures to be performed, the auditor should “obtain more persuasive audit evidence the higher the auditor’s assessment of risk” and also “[t]ake into account the types of potential misstatements that could result from the identified risks and the likelihood and magnitude of potential misstatement[.]” AS 2301.09. Additionally, “the auditor should perform substantive procedures . . . that are specifically responsive to the assessed fraud risks.” AS 2301.13

42. As a result of the Engagement Team’s conduct described above, EisnerAmper failed to design and implement sufficient audit responses that addressed the risks of material misstatement identified in the 2020 Audit.

Failure to Obtain Sufficient Appropriate Audit Evidence (AS 1105; AS 2310; AS 2503)

43. PCAOB standards define audit evidence as “all the information, whether obtained from audit procedures or other sources, that is used by the auditor in arriving at the conclusions on which the auditor’s opinion is based.” AS 1105.02. This evidence consists of information that supports and corroborates management’s assertions about financial statements or internal control over financial reporting and information that contradicts such assertions. *Id.*

44. PCAOB standards require an auditor to “plan and perform audit procedures to obtain sufficient appropriate audit evidence to provide a reasonable basis for his or her opinion.” AS 1105.04. To be appropriate, audit evidence must be both relevant and reliable. AS 1105.06. An auditor should evaluate whether the information produced by the company is sufficient and appropriate by performing procedures to test its accuracy and completeness and should resolve inconsistencies in information between sources. AS 1105.10, .29.

45. As the combined assessed level of inherent risk and control risk increases, “the auditor designs substantive tests to obtain more or different evidence about a financial statement assertion,” and, “[i]n these situations, the auditor might use confirmation procedures rather than or in conjunction with tests directed toward documents or parties within the entity.” AS 2310.07.

46. As to derivative instruments specifically, if a derivative is valued by the entity using a valuation model, “the auditor should obtain evidence supporting management’s assertions about fair value . . . by performing procedures such as[:] [a]ssessing the reasonableness and appropriateness of the model[.]” or “[c]alculating the value, for example using a model developed by the auditor or by a specialist engaged by the auditor, to develop an independent expectation to corroborate the reasonableness of the value calculated by the entity.” AS 2503.40.

47. As a result of the Engagement Team’s conduct described above, EisnerAmper failed to obtain sufficient appropriate audit evidence supporting the Mutual Fund’s valuations of the Level 3 assets it held during the 2020 Audit.

Failure to Exercise Due Professional Care (AS 1015)

48. PCAOB standards require due professional care in the planning and performance of an audit. AS 1015.01. Due professional care concerns what the independent auditor does and how well he or she does it. AS 1015.04.

49. The standards also require that auditors exercise professional skepticism, which is “an attitude that includes a questioning mind and a critical assessment of audit evidence.” AS 1015.07. “In exercising professional skepticism, the auditor should not be satisfied with less than persuasive evidence because of a belief that management is honest.” AS 1015.09

50. As a result of the Engagement Team’s conduct described above, EisnerAmper failed to exercise sufficient due professional care and professional skepticism while conducting the 2020 Audit.

Failure to Adhere to Quality Control Standards (QC 20; QC 30)

51. A PCAOB-registered firm must maintain quality control standards “to ensure that services are competently delivered and adequately supervised.” QC 20.02. Among other controls, a firm must ensure its personnel comply with the applicable standards by establishing a system of quality control encompassing policies and procedures that provide the firm with reasonable assurance of complying with professional standards. QC 20.03-.04. And the policies and procedures established should provide the firm with reasonable assurance that the work performed by the Engagement Team meets applicable professional standards, regulatory requirements, and the firm’s standards of quality. QC 20.17.

52. A PCAOB-registered firm must also establish policies and procedures to monitor the firm’s accounting and auditing practices; “[m]onitoring procedures taken as a whole should enable the firm to obtain reasonable assurance that its system of quality control is effective.” QC 30.03.

53. EisnerAmper’s policies and procedures with respect to: (i) adequately responding to identified fraud risks; (ii) obtaining sufficient appropriate audit evidence through audit procedures; and (iii) exercising due professional care, failed to comply with QC Sections 20 and 30.

Regulation S-X

54. Rule 2-02(b)(1) of Regulation S-X requires an accountant’s report to state the applicable professional standards under which the audit was conducted.

55. As a result of the conduct described above, EisnerAmper willfully⁶ violated Rule 2-02(b)(1) of Regulation S-X in its issuance of the 2020 Audit report.

Findings

56. Based on the foregoing, the Commission finds that EisnerAmper engaged in improper professional conduct within the meaning of Exchange Act Section 4C(a)(2) and Rule 102(e)(1)(ii) of the Commission's Rules of Practice.

57. Based on the foregoing, the Commission finds that EisnerAmper willfully violated Rule 2-02(b)(1) of Regulation S-X within the meaning of Exchange Act Section 4C(a)(3) and Rule 102(e)(1)(iii).

Remedial Efforts

58. In determining whether to accept the Offer, the Commission considered EisnerAmper's remedial efforts.

59. The Commission considered actions EisnerAmper took in response to its audits of the Infinity Q Funds. Specifically, the Commission considered the requirement imposed by EisnerAmper that engagement teams consult with the National Office when an audit engagement involves the fair value measure of a non-exchange traded derivative or structured security: (i) based on a valuation model; (ii) sourced from a pricing service or specialist that uses a valuation model; or (iii) determined using broker quotes arrived at based on a valuation model. The Commission also considered the following measures imposed by EisnerAmper beginning in 2022: (i) annual review and risk-profiling of fund clients; (ii) annual risk-rating of investment company clients and engagements as part of the continuance evaluation; and (iii) certain additional requirements on audit engagements depending on risk rating level.

60. The Commission also considered other measures implemented by EisnerAmper that were not undertaken specifically in response to its audits of the Infinity Q Funds. These measures include EisnerAmper's: (i) launch of a central repository of audit practice tools, policies, and protocols, as well as reoccurring "Assurance Practice Alerts and Trending Topics" email alerts as a process for disseminating new technical auditing, accounting, and reporting matters; (ii) introduction, training on, and mandated use of a risk assessment tool requiring engagement teams to identify all relevant audit risks, significant or otherwise and to link each risk to relevant assertion(s) and audit procedures that address the risk; (iii) retention of a third-party consultant to provide EisnerAmper with additional expertise in enhancing its system of quality control;

⁶ "Willfully," for purposes of imposing relief under Exchange Act Section 4C and Rule 102(e)(1)(iii) "means no more than that the person charged with the duty knows what he is doing." *Wonsover v. SEC*, 205 F.3d 408, 414 (D.C. Cir. 2000) (quoting *Hughes v. SEC*, 174 F.2d 969, 977 (D.C. Cir. 1949)). There is no requirement that the actor "also be aware that he is violating one of the Rules or Acts." *Tager v. SEC*, 344 F.2d 5, 8 (2d Cir. 1965). The decision in *The Robare Group, Ltd. v. SEC*, which construed the term "willfully" for purposes of a differently structured statutory provision, does not alter that standard. 922 F.3d 468, 478-79 (D.C. Cir. 2019) (setting forth the showing required to establish that a person has "willfully omit[ted]" material information from a required disclosure in violation of Section 207 of the Advisers Act).

(iv) continued formalization of EisnerAmper's internal inspection process; (v) emphasis on, as a new area of inspection focus, investment valuation, use of pricing services, and compliance with mandatory consultation requirements; (vi) imposition of a mandatory consultation with the National Office when an engagement partner becomes aware of an event subsequent to acceptance that significantly increases the risk profile of an engagement or EisnerAmper's continued association with the underlying entity; and (vii) creation of an audit practice group serving Commission registrants.

Undertaking

EisnerAmper has undertaken to complete the following action:

61. Within 60 days after the entry of this Order, EisnerAmper shall certify, in writing, that it has undertaken the remedial efforts described in Paragraphs 59-60 of this Order and continues to comply with those efforts. The certification shall identify the remedial efforts, provide written evidence of compliance in the form of a narrative, and be supported by exhibits sufficient to demonstrate compliance. The Commission staff may make reasonable requests for further evidence of compliance, and EisnerAmper agrees to provide such evidence. The certification and supporting material shall be submitted to Lee A. Greenwood, Assistant Director, Asset Management Unit, with a copy to the Office of Chief Counsel of the Enforcement Division via email at SECSettlementCertifications@SEC.GOV.

62. The Commission staff may extend the deadline set forth above for good cause shown. The deadline shall be counted in calendar days, unless otherwise specified. If the last calendar day falls on a weekend or a federal holiday, the next business day shall be considered to be the last day.

63. In determining whether to accept the Offer, the Commission considered this undertaking.

IV.

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

Accordingly, it is hereby ORDERED, effective immediately, that:

A. EisnerAmper shall cease and desist from committing or causing any violations and any future violations of Rule 2-02(b)(1) of Regulation S-X.

B. EisnerAmper is hereby censured.

C. EisnerAmper shall comply with the undertaking enumerated in Section III, Paragraph 61 of this Order.

D. EisnerAmper acknowledges that the Commission is not imposing a civil penalty based upon EisnerAmper's prompt remediation. If at any time following the entry of the Order, the Division obtains information indicating that EisnerAmper knowingly provided materially false or misleading information or materials to the Commission, or in a related proceeding, the Division may, at its sole discretion and with prior notice to EisnerAmper, petition the Commission to reopen this matter and seek an order directing that EisnerAmper pay a civil money penalty. EisnerAmper may contest by way of defense in any resulting administrative proceeding whether it knowingly provided materially false or misleading information, but may not: (1) contest the findings in the Order; or (2) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

By the Commission.

Vanessa A. Countryman
Secretary