

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 105348 / May 1, 2026

ADMINISTRATIVE PROCEEDING
File No. 3-22425

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In the Matter of	:	
	:	
American Electric Power Company,	:	NOTICE OF PROPOSED PLAN OF
Inc.,	:	DISTRIBUTION AND OPPORTUNITY
	:	FOR COMMENT
	:	
Respondent.	:	
_____	:	

Notice is hereby given, pursuant to Rule 1103 of the United States Securities and Exchange Commission’s (the “Commission”) Rules on Fair Fund and Disgorgement Plans (the “Commission’s Rules”), 17 C.F.R. § 201.1103, that the Division of Enforcement has submitted to the Commission a proposed plan of distribution (the “Proposed Plan”) for the distribution of monies paid in the above-captioned matter.

On January 17, 2025, the Commission issued an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order (the “Order”)¹ against American Electric Power Company, Inc. (the “Respondent”). In the Order, the Commission found that American Electric Power, a New York public utility holding corporation, with its principal place of business in Columbus, Ohio violated federal securities laws in connection with its relationship with, and statements made about, Empowering Ohio's Economy, Inc. (“Empowering Ohio”), an Internal Revenue Code Section 501(c)(4) entity that American Electric Power formed, fully funded, and controlled. American Electric Power also failed to disclose material related party transactions with respect to payments it made to Empowering Ohio in its Form 10-K. Finally, American Electric Power failed to keep accurate books and records and devise and maintain a sufficient system of internal accounting controls with respect to the identification and disclosure of material related party transactions. The Commission found that the Respondent violated 17(a)(2) of the Securities Act, Section 13(a) of the Securities Exchange Act (the “Exchange Act”) and Rules 12b-20 and 13a-1 thereunder, and Section 13(b)(2)(A) of the Exchange Act.

¹ Securities Act Rel. No. 11356 (Jan. 17, 2025).

The Commission ordered the Respondent to pay a \$19,000,000 civil money penalty to the Commission. The Commission also created a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, to allow the penalty collected to be distributed to harmed investors (the “Fair Fund”).

The Fair Fund includes the \$19,000,000 paid by the Respondent. The assets of the Fair Fund are subject to the continuing jurisdiction and control of the Commission. The Fair Fund has been deposited in a Commission-designated account at the U.S. Department of the Treasury, and any interest accrued will be added to the Fair Fund.

OPPORTUNITY FOR COMMENT

Pursuant to this Notice, all interested persons are advised that they may obtain a copy of the Plan from the Commission’s public website at <https://www.sec.gov/litigation/fairfundlist.htm>. Interested persons may also obtain a written copy of the Proposed Plan by submitting a written request to Jacqueline Berman-Gorvine, United States Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549-5876 or bermanj@sec.gov. All persons who desire to comment on the Proposed Plan may submit their comments, in writing, no later than thirty (30) days from the date of this Notice:

1. to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549-1090;
2. by using the Commission’s Internet comment form (<https://www.sec.gov/litigation/admin.shtml>); or
3. by sending an e-mail to rule-comments@sec.gov.

Comments submitted by email or via the Commission’s website should include “Administrative Proceeding File No. 3-22425” in the subject line. Comments received will be publicly available. Persons should submit only information they wish to make publicly available.

THE PROPOSED PLAN

The Net Available Fair Fund² is comprised of the \$19,000,000 in civil money penalties collected from the Respondent, plus any interest and income earned thereon, less taxes, fees, and expenses. The Proposed Plan provides for the distribution of the Net Available Fair Fund to investors who were harmed by the Respondent’s conduct as described in the Order. As calculated using the methodology detailed in the Plan of Allocation, attached as Exhibit A to the Proposed Plan, investors will be compensated for their losses on shares of American Electric

Power (“AEP”) common stock (“Security”) purchased from January 1, 2018 through June 7, 2021, (the "Relevant Period") due to share price inflation caused by the Respondent's false and misleading statements.

For the Commission, by the Division of Enforcement, pursuant to delegated authority.³

Vanessa A. Countryman
Secretary

² All capitalized terms used herein but not defined shall have the same meanings ascribed to them in the Proposed Plan.

³ 17 C.F.R. § 200.30-4(a)(21)(iii).