UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 106997 / November 27, 2026

ADMINISTRATIVE PROCEEDING
File No. 3-20497

In the Matter of	:	**ORDER AUTHORIZING THE TRANSFER TO THE U.S. DEPARTMENT OF THE TREASURY OF THE REMAINING FUNDS AND ANY FUNDS RETURNED TO THE FAIR FUND IN THE FUTURE AND TERMINATING THE FAIR FUND**
Cantella & Co. Inc.,	:	
Respondent.	:	

On August 30, 2021, the Commission issued an Order Instituting Administrative and Cease-and-Desist Proceedings, Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Sections 203(e) and 203(k) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions and a Cease-and -Desist Order (the "Order")[1] against Cantella & Co. Inc., ("Cantella" or "Respondent"), an investment adviser and broker-dealer incorporated and headquartered in Massachusetts. In the Order, the Commission found that the Respondent, willfully violated Sections 206(2) and 206(4) of the Investment Advisers Act of 1940 and Rule 206(4)-7 thereunder.

The Commission ordered the Respondent to pay disgorgement of $536,953, prejudgment interest of $64,677, and a civil penalty of $100,000, for a total of $701,630. In the Order, the Commission established a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so that the penalty, along with the disgorgement and prejudgment interest, could be distributed to harmed investors (the "Fair Fund").

Pursuant to the Order, the Respondent was responsible for administering the Fair Fund at its own expense pursuant to a calculation specified in the Order. A $10.00 *de minimis* amount was applied to closed accounts of former clients so that closed accounts below the $10.00 level would not receive a distribution. The distribution payments withheld from closed accounts below the *de minimis* totaled $1,108.66. The Respondent issued 2,857 payments totaling $701,629.93 of which $700,270.55 was successfully disbursed to 99.8% of the recipients. Harmed investors received a pro rata share of 76.65% of their losses. Distribution payments ranged from $0.01 to $68,882.88. A total of $2,568.05 remains in the Fair Fund, representing interest earned,

[1] Exchange Act Rel. No. 92809 (Aug. 30, 2021).

uncashed checks, returned funds, *de minimis* amount, interest earned, and other residual amounts (e.g. amount resulting from rounding).

The Order further required the Respondent to provide a final accounting to the Commission staff for submission to the Commission for approval. Upon approval of the final accounting, all remaining amounts in the Fair Fund that are infeasible to return to investors, and any funds returned in the future that are infeasible to return to investors, are to be sent to the United States Treasury (the "Treasury"). The final accounting has been submitted to the Commission for approval, as required by the Order, and has been approved.

Accordingly, it is ORDERED that:

A. the remaining funds in the amount of $2,568.05 that are infeasible to return to investors, and any funds returned to the Fair Fund in the future that are infeasible to return to investors, shall be transferred to the Treasury, subject to Section 21F(g)(3) of the Securities Exchange Act of 1934; and

B. the Fair Fund is terminated.

By the Commission.

Vanessa A. Countryman
Secretary