

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-20540**

<p><b>In the Matter of</b></p> <p><b>Aeon Global Health Corp.,</b></p> <p><b>Respondent.</b></p>
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**DIVISION OF ENFORCEMENT'S**  
**MOTION FOR SUMMARY DISPOSITION**  
**AND BRIEF IN SUPPORT**

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## MOTION FOR SUMMARY DISPOSITION

The Division of Enforcement (“Division”), by counsel, pursuant to the Securities and Exchange Commission (“Commission”) Rules of Practice 154 and 250, moves for an order of summary disposition revoking the registration of each class of securities of Aeon Global Healthcare Corp. (“Aeon” or “Respondent”) registered pursuant to Securities Exchange Act of 1934 (“Exchange Act”) Section 12. There is no genuine issue concerning any material fact and, pursuant to Exchange Act Section 12(j), the Division, as a matter of law, is entitled to an order revoking the registration of each class of securities of Aeon registered pursuant to Exchange Act Section 12.

As set forth in detail below, an analysis of the five factors set forth in *Gateway International Holdings, Inc.*, Exchange Act Rel. No. 53907, 2006 SEC LEXIS 1288, 2006 WL 1506286 (May 31, 2006) (“Gateway”) establishes that revocation is necessary and appropriate for the protection of investors in this case. First, Aeon’s violations are serious and egregious because Aeon has failed to file *nine* consecutive periodic reports. Second, Aeon’s failure to file reports from 2019 to the present means their violation is recurrent, continuous, and ongoing. Third, Aeon’s knowledge of its reporting requirements and protracted period of noncompliance demonstrates a high degree of culpability. Fourth, Aeon has made no effort to remedy its past violations. Fifth, Aeon cannot provide any credible assurance that it will comply with the Commission’s rules in the future.

The Commission has repeatedly held that delinquencies like Aeon’s constitute a serious and egregious violation of Exchange Act Section 13(a)’s reporting requirements. In its Answer to the OIP, Aeon admitted that it is delinquent in its periodic filings. Aeon was aware of its obligations, failed to file timely reports, and has kept both current and prospective investors in

the dark about its financial condition since 2019. Accordingly, revocation of Aeon’s registration is necessary and appropriate for the protection of investors.

## **BRIEF IN SUPPORT**

### **I. Statement of Undisputed Facts**

#### **A. Issuer Background**

Aeon (CIK No. 885074) is a Delaware corporation located in Gainesville, Georgia, which registered a class of securities with the Commission pursuant to Exchange Act Section 12(g) on Form 8-A12G on May 7, 1992.<sup>1</sup> As of September 9, 2021, Aeon’s common stock was quoted on OTC Link, had six market makers, and was eligible for the “piggyback” exception of Exchange Act Rule 15c2-11(f)(3).<sup>2</sup>

#### **B. Aeon’s Filings History with the Commission**

Section 13(a) of the Exchange Act and Rule 13a-1, thereunder, require that all issuers file an annual report for each fiscal year, and Exchange Act Rule 13a-13 requires that domestic issuers file quarterly reports. 15 U.S.C. §78m(a) and 17 C.F.R. §240.13a-1; 17 C.F.R. §240.13a-13. Since Aeon is incorporated in Delaware, it is a domestic issuer and must file quarterly reports.<sup>3</sup>

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<sup>1</sup> See Exhibit (“Exh.”) 1 (Delaware Secretary of State Corporate Report) and Exh. 2 (cover page of Form 8-A12G filed with the Commission on April 7, 2000) to the accompanying Declaration of Gina Joyce in Support of the Division of Enforcement’s Motion for Summary Disposition (“Joyce Dec.”). As set forth in Aeon’s March 27, 2001 Form 8-K, Aeon changed its name from Bitwise Designs, Inc. to Authentidate Holding Corp. As set forth in Aeon’s February 1, 2018 Form 8-K, Aeon changed its name from Authentidate Holding Corp. to AEON Global Health Corp. as of January 31, 2018. Bitwise Designs, Inc. registered with the Commission on May 7, 1992 on Form 8-A, registered again on Form 8-A12G on April 7, 2000, and had been listed on NASDAQ until it was stricken from the Exchange on April 8, 2016 by the filing of a Form 25-NSE.

<sup>2</sup> See Exh. 3 to Joyce Dec. (Printout of OTC Dealer report dated September 9, 2021 concerning Aeon).

<sup>3</sup> See Exh. 2 to Joyce Dec. (cover page of Form 8A-12G filed with the Commission on April 7, 2000).

Aeon is delinquent in its periodic filings with the Commission, having filed no periodic reports since it filed a Form 10-K for its fiscal year ended June 30, 2019 on October 15, 2019, more than two years ago.<sup>4</sup>

### **C. The Instant Proceeding**

On July 13, 2021, the Division of Corporation Finance (“Corporation Finance”) sent a delinquency letter to the address shown in Aeon’s most recent periodic filing, by UPS.<sup>5</sup> The delinquency letter stated that Aeon appeared to be delinquent in its periodic filings and warned that it could be subject to institution of an Exchange Act Section 12(j) proceeding without prior notice if it did not file its required reports within fifteen days of the date of the letter.<sup>6</sup> Aeon received the delinquency letter in 2021 and responded to the letter with a letter dated July 28, 2021<sup>7</sup> which indicated Aeon would become current by late 2021. Despite this, Aeon did not file its delinquent reports and failed to make additional required filings.

On September 13, 2021, the Division instituted this proceeding, entitled *Aeon Global Health Corp.*, Exchange Act Release No. 92947, 2021 WL 4170436, at \*1 (Sept. 13, 2021). Simultaneously with the institution of this proceeding, the Commission issued an order suspending trading in the securities of Aeon for ten business days. *Aeon Global Health Corp.*, Exchange Act Release No. 92948, 2021 WL 4170612 (Sept. 13, 2021). At that time, Aeon had failed to file six periodic reports and had not made a compliant periodic filing, timely or

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<sup>4</sup> See Exh. 4 to Joyce Dec. (Printout of Aeon’s EDGAR History).

<sup>5</sup> See Exh. 5 to Joyce Dec. (July 12, 2021 delinquency letter to Aeon from Corporation Finance).

<sup>6</sup> *Id.*

<sup>7</sup> See Exh. 6 to Joyce Dec. (Aeon’s July 28, 2021 response to delinquency letter).

otherwise, since it filed its Exchange Act Form 10-K for its fiscal year ended June 30, 2019 on October 15, 2019.<sup>8</sup>

On December 30, 2021, Aeon filed an Answer to the OIP. In its Answer, Aeon admitted that it was delinquent in its filings. Answer at ¶3. Aeon claims that a 2020 administrative order, pursuant to which Aeon agreed to retain an independent consultant “to address financial control issues” supersedes the instant proceeding. A review of the Order shows that the Commission did not provide Aeon with the right to stop filing periodic reports.<sup>9</sup>

There is no valid reason why Aeon has not filed any periodic reports for more than two years. With respect to 2020, on March 4, 2020, the Commission issued a press release, entitled SEC Provides Conditional Regulatory Relief and Assistance for Companies Affected by the Coronavirus Disease 2019 (COVID-19), stating:

To address potential compliance issues, the Commission has issued an order that, subject to certain conditions, provides publicly traded companies with an additional 45 days to file certain disclosure reports that would otherwise have been due between March 1 and April 30, 2020. Among other conditions, companies must convey through a current report a summary of why the relief is needed in their particular circumstances. The Commission may extend the time period for the relief, with any additional conditions it deems appropriate, or provide additional relief as circumstances warrant. Companies and their representatives are encouraged to contact SEC staff with questions on matters of particular concern.

A review of Aeon’s EDGAR history shows that Aeon did not file a report explaining why relief was needed in its particular circumstances.<sup>10</sup> Aeon investors have been in the dark about Aeon’s financial condition for more than two years.

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<sup>8</sup> See Exh. 4 (Printout of Aeon’s EDGAR History).

<sup>9</sup> See Exh. 7 to Joyce Dec. (2020 Administrative Order).

<sup>10</sup> See Exh. 4 to Joyce Dec. (Printout of Aeon’s EDGAR History).



## II. Argument in Support of Summary Disposition

### A. Standards Applicable to the Division's Summary Disposition Motion

This proceeding was instituted under Exchange Act Section 12(j), which empowers the Commission:

as it deems necessary or appropriate for the protection of investors ... to suspend for a period not exceeding twelve months, or to revoke the registration of a security, if the Commission finds, on the record after notice and opportunity for hearing, that the issuer, of such security has failed to comply with any provision of this chapter or the rules and regulations thereunder.

15 U.S.C. §781(j). Rule 250 of the Commission's Rules of Practice<sup>11</sup> provides for summary disposition in the absence of a genuine issue of material fact. "Under Rule 250, a motion for summary disposition may be granted where there is 'no genuine issue with regard to any material fact and the party making the motion is entitled to a summary disposition as a matter of law.'" *Kornman v. SEC*, 592 F.3d 173, 181 (D.C. Cir. 2010) (citing 17 C.F.R. § 201.250(b)).

"The Division may file a motion for summary disposition under Rule 250(b), and 'we have repeatedly observed that summary disposition is typically appropriate' in 'proceedings pursuant to Exchange Act Section 12(j)' 'because the issues to be decided are narrowly focused and the facts not genuinely in dispute.'" *Healthway Shopping Network, et al.*, Exchange Release No. 89374, 2020 WL 4207666 (July 22, 2020) (quoting the Amendments to the Commission's Rules of Practice, Release No. 34-78319, 81 Fed. Reg. at 50,224 (July 13, 2016)).

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<sup>11</sup> Rule 250(b) of the Commission's Rules of Practice provides that, *inter alia*, any party may make a motion for summary disposition on one or more claims or defenses, asserting that the undisputed pleaded facts, declarations, affidavits, documentary evidence or facts officially noted pursuant to §201.323 show that there is no genuine issue with regard to any material fact and that the movant is entitled to summary disposition as a matter of law.

The party opposing summary disposition “may not rely on bare allegations or denials but instead must present specific facts showing a genuine issue of material fact for a hearing.”

*China-Biotics, Inc.*, Exchange Act Release No. 70800, 2013 WL 5883342, at \*16 (Nov. 4, 2013).

**B. The Division is Entitled to Summary Disposition Against Aeon for its Failures to Comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 Thereunder.**

There is no dispute of material fact regarding whether Aeon has failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.<sup>12</sup> Given the seriousness of these violations, revocation is appropriate. “Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers of securities registered pursuant to Section 12 of the Exchange Act to file periodic and other reports with the Commission. Exchange Act Rule 13a-1 requires issuers to submit annual reports.... No showing of scienter is necessary to establish a violation of Section 13(a) or the rules thereunder.” *Telestone Technologies Corp.*, Initial Decision Release No. 1078, 2016 SEC LEXIS 4185, at \*4 (November 9, 2016). *Accord Gateway*, 2006 SEC LEXIS 1288, at \*18, 22 n.28; *Stansbury Holdings Corp.*, Initial Decision Release No. 232, 2003 SEC LEXIS 1639, at \*15 (July 14, 2003); *WSF Corp.*, Initial Decision Release No. 204, 2002 SEC LEXIS 1242, at \*14 (May 8, 2002).

Exchange Act Section 13(a) is a cornerstone of the Exchange Act, establishing a system of periodically reporting invaluable information about issuers of securities. “[R]eporting requirements are the primary tools which Congress has fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations in the sale of stock and securities.”

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<sup>12</sup> Answer at ¶3; Exh. 4 to Joyce Dec. (Printout of Aeon’s EDGAR History); *see also* Respondent’s Statement Regarding Prehearing Conference, adopting the Division’s Statement Regarding Prehearing Conference, which states in Section 1 that “The parties agreed that Aeon is delinquent in its obligation to file periodic reports with the Commission” and “Aeon does not contest that it is in violation of Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder due to its failure to file period[ic] reports.”

*America's Sports Voice, Inc.*, Exchange Act Release No. 55511, 2007 WL 858747, at \*4 n.17 (Mar. 22, 2007) (internal quotation marks omitted) (citing *SEC v. Beisinger Indus. Corp.*, 552 F.2d 15, 18 (1st Cir. 1977)). The Commission has stated:

Failure to file periodic reports violates a central provision of the Exchange Act. The purpose of the periodic filing requirements is to supply investors with current and accurate financial information about an issuer so that they may make sound decisions. Those requirements are “the primary tool[s] which Congress has fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations in the sale of stock and securities.” Proceedings initiated under Exchange Act Section 12(j) are an important remedy to address the problem of publicly traded companies that are delinquent in the filing of their Exchange Act reports, and thereby deprive investors of accurate, complete, and timely information upon which to make informed investment decisions.

*Gateway*, 2006 SEC LEXIS 1288, at \*26 (quoting *Beisinger*, 552 F.2d 15, 18 (1<sup>st</sup> Cir. 1977)).

Summary disposition is appropriate when, as here, the undisputed facts prove that Aeon has failed to comply with Section 13(a). See *AIC International, Inc.*, 2006 SEC LEXIS 2996 (summary disposition granted in Section 12(j) action); *Bilogic, Inc.*, 2006 SEC LEXIS 2596, at \*12 (same); *Investco, Inc.*, Initial Decision Rel. No. 312, 2003 SEC LEXIS 2792, at \*7 (November 24, 2003); *Nano World Projects Corp.*, Initial Decision Rel. No. 228, 2003 SEC LEXIS 1968, at \*3 (May 20, 2003) (summary disposition in Exchange Act Section 12(j) action granted where certifications on filings and respondent's admission established failure to file annual or quarterly reports).

It is undisputed that Aeon failed to file nine periodic reports for the period September 30, 2019 through February 16, 2022.<sup>13</sup> Accordingly, the Division is entitled to summary disposition on its claim that Aeon violated Exchange Act Section 13(a) and Rules 13a-1 and 13a-13, thereunder. Aeon was well aware that it was obligated to file periodic reports. This is

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<sup>13</sup> Answer at ¶3; Exh. 4 to Joyce Dec. (Printout of Aeon's EDGAR History).

demonstrated by, among other things, Aeon's statements in response to the delinquency letter from Corporation Finance that Aeon was aware of "the need for the Company to become current with its quarterly filing of financial statements through EDGAR."<sup>14</sup>

**C. Revocation is the Appropriate Sanction for Aeon's Serial Violations.**

Exchange Act Section 12(j) provides that the Commission may revoke or suspend the Exchange Act Section 12 registration of an issuer's securities where it is "necessary or appropriate for the protection of investors." The Commission's determination of which sanction is appropriate "turns on the effect on the investing public, including both current and prospective investors, of the issuer's violations, on the one hand, and the Section 12(j) sanctions on the other hand." *Gateway*, 2006 SEC LEXIS 1288, at \*19-20. In making this determination, the Commission will consider, among other things: (1) the seriousness of the issuer's violations; (2) the isolated or recurrent nature of the violations; (3) the degree of culpability involved; (4) the extent of the issuer's efforts to remedy its past violations and ensure future compliance; and (5) the credibility of the issuer's assurances, if any, against future violations. *Id.*; *see also Steadman v. SEC*, 603 F.2d 1126, 1140 (5<sup>th</sup> Cir. 1979) (setting forth the public interest factors that informed the Commission's *Gateway* decision).

"Revocation is a prospective remedy and is imposed based on [the Commission's] concern about protecting future investors in the company." *Citizens Capital Corp.*, Release No. 67313, 2012 WL 2499350, at \*8 (June 29, 2012). Here, all five of the *Gateway* factors establish as a matter of law that revocation of Aeon's registration is necessary and appropriate to protect investors and "furthers the public interest by reinforcing the importance of full and timely

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<sup>14</sup> *See* Exh. 6 to Joyce Dec. (Aeon's July 28, 2021 response to delinquency letter).

compliance with the Exchange Act’s reporting requirements.” *Nature’s Sunshine Prods.*, 2009 WL 137145, at \*8.

**1. Aeon’s violations of Section 13(a) are serious and egregious.**

Aeon’s violations of Exchange Act Section 13(a) and Rules 13a-1 and 13a-13, thereunder, are serious and egregious because Aeon has failed to file nine consecutive periodic reports, including two Form 10-Ks and seven Form 10-Qs.<sup>15</sup>

During the entirety of Aeon’s violations—spanning more than two years—investors have lacked current and accurate financial information about the company, which is necessary to make sound decisions. *See America’s Sports Voice, Inc.*, 2007 WL 858747, at \*2 (finding that an issuer’s failure to file periodic reports violates “a central provision of the Exchange Act,...depriv[ing] both existing and prospective holders of its registered stock of the ability to make informed investment decisions based on current and reliable information.”); *see also United States v. Arthur Young & Co.*, 465 U.S. 805, 810 (1984) (observing that “[c]orporate financial statements are one of the primary sources of information available to guide the decisions of the investing public”).

The Commission has repeatedly held that a company’s failure to file periodic filings constitutes a serious and egregious violation of Section 13(a). *See Impax Laboratories, Inc.*, Securities Exchange Act of 1934 Rel. No. 57864, 2008 SEC LEXIS 1197, at \*24; *see also Energy Edge Technologies Corp. et al.*, Initial Decisions Rel. No. 1201, 2017 SEC LEXIS 3397 at \*6 (“complete failure to file a periodic report is presumably more serious than untimely filing, and the seriousness of an untimely filing presumably increases in proportion to its lateness.”).

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<sup>15</sup> *See* Exh. 4 to Joyce Dec. (Printout of Aeon’s EDGAR history).

Although no one factor is controlling, the Commission has repeatedly reaffirmed that “‘recurrent failure to file periodic reports’ is ‘so serious that only a strongly compelling showing with respect to the other factors we consider would justify a lesser sanction than revocation.’” *Absolute*, Exchange Act Rel. No. 71866, 2014 SEC LEXIS 1193, at \*24 (April 4, 2014) (quoting *Impax Laboratories, Inc.*, Securities Exchange Act of 1934 Rel. No. 57864, 2008 SEC LEXIS 1197, at \*27 (May 23, 2008)); *Calais Resources Inc.*, Exchange Act Release No. 67312, 2012 WL 2499349, at \*4 (quoting *Nature’s Sunshine Prods., Inc.*, Exchange Act Release No. 59268, 2009 WL 137145, at \*7); accord *Cobalis Corp.*, Exchange Act Release No. 64813, 2011 WL 2644158, at \*5 (July 6, 2011); *Am. Stellar Energy, Inc. (n/k/a Tara Gold)*, Exchange Act Release No. 64897, 2011 WL 2783483, at \*4. Thus, the first *Gateway* factor clearly supports revocation.

**2. Aeon’s Violations of Section 13(a) are recurrent, continuous, and ongoing.**

Aeon’s failure to file reports for more than two years constitutes a recurrent, continuous, and ongoing violation of Section 13(a). See, e.g., *Accredited Bus. Consolidators Corp.*, Exchange Act Release No. 75840, 2015 WL 5172970, at \*2 (Sept. 4, 2015) (failure to file “any periodic reports for over two years” was recurrent); *Nature’s Sunshine Prods.*, 2009 WL 137145, at \*5 (failure to file “required filings over the course of the two-year period in the OIP” was recurrent). Given the central importance of the reporting requirements imposed by Section 13(a) and the rules thereunder, delinquencies of far less duration have resulted in revocation. See, e.g., *WSF Corp.*, 2002 SEC LEXIS 1242, at \*14 (revoking issuer who failed to file one Form 10-K and three Forms 10-Q); *Freedom Golf Corp.*, Initial Decision Release No. 227, 2003 SEC LEXIS 1178, at \*5 (May 15, 2003) (revoking issuer who failed to file one Form 10-K and one Form 10-Q); *iBIZ Technology Corp.*, Initial Decision Rel. No. 312 at 1 (June 16, 2006) (revoking

issuer who failed to file one Form 10-K and two Forms 10-Q). Therefore, the second *Gateway* factor supports revocation.

**3. Aeon’s degree of culpability supports revocation.**

Aeon’s knowledge of its reporting requirements and protracted period of noncompliance evidences a high degree of culpability also supporting revocation. In *Gateway*, the Commission held that the delinquent issuer “evidenced a high degree of culpability,” because it “knew of its reporting obligations, yet failed to file” twenty periodic reports and only filed two Forms 12b-25. *Gateway*, 2006 SEC LEXIS 1288, at \*21. *See also Citizens Capital Corp.*, Exchange Act Release No. 67313, 2012 WL 2499350, at \*5 (June 29, 2012) (finding respondent’s “long history of ignoring reporting obligations evidences a high degree of culpability”) (cleaned up).

Aeon understood the need to file a Form 12b-25, as evidenced by the three Forms 12b-25 filed in 2019 (May 16, 2019; September 30, 2019; and November 14, 2019) notifying the Commission of its inability to timely file its periodic reports.<sup>16</sup> Aeon’s response to the delinquency letter from Corporation Finance also demonstrates its knowledge of the requirement to file periodic reports.<sup>17</sup> But since November 2019, Aeon has not even bothered to file Forms 12b-25 for its numerous additional delinquent filings. Accordingly, the third *Gateway* factor supports revocation.

**4. Aeon has made no efforts to remedy its past violations and ensure future compliance.**

In determining what sanctions will adequately protect investors, the Commission considers the extent of the issuer’s efforts to remedy its past violations and ensure future compliance. *Gateway*, 2006 WL 1506286 at \*4. Aeon has not simply made *inadequate* efforts

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<sup>16</sup> *See* Exh. 4 to Joyce Dec. (Printout of Aeon’s EDGAR history).

<sup>17</sup> *See* Exh. 6 to Joyce Dec. (Aeon’s July 28, 2021 response to delinquency letter).

to remedy its past violations, Aeon has made no effort to remedy its past violations. During its two years of delinquency and in the months since this case was initiated, Aeon has not filed a single one of its many delinquent filings. *See A-Power Energy Generation Systems, Ltd.*, 2012 WL 5377787 at \*1 (finding that although A-Power “represents that it plans to return to compliance,” such plans were insufficient to avoid revocation. In affirming the ALJ’s revocation decision, the Commission in *A-Power Energy Generation Systems, Ltd.*, 2013 WL 11755036 at \*3, stated that A-Power “provided no information on the steps that it has taken or plans to take to remedy its past violations and ensure future compliance. And it has not indicated whether it has hired an auditor...” and “it is unreasonable to expect that A-Power can become current in its reporting obligations in the foreseeable future.” *See also Investco, Inc.*, 2003 SEC LEXIS 2792 (Nov. 24, 2003).

Aeon has made no effort to remedy its past violations and ensure future compliance. Thus, the fourth *Gateway* factor supports revocation.

**5. Aeon’s assurances as to future compliance lack credibility.**

Aeon has not filed a periodic report for more than two years. An issuer’s failure “to recognize the importance of providing [required] information to its investors undermines the credibility of its assurances of future compliance with its reporting obligations.” *Am. Stellar*, Exchange Act Release No. 64897, 2011 WL 2783483, at \*5 (issuer’s assurances were not credible where it claimed investors were not harmed by missing annual reports in 2008 and 2009 because there was no reliable information on the company’s condition for those years and the issuer’s last annual report contained the most current information available).

Aeon’s likelihood of future violations can be inferred from a single past violation, including the very violation that led to the enforcement action. *See KPMG Peat Marwick LLP*,



Securities Exchange Act of 1934 Rel. No. 44050, 2001 SEC LEXIS 422, at \*21- 22 (Mar. 8, 2001) (some risk of future violation “need not be very great to warrant issuing a cease-and-desist order and that in the ordinary case and absent evidence to the contrary, a finding of past violation raises a sufficient risk of future violation.”).

Moreover, other assurances provided by Aeon in the past have not been credible. When Aeon filed a Form 12b-25 on November 14, 2019, notifying the Commission of its inability to timely file its September 30, 2019 10-Q, and representing in the Form 12b-25 that it would file its quarterly report within 15 days of the due date, Aeon’s assurance was not credible. Aeon did not file its September 30, 2019 Form 10-Q within 15 days of its due date; it did not file its September 30, 2019 10-Q at all.

Aeon’s assurances lack credibility. The fifth *Gateway* factor supports revocation.

**D. Aeon Cannot Provide Any Showing That Revocation Is Inappropriate.**

All five *Gateway* factors support revocation of Aeon’s registration as being necessary and appropriate for the protection of investors. The defenses Aeon raised in its Answer do not rebut a single factor. *See, e.g., Eagletech Communications, Inc.*, Exchange Act Release No. 54095, 2006 SEC LEXIS 1534, at \*6 (July 5, 2006) (issuer being the victim of third-party criminal activity would not excuse failure to file periodic reports); *Cobalis Corp.*, Exchange Act Release No. 64813, Exchange Act Release No. 64813, 2011 WL 2644158, at \*6 (actions of shareholder in forcing involuntary bankruptcy proceeding and forcing issuance of stock did not excuse Exchange Act violations).

Even if Aeon is now ready to file its nine missing periodic reports, it is too late. To make a compelling showing to avoid revocation, it is not enough for the issuer to show that it “has returned to reporting compliance and begun to submit long overdue filings” because “other considerations may justify” revocation. *e-Smart Techs., Inc.*, Exchange Act Release No. 50514,

2004 WL 2309336, at \*2 n.18 (Oct. 12, 2004) (internal punctuation and citation omitted).

Evidence that an issuer became compliant only after Section 12(j) proceedings are initiated does not satisfy the “strongly compelling” showing necessary to overcome the presumption of revocation:

As we have recognized, revocation may be warranted [where an issuer has regained compliance before a law judge issues an initial decision] to address not only the harm to current and prospective investors in the non-compliant issuer but also to address the broader systemic harm that follows from registrants who “game the system” by complying with their unambiguous reporting obligations only when they are confronted by imminent revocation. A sanction other than revocation would reward those issuers who fail to file required periodic reports when due over an extended period of time and make last-minute filings only after becoming the subject of Exchange Act Section 12(j) proceedings in an effort to bring themselves current with their reporting obligations. Such conduct prolongs indefinitely the period during which public investors would be without accurate, complete, and timely reports and significantly detracts from the Exchange Act’s reporting requirements.

*Absolute*, Exchange Act Release No. 71866, 2014 SEC LEXIS 1193, at \*27. *See also China-Biotics*, 2013 WL 11270156 (ordering revocation under same circumstances); *Nature’s Sunshine Prods.*, 2009 WL 137145, at \*8 (revocation warranted to deter issuers which, “on the eve of hearings before the law judge or, in this case, oral argument on appeal, make last-minute filings in an effort to bring themselves current with their reporting obligations”); *Calais Resources Inc.*, 2012 WL 2499349, at \*7 (same).

There is no valid excuse for Aeon’s delinquency. Revocation is the appropriate sanction for Aeon’s conduct.

### III. Conclusion

For the reasons set forth above, a sanction of revocation is appropriate and necessary for the protection of investors. Accordingly, the Division requests that the Commission grant the Division's Motion for Summary Disposition and that the Commission revoke the registrations of each class of Aeon's securities registered under Exchange Act Section 12.

Dated: February 25, 2022

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that I caused true copies of the Division of Enforcement's Motion for Summary Disposition as to Aeon Global Healthcare Corp. and Brief in Support to be served on the following on February 25, 2022 in the manner indicated below:

/s/ Christopher Bruckmann

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