

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-21462

<p>In the Matter of</p> <p>Sunridge International, Inc.,</p> <p>Respondent.</p>
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DIVISION OF ENFORCEMENT'S MEMORANDUM
CONCERNING THE REGISTRATION OF SUNRIDGE INTERNATIONAL, INC.

Pursuant to the August 29, 2024 Order issued by the Securities and Exchange Commission (the "Commission"), the Division of Enforcement (the "Division") files this memorandum addressing whether, in April 2003, Respondent Sunridge International, Inc. (f/k/a Tari, Inc.) ("Sunridge") was eligible to use Form 8-A to register any class of securities pursuant to Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act"). For the reasons stated herein, it was so eligible and therefore has a class of securities registered under Section 12.

FACTS

On July 17, 2001, Sunridge filed a registration statement on Form SB-2 to register the initial public offering of securities under the Securities Act of 1933 ("Securities Act").¹ Because the Form SB-2 registration statement (and each pre-effective

¹ See July 17, 2001 SB-2, available at <https://www.sec.gov/Archives/edgar/data/1140382/000091205701524142/a2054270zsb-2.txt>. The Commission may take judicial notice of EDGAR filings under Rule of Practice 323, 17 C.F.R. § 201.323.

amendment) included a delaying amendment, it could only become effective upon the issuance of an effectiveness order. *See* 17 CFR § 230.473(a). At the time, accelerations of effectiveness were granted through paper orders, so there is no effectiveness order on EDGAR.² The Division infers, from contemporaneous Commission records and Sunridge’s own filings, that the registration statement was declared effective on May 3, 2002, during Sunridge’s fiscal year beginning April 1, 2002 and ending March 31, 2003 (the “2003 Fiscal Year”). The Commission’s internal EDGAR system shows that the registration statement was marked with a final disposition date of May 3, 2002 and a final disposition code of “E1,” which is the disposition code the Division of Corporation Finance uses when a registration statement is taken effective.³ When Sunridge filed a 424B3 prospectus for the offering described in the Form SB-2, it was likewise dated May 3, 2002.⁴ That the Commission’s internal records and Sunridge’s own filing reflect the same date confirms that an effectiveness order was issued on that date.

On April 16, 2003, Sunridge filed a Form 8-A to register securities under the Exchange Act. As explained in the Division’s prior submission, Sunridge mistakenly indicated that this registration was being made under Section 12(b) of the Exchange Act, which was inapplicable, rather than Section 12(g), the correct section.

² *See* Declaration of Luna Bloom (“Bloom Dec.”), ¶ 2.

³ *See Id.* and attached Exh. 1.

⁴ *See* April 16, 2003 424B3, available at <https://www.sec.gov/Archives/edgar/data/1140382/000118314303000033/prospectus.txt>.

On April 13, 2004, Sunridge filed an annual report on Form 10KSB for the 2003 Fiscal Year indicating that its common stock had 31 holders of record as of March 31, 2003.⁵

ARGUMENT

An issuer may register a class of securities pursuant to Section 12(b) or (g) of the Exchange Act using Form 8-A if it is “required to file annual reports pursuant to sections 13 and 15(d)” of the Exchange Act. 17 C.F.R. § 249.208a(a)(1). In April 2003, when Sunridge filed its Form 8-A, it was required to file such a report for the 2003 Fiscal Year.

a) Sunridge Was Required to File an Annual Report for the 2003 Fiscal Year

Section 15(d) of the Exchange Act and 17 C.F.R. § 240.15d-1 require a registrant under the Securities Act to file an annual report for each fiscal year, including the year in which the registration statement became effective, unless the obligation is suspended. 15 U.S.C. § 78o(d)(1); 17 C.F.R. § 240.15d-1; *see also Jaycee James*, Exchange Act Rel. No. 649, 2010 WL 3246170 at *14 (Apr. 2, 2010) (issuers with securities registered under the Securities Act are required to file the periodic reports required by Exchange Act Section 15(d)).

Because contemporaneous records indicate that Sunridge’s Securities Act registration became effective in May 2002, during its 2003 Fiscal Year, it was required to file an annual report for the 2003 Fiscal Year.

⁵ See April 13, 2004 Form 10KSB available at <https://www.sec.gov/Archives/edgar/data/1140382/000117042304000097/tari10k033103.txt>.

b) Sunridge's Reporting Obligation Was Not Suspended for the 2003 Fiscal Year

An issuer's Section 15(d) reporting obligation is automatically suspended "as to any fiscal year ... if, at the beginning of such fiscal year, the securities of each class ... to which the registration statement relates are held of record by less than 300 persons." 15 U.S.C. §78o(d)(1). This provision does not apply, however, for the fiscal year within which the registration statement became effective. *Id.*⁶

When Sunridge filed its Form 8-A on April 16, 2003, it was required to file an annual report for the 2003 Fiscal Year, the fiscal year in which the Form SB-2 registration statement became effective. As of April 2003, Sunridge had not satisfied that obligation. The fact that, as of April 1, 2003, fewer than 300 record holders held the class of securities offered in the Form SB-2 registration statement did not relieve Sunridge of the obligation to file an annual report for the 2003 Fiscal Year.

Because Sunridge was required to file an annual report for the 2003 Fiscal Year as of the day it filed the Form 8-A, Sunridge was eligible to register securities using that form.

CONCLUSION

For the reasons set forth above, and for the reasons stated in the Division's November 14, 2023 filing, Sunridge currently has a class of securities registered under Section 12(g) of the Exchange Act. For the protection of investors, that registration

⁶ The relevant text of the statute provides: "The duty to file under this subsection shall also be automatically suspended as to any fiscal year, *other than the fiscal year within which such registration statement became effective*, if, at the beginning of such fiscal year, the securities of each class, other than any class of asset-backed securities, to which the registration statement relates are held of record by less than 300 persons." *Id.* (emphasis added).

should be revoked pursuant Exchange Act Section 12(j) because of Sunridge's failure to file required periodic reports.

Dated: September 23, 2024

Respectfully submitted,

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COUNSEL FOR
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CERTIFICATE OF SERVICE

I hereby certify that a true copy of the Division of Enforcement's Memorandum Concerning the Registration of Sunridge International, Inc. and Declaration of Luna Bloom was served on September 23, 2024, in the manner indicated below:

By eFap:

Office of the Secretary

By UPS:

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Phoenix, AZ 85032

/s/ Samantha M. Williams
Samantha M. Williams