

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Rel. No. 68379 / December 6, 2012

Admin. Proc. File No. 3-14911

In the Matter of
AEGIS ASSESSMENTS, INC., *et al.*

ORDER DISMISSING PROCEEDING WITH RESPECT TO
BIOAUTHORIZE HOLDINGS, INC.

On June 7, 2012, the Commission instituted an administrative proceeding against BioAuthorize Holdings, Inc. and four other respondents under § 12(j) of the Securities Exchange Act of 1934.¹ The Order Instituting Proceedings alleged that BioAuthorize violated periodic reporting requirements and sought to suspend or revoke the registration of BioAuthorize's securities.

On June 21, 2012, BioAuthorize filed with the Commission a Form 15, pursuant to Exchange Act Rule 12g-4(a),² to voluntarily terminate the registration of its securities under Exchange Act § 12(g). Under Rule 12g-4(a), an issuer's registration is terminated ninety days after filing Form 15, which in this case was September 19, 2012. On October 1, 2012, the Division of Enforcement filed a motion to dismiss the proceeding against BioAuthorize, based on the deregistration of its securities. BioAuthorize did not respond.

¹ 15 U.S.C. § 78l(j). All of the other respondents' registrations have been revoked as part of this proceeding. *See Aegis Assessments, Inc.*, Exchange Act Release No. 67360, 2012 WL 2674588, at *2 (July 6, 2012).

² 17 C.F.R. § 240.12g-4(a) (certification of termination of registration under § 12(g)).

It is appropriate to grant the Division's motion because the respondent does not now have a class of registered securities and because revocation or suspension of registration is the only remedy available in a proceeding instituted under Exchange Act § 12(j).³

Accordingly, IT IS ORDERED that this proceeding be dismissed with respect to BioAuthorize Holdings, Inc.

By the Commission.

Elizabeth M. Murphy
Secretary

³ See, e.g., *Amstem Corp.*, Exchange Act Release No. 67104, 2012 WL 1980671, at *1 (June 4, 2012).