

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 88429 / March 19, 2020

Admin. Proc. File No. 3-18567

In the Matter of the Application of

METATRON, INC.

For Review of Action Taken by

FINRA

ORDER REQUESTING ADDITIONAL BRIEFING

Metatron, Inc. appeals from FINRA’s denial of its request that FINRA process and announce a reverse stock split on FINRA’s website.¹ FINRA found Metatron’s request “deficient” under FINRA Rule 6490(d)(3)(2) because Metatron was “not current in its reporting requirements, if applicable, to the [Commission].” Upon review of the record and the parties’ briefs, it appears that additional briefing would “significantly aid the decisional process.”²

To this point, the parties’ briefs have focused on whether Metatron had reporting requirements to the Commission under Exchange Act Section 12(g) as a result of filing a Form 10-SB in 2002 to register a class of its common stock notwithstanding its subsequent filing of a Form 15 to terminate that registration. Metatron asserts that, since the Form 15 became effective in 2009, it has “had no continuing reporting obligation to the Commission,” and, “[i]nstead, . . . has been following the Alternative Reporting Standards of the [OTC Markets] Group,” Inc. applicable to companies traded on the OTC Pink marketplace. Metatron further claims that OTC Markets has classified it in the “‘Current Information’ segment based on its adoption of, and compliance with, the Alternative Reporting Standards.” It argues that the “information disclosed . . . pursuant to the . . . Alternative Reporting Standards should be deemed sufficient to meet the requirements of FINRA Rule 6490.”

¹ *Metatron, Inc.*, Exchange Act Release No. 83776, 2018 WL 3702585 (Aug. 3, 2018).

² Rule of Practice 421(b), 17 C.F.R. § 201.421(b).

OTC Pink is one of three “tiered marketplaces” within OTC Link, which is operated by OTC Markets Group, Inc.³ In order for a company, like Metatron, traded on that marketplace to be in compliance with OTC Markets’ Alternative Reporting Standards and qualify for Current Information status, it must upload Quarterly Reports within 45 days of the quarter end and Annual Reports within 90 days of the fiscal year end, as well as comply with other requirements not at issue here.⁴ Based on a review of publicly available information,⁵ it appears that Metatron may neither be in compliance with OTC Markets’ “Alternative Reporting Standards” nor be classified in the “Current Information” segment. The company’s page on OTC Markets states that Metatron’s last-uploaded disclosure document is an Annual Report for the period ended December 31, 2018, published on April 3, 2019.⁶ It also states that Metatron’s status is “Pink *No Information*.”⁷

The Commission desires clarification of these factual matters and how (if at all) they bear on Metatron’s argument that “disclosure of its current, relevant information pursuant to the Alternative Reporting Standards” satisfies FINRA Rule 6490, irrespective of the company’s compliance with Commission reporting obligations, as well as the appropriate disposition of this review proceeding. Accordingly, it is ORDERED that Metatron shall file a brief (not to exceed 4,000 words in length) by April 10, 2020 limited to addressing these issues. FINRA may file a response brief (again, not to exceed 4,000 words in length) by May 1, 2020. No briefs in addition to those specified above may be filed without the leave of the Commission.⁸ To the extent the parties deem it necessary, any additional evidentiary materials shall be attached to the briefs, which must contain specific citations to the evidence or other authorities relied upon.⁹

³ See generally *Positron Corp.*, Exchange Act Release No. 74216, 2015 WL 470454, at *1 & n.1 (Feb. 5, 2015) (stating that OTC Pink “offers trading in a wide spectrum of equity securities through any broker,” and “is for all types of companies that are there by reasons of default, distress or design”).

⁴ OTC Markets Group, Inc., *Alternative Reporting Standard: Pink Basic Disclosure Guidelines* at 2, available at <https://www.otcmarkets.com/files/OTCPinkGuidelines.docx> (last visited March 19, 2020); see also OTC Markets Group, Inc., *Reporting Standards*, available at <https://www.otcmarkets.com/learn/reporting-standards> (last visited March 19, 2020).

⁵ See *Talon Real Estate Holding Corp.*, Exchange Act Release No. 87614, 2019 WL 6324601, at *3 n.7 (Nov. 25, 2019) (taking official notice of information on OTC Markets website).

⁶ Metatron Inc. (MRNJ), <https://www.otcmarkets.com/stock/MRNJ/disclosure> (last visited March 19, 2020).

⁷ *Id.* (emphasis added).

⁸ A party’s failure to make a required filing may result in a determination of the matter at issue against that party; a finding of forfeiture, waiver, or abandonment; or such other sanction as the Commission finds appropriate. See Rule of Practice 180(c), 17 C.F.R. § 201.180(c).

⁹ Rule of Practice 452, 17 C.F.R. § 201.452.

This order is not to be construed as expressing any view as to the Commission's resolution of these issues or the review proceeding generally.¹⁰

For the Commission, by the Office of the General Counsel, pursuant to delegated authority.

Vanessa A. Countryman
Secretary

¹⁰ We previously requested additional briefing on another issue, *Metatron, Inc.*, Exchange Act Release No. 86069, 2019 WL 2419477 (June 7, 2019), and express no view as to the Commission's resolution of that issue either.