

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 90648 / December 11, 2020

Admin. Proc. File No. 3-19507

In the Matter of

SEEN ON SCREEN TV, INC., AND
THE PULSE NETWORK, INC.

ORDER TO SHOW CAUSE AS TO SEEN ON SCREEN TV, INC.

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on September 24, 2019, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against respondents Seen on Screen TV, Inc., and The Pulse Network, Inc. (collectively, “Respondents”).¹

On November 20, 2019, the Division of Enforcement filed a motion requesting that the Commission find Respondents in default for not filing answers and that it revoke the registration of each class of their securities based on the record and the allegations in the OIP. The motion included a Declaration of Gina Joyce, which stated that, pursuant to Rule 141(a)(2)(ii) of the Commission’s Rules of Practice,² service of the OIP was made on Seen on Screen TV, Inc., on September 26, 2019, and service of the OIP was made on The Pulse Network, Inc., on September 27, 2019.

The Commission’s EDGAR database reflects that The Pulse Network filed a Form 15 with the Commission on January 15, 2020, seeking to terminate voluntarily the registration of its securities under Exchange Act Section 12(g).³ The Pulse Network relied on Rule 12g-4(a)(1), which permits the termination of registration if the issuer certifies that the class of securities

¹ *Seen on Screen TV, Inc.*, Exchange Act Release No. 87085, 2019 WL 4670684 (Sept. 24, 2019).

² 17 C.F.R. § 201.141(a)(2)(ii).

³ *See* 17 C.F.R. § 240.12g-4(a) (providing for certification of termination of registration); Rule of Practice 323, 17 C.F.R. § 201.323 (permitting the Commission to take official notice of “any matter in the public official records of the Commission”).

being deregistered is held of record by fewer than 300 persons.⁴ In its Form 15, The Pulse Network certified that the approximate number of holders of record, as of January 15, 2020, was 25. Under Rule 12g-4(a), an issuer's registration generally is terminated ninety days after the issuer files the Form 15. Because suspension or revocation of registration are the only remedies available in a proceeding instituted under Exchange Act Section 12(j),⁵ we direct the Division of Enforcement to file an additional written submission about the status of this case with respect to The Pulse Network.

With respect to Seen on Screen TV, Inc., the OIP stated that its answer was required to be filed within ten days of the service of the OIP.⁶ As of the date of this order, Seen on Screen TV has not filed an answer. The prehearing conference and hearing are thus continued indefinitely with respect to Seen on Screen TV.

Accordingly, Seen on Screen TV is ORDERED to SHOW CAUSE by December 28, 2020, why the registration of its securities should not be revoked by default due to its failure to file an answer and to otherwise defend this proceeding. When a party defaults, the allegations in the OIP will be deemed to be true and the Commission may determine the proceeding against that party upon consideration of the record without holding a public hearing.

If Seen on Screen TV fails to respond to this order to show cause, it may be deemed in default, the proceeding may be determined against it, and the registration of its securities may be revoked.⁷ Upon review of the filings in response to this order, the Commission will either direct further proceedings by subsequent order or issue a final order resolving the matter.

The parties' attention is called to the Commission's March 18, 2020 order regarding the filing and service of papers, which provides that, pending further order of the Commission, parties to the extent possible shall submit all filings electronically at apfilings@sec.gov.⁸

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

Vanessa A. Countryman
Secretary

⁴ 17 C.F.R. § 240.12g-4(a)(1).

⁵ *See, e.g., Alphamatrix Managed Futures LLC*, Exchange Act Release No. 88095, 2020 WL 489561, at *1 (Jan. 30, 2020) (dismissing Exchange Act Section 12(j) proceeding against respondent that no longer had securities registered under Exchange Act Section 12).

⁶ *Seen on Screen TV, Inc.*, 2019 WL 4670684, at *2; Rules of Practice 151(a), 160(b), 220(b), 17 C.F.R. §§ 201.151(a), 201.160(b), 201.220(b).

⁷ Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, 201.180; *see Seen on Screen TV, Inc.*, 2019 WL 4670684, at *2 (“If Respondents fail to file the directed Answers, . . . [they] may be deemed in default and the proceedings may be determined against them . . .”).

⁸ *See Pending Administrative Proceedings*, Exchange Act Release No. 88415, <https://www.sec.gov/litigation/opinions/2020/33-10767.pdf>.