

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 94560 / March 30, 2022

Admin. Proc. File No. 3-20747

In the Matter of

OMPHALOS, CORP.

ORDER REGARDING SERVICE

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on February 10, 2022, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against respondent Omphalos, Corp.¹

The Division of Enforcement seeks to serve the OIP under Rule of Practice 141(a)(2)(ii), which permits service, among other methods, by delivering a copy of the OIP to any “agent authorized by appointment or law to receive such notice.”² The Division first sought to serve the OIP on Omphalos, Corp., via its registered agent in Nevada, but the designated registered agent informed the Division that it had resigned as Omphalos, Corp.’s registered agent.

Under Nevada law, if a corporation fails to appoint a registered agent or fails to file a timely statement of change of registered agent, or if the registered agent’s office is not staffed, service may be accomplished by serving the Nevada Secretary of State and complying with specified procedures.³ Because the Nevada Rules of Civil Procedure require “leave of court” to serve an entity with a summons or complaint in a civil action via the Secretary of State, the Division requests that the Commission “grant leave to serve Respondent via the Nevada Secretary of State, which is a required step under the Nevada Rules of Civil Procedure.”

Nevada Revised Statute Chapter 14.030, however, states that a Nevada corporation “may be served with any and all legal process” through the Nevada Secretary of State without such “leave of court,” assuming that the other procedures specified therein are followed. It appears that those other procedures could be satisfied here without prior leave to do so from the Commission. Although it therefore does not appear that “leave of court” is required here, if such

¹ *Omphalos, Corp.*, Exchange Act Release No. 94215, 2022 WL 425232 (Feb. 10, 2022).

² 17 C.F.R. § 201.141(a)(2)(ii).

³ NV ST § 14.030; NV ST RCP § 4.2(c)(3).

leave is required, this Order grants the Division's request for permission to serve the OIP on Omphalos, Corp., via the Nevada Secretary of State.

To assist the Office of the Secretary in maintaining a record of service that establishes that the OIP has been properly served,⁴ IT IS ORDERED that the Division of Enforcement file a status report concerning service of the OIP by April 27, 2022, and every 28 days thereafter until service is accomplished.

The parties' attention is directed to the most recent amendments to the Commission's Rules of Practice, which took effect on April 12, 2021, and which include new e-filing requirements.⁵

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

Vanessa A. Countryman
Secretary

⁴ See Rule of Practice 141(a)(3), 17 C.F.R. § 201.141(a)(3).

⁵ *Amendments to the Commission's Rules of Practice*, Exchange Act Release No. 90442, 2020 WL 7013370 (Nov. 17, 2020), 85 Fed. Reg. 86,464, 86,474 (Dec. 30, 2020), <https://www.sec.gov/rules/final/2020/34-90442a.pdf>; *Instructions for Electronic Filing and Service of Documents in SEC Administrative Proceedings and Technical Specifications*, <https://www.sec.gov/efapdocs/instructions.pdf>. The amendments impose other obligations such as a new redaction and omission of sensitive personal information requirement. *Amendments to the Commission's Rules of Practice*, 85 Fed. Reg. at 86,465–81.