

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 95731 / September 12, 2022

Admin. Proc. File No. 3-20743

In the Matter of
ZENOSENSE, INC.

ORDER TO SHOW CAUSE

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on February 9, 2022, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against Zenosense, Inc. (“Respondent”).¹ On August 11, 2022, the Division of Enforcement filed a motion for summary disposition pursuant to Commission Rule of Practice 250(b).² The Commission then issued a scheduling order directing that, based on the parties’ agreement during a prehearing conference, Respondent’s opposition was due by August 25, 2022, and the Division’s reply was due by September 1, 2022.³ As of the date of this order, however, Respondent has not filed an opposition brief.

Accordingly, Respondent is ORDERED to SHOW CAUSE by September 26, 2022, why the registration of its securities should not be revoked by default due to its failure to respond to the Division’s motion.⁴ Respondent’s submission shall address the reasons for its failure to timely file a response to the Division’s motion and address the substance of the Division’s request that the Commission revoke the registration of Respondent’s securities. If Respondent responds to this order to show cause, the Division may file a reply within 14 days after its service.

¹ *Zenosense, Inc.*, Exchange Act Release No. 94209, 2022 WL 394645 (Feb. 9, 2022).

² 17 C.F.R. § 201.250(b).

³ *Zenosense, Inc.*, Exchange Act Release No. 95509, 2022 WL 3443764 (Aug. 16, 2022).

⁴ See Rules of Practice 155(a)(2), 180(c), 17 C.F.R. §§ 201.155(a)(2), .180(c) (providing that the Commission may enter a default if a party fails to respond to a dispositive motion); *accord Behnam Halali*, Exchange Act Release No. 79722, 2017 WL 24498, at *3 n.12 (Jan. 3, 2017).

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.⁵ The scheduling order informed Respondent that a failure to file an opposition brief could result in deeming Respondent in default and determining the proceeding against it.⁶ Like failing to timely file an answer, failing to timely oppose a dispositive motion may result in the determination of particular claims, or the proceeding as a whole, adversely to the non-moving party and may be deemed a forfeiture of arguments that could have been raised at that time.⁷

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.⁸

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.

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

Vanessa A. Countryman
Secretary

⁵ Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, 201.180; *see Zenosense, Inc.*, 2022 WL 394645, at *4 (providing that the Commission may “issue a final order resolving the proceeding after . . . the determination that a party is deemed to be in default under Rule 155 . . . , and no public hearing is necessary”).

⁶ *Zenosense, Inc.*, 2022 WL 3443764, at *1.

⁷ *See, e.g., McBarron Cap. LLC*, Exchange Act Release No. 81789, 2017 WL 4350655, at *3–5 (Sept. 29, 2017); *Bennett Grp. Fin. Servs., LLC*, Exchange Act Release No. 80347, 2017 WL 1176053, at *2–3 (Mar. 30, 2017), *abrogated in part on other grounds by Lucia v. SEC*, 138 S. Ct. 2044 (2018); *Apollo Publ'n Corp.*, Securities Act Release No. 8678, 2006 WL 985307, at *1 n.6 (Apr. 13, 2006).

⁸ *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.