

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 96020 / October 11, 2022

Admin. Proc. File No. 3-20980

In the Matter of

METWOOD INC.
(A/K/A EMERGE HEALTH INTERNATIONAL INC.)

ORDER TO SHOW CAUSE

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on August 18, 2022, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against respondent Metwood Inc. (a/k/a Emerge Health International Inc.) (“Respondent”).¹

On September 16, 2022, the Division of Enforcement filed a Declaration of Sandhya C. Harris, which established that, pursuant to Commission Rule of Practice 141(a)(2)(ii),² service of the OIP was made on Respondent on August 20, 2022.³

¹ *Metwood Inc.*, Exchange Act Release No. 95538, 2022 WL 3575926 (Aug. 18, 2022).

² 17 C.F.R. § 201.141(a)(2)(ii).

³ On October 5, 2022, Respondent filed a Form 15 to terminate the registration of its securities under Exchange Act Section 12(g). We note that, unlike in some recent cases in which a Form 15 has been filed but an answer has not been filed, in this case the Division has not filed a motion to find the corporation in default and to revoke the registration of its securities and for expedited consideration requesting that its motion for default and revocation be resolved prior to the effective date of the Form 15. *See, e.g., NXChain, Inc.*, Exchange Act Release No. 87652, 2019 WL 6528959, at *2-3 (Dec. 3, 2019). Nonetheless, Respondent should be aware that it may be deemed to be in default and the registration of its securities revoked before its Form 15 becomes effective if it does not file an answer or otherwise respond to this show cause order. *See, e.g., Piedmont Mining Co.*, Exchange Act Release No. 90998, 2021 WL 302893, at *3, *5 (Jan. 27, 2021) (expediting Section 12(j) proceeding and revoking registration of issuer’s securities where issuer defaulted in proceeding after filing a Form 15).

As stated in the OIP, Respondent's answer was required to be filed within ten days of the service of the OIP.⁴ As of the date of this order, Respondent has not filed an answer. The prehearing conference and hearing are thus continued indefinitely.

Accordingly, Respondent is ORDERED to SHOW CAUSE by October 25, 2022, 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 Respondent 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.⁵ 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 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.⁶

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

Vanessa A. Countryman
Secretary

⁴ *Metwood*, 2022 WL 3575926, at *2; Rules of Practice 151(a), 160(b), 220(b), 17 C.F.R. §§ 201.151(a), 201.160(b), 201.220(b).

⁵ Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, 201.180; *see Metwood*, 2022 WL 3575926, at *2 (“If Respondent fails to file the directed Answer, . . . [it] may be deemed in default and the proceedings may be determined against [it] . . .”).

⁶ *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.