

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 96417 / December 1, 2022

Admin. Proc. File No. 3-20987

In the Matter of

NORTHERN POWER SYSTEMS CORP.

ORDER REGARDING SERVICE

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 Northern Power Systems Corp. (“Respondent”).¹

Rule 141(a)(2)(ii) of the Commission’s Rules of Practice provides that service of an OIP may be made on “an issuer of a class of securities registered with the Commission,” such as Respondent, “by sending a copy of the order addressed to the most recent address shown on the entity’s most recent filing with the Commission by U.S. Postal Service certified, registered, or express mail and obtaining a confirmation of attempted delivery.”² The rule also permits service on an issuer by sending the OIP to one of its officers by “U.S. Postal Service certified, registered or express mail and obtaining a confirmation of receipt.”³

On November 2, 2022, the Division of Enforcement filed a Declaration of Sandhya C. Harris, which stated that Respondent’s most recent filing with the Commission—a Form 8-K filed on August 27, 2019—provided a PO Box address for Respondent in Barre, Vermont. But the Division does not claim to have attempted service at that address even though doing so would appear to have been appropriate under Rule 141(a)(2)(ii).

Instead, the Declaration stated that the Division served the OIP on Respondent by sending it via Priority Mail Express to William St. Lawrence—the person named in the Form 8-K as Respondent’s Interim Chief Executive Officer. The Declaration stated that, according to the Form 8-K, Respondent had “permanently ceased commercial operations” and had

¹ *N. Power Sys. Corp.*, Exchange Act Release No. 95554, 2022 WL 3575973 (Aug. 18, 2022).

² 17 C.F.R. § 201.141(a)(2)(ii).

³ 17 C.F.R. § 201.141(a)(2)(i) & (ii).

“terminated” all employees other than St. Lawrence, its “sole remaining corporate officer.” But the Form 8-K, which was filed more than three years ago, also stated that St. Lawrence would “resign [or] be terminated immediately after [Respondent] satisfies certain post-closing requirements in the immediate near-term”

Rule 141(a)(2)(ii) does not permit service on an issuer’s former officer. Yet, as noted above, it does permit service on an issuer by sending the OIP to its most recent address in its most recent Commission filing by U.S. Postal Service certified, registered, or express mail and obtaining a confirmation of attempted delivery.

Accordingly, 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 December 15, 2022, and every 28 days thereafter until service is accomplished. Any such filing should address: (i) whether the Division has mailed the OIP to Respondent at its address in the Form 8-K, or any more recent filing with the Commission, by U.S. Postal Service certified, registered, or express mail and obtained a confirmation of attempted delivery; and (ii) if the Division has not done so, whether it has evidence that St. Lawrence continues to be an officer of Respondent.

The parties’ attention is directed to the e-filing requirements in the Rules of Practice.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 redaction and omission of sensitive personal information requirement. *Amendments to the Commission’s Rules of Practice*, 85 Fed. Reg. at 86,465–81.