

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 96451 / December 6, 2022

Admin. Proc. File No. 3-21091

In the Matter of

SLEEPAID HOLDING CO. N/K/A QDM, INC.

ORDER TO SHOW CAUSE

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”), on August 31, 2022, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against Sleepaid Holding Co. n/k/a QDM, Inc. (“Respondent”).¹

On October 21, 2022, the Division of Enforcement filed a Declaration of Gina Joyce, which established that, pursuant to Commission Rule of Practice 141(a)(2)(ii),² service of the OIP was made on Respondent, a Nevada corporation located in China, on October 18, 2022.³

¹ *Sleepaid Holding Co. n/k/a QDM, Inc.*, Exchange Act Release No. 95792, 2022 WL 4288950 (Sept. 15, 2022).

² 17 C.F.R. § 201.141(a)(2)(ii).

³ 17 C.F.R. § 201.141(a)(2)(ii), (iv); *see* Nev. Rev. Stat. § 14.030 (permitting service on a Nevada corporation with a registered agent that is not staffed by serving the Nevada Secretary of State and “mail[ing] or caus[ing] to be mailed to the artificial person or to the known officer, at such address, by registered or certified mail, a copy of the summons and a copy of the complaint, and in all such cases the defendant has 40 days after the date of the mailing within which to appear in the action”).

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.⁵

Accordingly, Respondent is ORDERED to SHOW CAUSE by December 20, 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.⁶ 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 e-filing requirements in the Rules of Practice.⁷

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

Vanessa A. Countryman
Secretary

⁴ *Sleepaid Holding Co. n/k/a QDM, Inc.*, 2022 WL 4288950, 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 Because service was accomplished through serving the Nevada Secretary of State, copies of the OIP were also mailed, by registered mail, to Respondent and its officers. Nev. Rev. Stat. § 14.030(1), (4). The statute provides that Respondent has 40 days from the date of the mailings to participate in the proceeding. Nev. Rev. Stat. § 14.030(4). The mailings were sent on October 20, 2022, and the 40-day period expired on November 29, 2022.

⁶ Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, 201.180; *see Sleepaid Holding Co. n/k/a QDM, Inc.*, 2022 WL 4288950, at *2 (“If Respondent fails to file the directed Answer, . . . [it] may be deemed in default and the proceedings may be determined against [it] . . .”).

⁷ *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.