

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 96648 / January 12, 2023

Admin. Proc. File No. 3-21127

In the Matter of
WATER NOW, INC.

ORDER DISCHARGING ORDER TO SHOW CAUSE AND GRANTING EXTENSION OF
TIME

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on September 22, 2022, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against WATER NOW, INC. (“Respondent”).¹ Respondent was served with the OIP on November 17, 2022, and its answer to the OIP was due ten days later.² But Respondent failed to file an answer by this deadline. On December 6, 2022, the Commission issued an order that Respondent 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.³

On December 20, 2022, the Division of Enforcement filed a status report stating that the parties “are engaged in settlement discussions and expect this matter to settle in the coming weeks.” That same day, Respondent filed an unopposed motion to extend the deadline to “answer and otherwise respond to the allegations” in the OIP to January 19, 2023, because Respondent recently retained counsel and is now engaged in settlement negotiations with the Division. We construe this motion not only as a request for an extension of time, but also as a

¹ *WATER NOW, INC.*, Exchange Act Release No. 95862, 2022 WL 4445462 (Sept. 22, 2022).

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

³ *WATER NOW, INC.*, Exchange Act Release No. 96455, 2022 WL 17501288, at *1 (Dec. 6, 2022).

response to the show cause order. In light of the response, it is ORDERED that the order to show cause is discharged.

On March 18, 2020, the Commission issued an order providing that, pending further order of the Commission, reasonable requests for extensions of time will not be disfavored as stated in Rule of Practice 161.⁴ It appears appropriate to grant an extension for good cause shown.⁵ Therefore, it is also ORDERED that the time for filing an answer to the OIP is extended to January 19, 2023.

The parties are reminded that, any agreements between them notwithstanding, the Commission may make a default finding on its own initiative. It is therefore advised that the parties keep the Commission informed of any ongoing negotiations, and request deadline extensions where appropriate, so that any miscommunication may be avoided.

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

Vanessa A. Countryman
Secretary

⁴ *In re Pending Administrative Proceedings*, Exchange Act Release No. 88415, 2020 WL 1322001 (Mar. 18, 2020), <https://www.sec.gov/litigation/opinions/2020/33-10767.pdf>.

⁵ See Rule of Practice 161(a), 17 C.F.R. § 201.161(a) (requiring good cause showing for extensions).