

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 98791 / October 24, 2023

Admin. Proc. File No. 3-21462

In the Matter of
SUNRIDGE INTERNATIONAL, INC.

ORDER DIRECTING ADDITIONAL BRIEFING

On May 25, 2023, the Securities and Exchange Commission issued an Order Instituting Proceedings (“OIP”) against Sunridge International, Inc., pursuant to Section 12(j) of the Securities Exchange Act of 1934.¹ On June 22, 2023, 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 Sunridge on May 31, 2023.

Sunridge did not file an answer. Accordingly, on July 25, 2023, the Commission issued an order requiring Sunridge to show cause 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 The order stated that the Commission would either direct further proceedings by subsequent order or issue a final order resolving the matter. Sunridge did not respond to the order to show cause. But as explained below, it is unclear from a review of the record currently before the Commission if Sunridge has a class of securities registered under Exchange Act Section 12 such that the Commission may order a remedy under Section 12(j).

On April 16, 2003, Sunridge filed a Form 8-A to register a class of securities under Exchange Act Section 12(b) and subsequently began filing quarterly and annual reports on the Commission’s EDGAR system.⁴ The company stopped making periodic filings in 2011, and on

¹ *Sunridge Int’l, Inc.*, Exchange Act Release No. 97583, 2023 WL 3685963 (May 25, 2023).

² 17 C.F.R. § 201.141(a)(2)(ii).

³ *Sunridge Int’l, Inc.*, Exchange Act Release No. 97975, 2023 WL 4743393 (July 25, 2023).

⁴ See Rule of Practice 323, 17 C.F.R. § 201.323 (permitting the Commission to take official notice of “any matter in the public official records of the Commission”).

November 5, 2013, filed a Form 25, which stated that Sunridge voluntarily withdrew its registered class of securities from listing and registration. Although Sunridge filed these forms pursuant to Exchange Act Section 12(b), it does not appear that Sunridge's securities were ever listed on a national securities exchange. It also does not appear that Sunridge ever registered a class of securities under Exchange Act Section 12(g). Thus, it appears that Sunridge may not have a class of securities registered pursuant to Section 12 that could be revoked.

As a result, we believe the Commission would be assisted in its determination of this proceeding if the parties file additional submissions addressing whether Sunridge has a class of registered securities that can be revoked under Exchange Act Section 12(j). If a party does not believe Sunridge has such a class of securities, the party should address whether any remedy is available to the Commission or whether this proceeding should be dismissed.⁵

Accordingly, IT IS ORDERED that the parties shall file simultaneous additional written submissions addressing the issues raised herein by November 14, 2023, and may file responsive briefs by November 28, 2023.

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

Vanessa A. Countryman
Secretary

⁵ Cf. *Expleo Solutions, Inc.*, Exchange Act Release No. 78638, 2016 WL 4426914, at *1 (Aug. 22, 2016) (granting the Division of Enforcement's motion to dismiss a proceeding instituted under Exchange Act Section 12(j) against a respondent that no longer had a class of securities registered under Section 12 "[b]ecause revocation and suspension of registration are the only remedies available in a proceeding instituted under Section 12(j)").