UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 102058 / December 31, 2024

Admin. Proc. File No. 3-22321

In the Matter of

QUATRX PHARMACEUTICALS COMPANY

ORDER TO SHOW CAUSE

On November 13, 2024, the Securities and Exchange Commission issued an order instituting proceedings ("OIP") against QuatRx Pharmaceuticals Company ("Respondent") pursuant to Section 12(j) of the Securities Exchange Act of 1934.[1] On November 26, 2024, 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 on November 22, 2024.[3]

As stated in the OIP, Respondent's answer was required to be filed within ten days after 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 January 17, 2025, why the registration of its securities should not be revoked by default due to its failure to file an answer or otherwise to defend this proceeding. Respondent's submission shall address the reasons for its

[1] *QuatRx Pharms. Co.*, Exchange Act Release No. 101602, 2024 WL 4773005 (Nov. 13, 2024).

[2] 17 C.F.R. § 201.141(a)(2)(ii).

[3] The Division's service declaration states that service of the OIP was made to the address on Respondent's most recent filing with the Commission, which the Division alleges was a Form 8-A12G filed on April 4, 2006. But Respondent's most recent filing with the Commission was in fact a Form D filed on April 24, 2009. This discrepancy does not matter in this case, however, because the address listed on the Respondent's Form D matches the address listed in the Division's service declaration.

[4] *QuatRx Pharms.*, 2024 WL 4773005, at *2; Rules of Practice 151(a), 160(b), 220(b), 17 C.F.R. §§ 201.151(a), 201.160(b), 201.220(b).

failure to timely file an answer and include a proposed answer to be accepted in the event that the Commission does not enter a default against Respondent. When a party defaults, the allegations in the OIP may 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 e-filing requirements in the Rules of Practice.[6] We also remind the parties that any document filed with the Commission must be served upon all participants in the proceeding and be accompanied by a certificate of service.[7]

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

Vanessa A. Countryman
Secretary

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[5] Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, 201.180; *see QuatRx*, 2024 WL 4773005, 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] *See* Rules of Practice 151, 152(a), 17 C.F.R. §§ 201.151, .152(a) (providing procedure for filing papers with the Commission and mandating electronic filing in the form and manner posted on the Commission's website); *Instructions for Electronic Filing and Service of Documents in SEC Administrative Proceedings and Technical Specifications*, https://www.sec.gov/efapdocs/instructions.pdf. Parties generally also must certify that they have redacted or omitted sensitive personal information from any filing. Rule of Practice 151(e), 17 C.F.R. § 201.151(e).

[7] *See* Rule of Practice 150, 17 C.F.R. § 201.150 (generally requiring parties to serve each other with their filings); Rule of Practice 151(d), 17 C.F.R. § 201.151(d) ("Papers filed with the Commission . . . shall be accompanied by a certificate stating the name of the person or persons served, the date of service, the method of service, and the mailing address or email address to which service was made, if not made in person.").