SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

SECURITIES EXCHANGE ACT OF 1934
Release No. 99539 / February 14, 2024

INVESTMENT ADVISERS ACT OF 1940
Release No. 6557 / February 14, 2024

Admin. Proc. File No. 3-19435

In the Matter of

WILLIAM M. APOSTELOS

OPINION OF THE COMMISSION

BROKER-DEALER PROCEEDING

INVESTMENT ADVISER PROCEEDING

Grounds for Remedial Action

Injunction

Conviction

Respondent was permanently enjoined from violating registration and antifraud provisions of the federal securities laws and convicted of theft or embezzlement from an employee benefit plan. *Held*, it is in the public interest to bar respondent from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization and from participating in an offering of penny stock.

APPEARANCES:

William M. Apostelos, pro se.

Amy S. Cotter, John E. Birkenheier, and Meredith J. Laval for the Division of Enforcement.

On September 11, 2019, the Securities and Exchange Commission instituted an administrative proceeding against William M. Apostelos pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940.[1] The Division of Enforcement has now filed a motion for summary disposition. Based on our review of the record, we grant the Division's motion and bar Apostelos from associating in the securities industry in any capacity and from participating in an offering of penny stock.

I. Background

A. The Commission instituted this proceeding against Apostelos.

The order instituting proceedings ("OIP") alleges that, between January 2010 and October 2014, while engaging in the underlying misconduct described in the OIP, Apostelos acted as an investment adviser and an unregistered broker-dealer.[2] As the OIP alleges, Apostelos was indicted on multiple charges, including one count of theft or embezzlement from an employee benefit plan in violation of 18 U.S.C. § 664 and one count of conspiracy to commit mail and wire fraud in violation of 18 U.S.C. § 1349.[3] As also alleged in the OIP, he pleaded guilty to those offenses on February 10, 2017,[4] and he was sentenced to prison for 180 months and ordered to pay more than $32 million in restitution.[5]

As the OIP further alleges, a federal district court permanently enjoined Apostelos on August 21, 2019, from violating Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933,[6] Sections 10(b) and 15(a)(1) of the Exchange Act and Rule 10b-5 thereunder,[7] and Section 206(1), (2), and (4) of the Advisers Act and Rule 206(4)-8 thereunder,[8] and ordered him to disgorge over $11 million.[9] The underlying complaint in the Commission's civil action alleged that Apostelos misused and misappropriated investor funds, falsely stated to investors that their

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1 *William M. Apostelos*, Exchange Act Release No. 86932, 2019 WL 4303127 (Sept. 11, 2019).

2 *Id.* at *1.

3 *Id.* at *2. We take official notice of the records in Apostelos's underlying criminal and civil proceedings. *See* Rule of Practice 323, 17 C.F.R. § 201.323; *see also United States v. Apostelos*, No. 3:15-cr-148, ECF Nos. 6 (S.D. Ohio Oct. 29, 2015) (indictment), 59 (S.D. Ohio Feb. 13, 2017) (guilty plea), 81 (S.D. Ohio July 5, 2017) (judgment in a criminal case), 92 (S.D. Ohio Aug. 28, 2017) (transcript of change of plea hearing); *SEC v. Apostelos*, No. 1:15-CV-00699, ECF No. 1 (S.D. Ohio Oct. 29, 2015) (complaint); *Apostelos*, No. 1:15-CV-00699, 2019 WL 3944755 (S.D. Ohio Aug. 21, 2019) (order granting summary judgment).

4 *Apostelos*, 2019 WL 4303127, at *2; *Apostelos*, No. 3:15-cr-148, ECF Nos. 59, 92.

5 *Apostelos*, 2019 WL 4303127, at *2; *Apostelos*, No. 3:15-cr-148, ECF No. 81.

6 15 U.S.C. §§ 77e(a), (c), 77q(a).

7 15 U.S.C. §§ 78j(b), 78o(a)(1); 17 C.F.R. § 240.10b-5.

8 15 U.S.C. § 80b-6(1), (2), (4); 17 C.F.R. § 275.206(4)-8.

9 *Apostelos*, 2019 WL 4303127, at *1; *Apostelos*, 2019 WL 3944755, at *15.

funds were invested and that their investments had generated returns, sold unregistered securities, and acted as an unregistered broker-dealer.[10]

The OIP instituted proceedings to determine whether the allegations contained therein were true and if any remedial action was appropriate in the public interest.

B. Apostelos filed an answer to the OIP but did not respond to either a motion requesting that the Commission bar him from the securities industry or an order directing him to respond to the motion.

Apostelos filed an answer that largely did not deny or otherwise address the OIP's allegations. He instead claimed that he had medical problems from 2011 through 2014 that limited his involvement in his business, that his clients were not harmed because most of them ultimately made money, and that other individuals and entities should have been investigated and prosecuted for the offenses to which he pleaded guilty. After Apostelos filed his answer, the Division of Enforcement filed a motion for summary disposition requesting that the Commission bar Apostelos from the securities industry and from participation in an offering of a penny stock. The Division supported the motion with filings from both the criminal proceeding and the civil action against Apostelos.

Apostelos did not respond to the Division's motion for summary disposition. The Commission subsequently ordered Apostelos to file a submission by July 28, 2023, responding to the Division's arguments and explaining why he had failed to timely file a response to the Division's motion.[11] Apostelos was warned that the failure to timely oppose the Division's motion could result in, among other things, a finding of forfeiture.[12] Apostelos did not respond to the Commission's order.[13]

II. Analysis

A. Summary disposition is appropriate.

Under Rule of Practice 250(b), a motion for summary disposition may be granted if "there is no genuine issue with regard to any material fact" and the moving party is "entitled to

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10 *Apostelos*, No. 1:15-CV-00699, ECF No. 1 ¶¶ 1-5, 29-79.

11 *William M. Apostelos*, Exchange Act Release No. 97711, 2023 WL 3995166 (June 13, 2023).

12 *Id.*

13 Because Apostelos did not oppose the Division's motion for summary disposition, he has forfeited any argument based on the assertions in his answer. *Cf. Advanzeon Sols., Inc.*, Exchange Act Release No. 98674, 2023 WL 6458592, at *3 n.14 (Oct. 2, 2023) (finding that respondent forfeited defenses listed in its answer by not developing them in its opposition to the Division's motion for summary disposition).

summary disposition as a matter of law."[14] "[S]ummary disposition is ordinarily appropriate in follow-on proceedings" such as this one, where a respondent has been enjoined or convicted and the sole determination concerns the appropriate sanction.[15] Apostelos cannot relitigate the facts to which he admitted when entering into his plea agreement and which he then confirmed again in open court in a change-of-plea hearing.[16] Nor did Apostelos oppose the Division's motion for summary disposition,[17] let alone present evidence showing a genuine dispute of material fact. We thus find that the Division has satisfied its burden under the summary disposition standard, that summary disposition is appropriate, and that an in-person hearing is unnecessary in this case.

B. Relief is available under Exchange Act Section 15(b)(6) and Advisers Act Section 203(f).

Exchange Act Section 15(b)(6)(A) authorizes the Commission to suspend or bar a person from associating in the securities industry and from participating in an offering of penny stock if it finds, on the record after notice and opportunity for hearing, that (1) the person was (a) convicted within ten years of the commencement of the proceeding of any offense involving the "purchase or sale of any security" or involving "theft" or "embezzlement," or (b) enjoined from engaging in or continuing any conduct or practice in connection with activity as a broker or dealer or investment advisor or in connection with the purchase or sale of any security; (2) the person was associated with a broker or dealer at the time of the alleged misconduct; and (3) such a sanction is in the public interest.[18] Similarly, Advisers Act Section 203(f) authorizes the Commission to suspend or bar a person from the securities industry if it finds, on the record after notice and opportunity for hearing, that (1) the person was (a) convicted within ten years of the

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[14] 17 C.F.R. § 201.250(b).

[15] *James S. Tagliaferri*, Exchange Act Release No. 80047, 2017 WL 632134, at *7 (Feb. 15, 2017); *see also Jeffrey L. Gibson*, Exchange Act Release No. 57266, 2008 WL 294717, at *5 (Feb. 4, 2008), *petition denied*, 561 F.3d 548, 555 (6th Cir. 2009).

[16] *See, e.g.*, *Phillip J. Milligan*, Exchange Act Release No. 61790, 2010 WL 1143088, at *4 (Mar. 26, 2010) (looking to plea colloquy to determine the findings made in connection with a criminal conviction entered after a guilty plea); *U.S. ex rel. Doe v. Heart Sol'n, PC*, 923 F.3d 308, 316 (3d Cir. 2019) (same).

[17] *Cf. Albert K. Hu*, Advisers Act Release No. 6497, 2023 WL 8469447, at *2 (Dec. 6, 2023) (holding that the respondent "forfeited any objection to our deciding this proceeding by summary disposition" because he failed to "argue that summary disposition is inappropriate or that an in-person hearing is necessary").

[18] 15 U.S.C. § 78*o*(b)(6)(A) (cross-referencing Exchange Act § 15(b)(4), 15 U.S.C. § 78*o*(b)(4)); *see also id.* § 78*o*(b)(4)(B)(i), (iii) (discussing convictions involving the "purchase or sale of any security" or involving "theft" or "embezzlement"); *id.* § 78*o*(b)(4)(C) (discussing injunctions). A conviction includes one obtained by guilty plea. *See* Advisers Act § 202(a)(6), 15 U.S.C. § 80b-2(a)(6) (defining "[c]onvicted" to include a "plea of guilty" if it "has not been reversed, set aside, or withdrawn"); *Alexander Smith*, Exchange Act Release No. 3785, 1946 WL 24891, at *6 (Feb. 5, 1946) (explaining that a court's acceptance of a guilty plea suffices for purposes of the "conviction" contemplated by Exchange Act Section 15(b)).

commencement of the proceeding of any offense involving the "purchase or sale of any security" or involving "theft" or "embezzlement," or (b) enjoined from engaging in or continuing any conduct or practice in connection with acting as a broker or dealer or investment adviser or in connection with the purchase or sale of any security; (2) the person was associated with an investment adviser at the time of the alleged misconduct; and (3) such a sanction is in the public interest.[19]

The record shows, and Apostelos does not dispute, that he was enjoined from violating the antifraud provisions of the Advisers Act,[20] Securities Act,[21] and Exchange Act,[22] as well as Securities Act Section 5(a) and (c) and Exchange Act Section 15(a). Apostelos thus was enjoined from conduct in connection with activity as a broker (*i.e.*, being an unregistered broker) and in connection with the purchase or sale of a security (*i.e.*, committing securities fraud and engaging in an offering of unregistered securities without an applicable exemption from registration).[23]

Apostelos was also, within ten years of the commencement of this proceeding, convicted of offenses involving the "purchase or sale of any security" and involving "theft" or "embezzlement." Apostelos admitted in his plea agreement that he falsely informed his clients that he intended to invest their funds in, among other things, the stock market. Therefore, his convictions involve the "purchase or sale of any security."[24] Further, his conviction for theft or embezzlement from an employee benefit plan on its face involves "theft" or "embezzlement."[25]

Apostelos was also associated with a broker or dealer and an investment adviser at the time of his misconduct. The district court in the civil action found that, between 2010 and October 2014, Apostelos acted as an investment adviser by purporting to advise clients on their

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19 15 U.S.C. § 80b-3(f) (cross-referencing Advisers Act § 203(e), 15 U.S.C. § 80b-3(e)); *see also id.* § 80b-3(e)(2)(A), (C) (discussing convictions involving the "purchase or sale of any security" or involving "theft" or "embezzlement"); *id.* § 80b-3(e)(4) (discussing injunctions).

20 15 U.S.C. § 80b-6(1), (2), (4); 17 C.F.R. § 275.206(4)-8.

21 15 U.S.C § 77q(a).

22 15 U.S.C. § 78j(b); 17 C.F.R. § 240.10b-5.

23 *See* 15 U.S.C. § 77e(a), (c) (prohibiting unregistered offers and sales of securities); 15 U.S.C. § 78o(a) (prohibiting unregistered brokers from effecting transactions in securities).

24 15 U.S.C. §§ 78*o*(b)(4)(B)(i), 80b-3(e)(2)(A); *see generally SEC v. Zandford*, 535 U.S. 813, 820-22 (2002) (explaining that the phrase "in connection with the purchase or sale of any security" includes lying about whether funds will be used to purchase securities).

25 15 U.S.C. §§ 78*o*(b)(4)(B)(iii), 80b-3(e)(2)(C). We need not decide whether conspiracy to commit mail and wire fraud under 18 U.S.C. § 1349 "involves" a violation of the mail fraud and wire fraud statutes, which, unlike § 1349, are explicitly enumerated in Exchange Act Section 15(b)(4)(B)(iv) and its Advisers Act counterpart, *see* 15 U.S.C. §§ 78*o*(b)(4)(B)(iv); 80b-3(e)(2)(D), because the record establishes that Apostelos committed qualifying offenses involving the "purchase or sale of any security" and involving "theft" or "embezzlement."

investments in securities in exchange for compensation.[26] In fact, Apostelos admitted that he defrauded his clients by falsely assuring them that he "planned to invest their money in, among other things[,] the stock market" and using "client funds intended for investment in the stock market to repay earlier investors." Because Apostelos acted as an investment adviser, he necessarily also was associated with an investment adviser.[27] Additionally, the district court in the civil action found that Apostelos acted as an unregistered broker based on much of the same misconduct.[28] Because Apostelos was acting as an unregistered broker at the time of his misconduct, he was associated with a broker.[29]

C. We find industry and penny stock bars to be in the public interest.

In determining whether any remedial action is in the public interest, we consider the egregiousness of the respondent's actions, the isolated or recurrent nature of the infraction, the degree of scienter involved, the sincerity of the respondent's assurances against future violations, the respondent's recognition of the wrongful nature of his conduct, and the likelihood that the respondent's occupation will present opportunities for future violations.[30] Our public interest inquiry is flexible, and no one factor is dispositive.[31] The remedy is intended to protect the trading public from further harm, not to punish the respondent.[32]

We have weighed all of these factors and find that industry and penny stock bars are warranted to protect the investing public. We find no genuine dispute that Apostelos's misconduct was egregious and recurrent. The district court in the civil proceeding concluded that Apostelos's misconduct was "egregious, far-reaching, repeated, and involved a high degree

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26 *Apostelos*, 2019 WL 3944755, at *2, *9; *see also* 15 U.S.C. § 80b-2(a)(11) (defining "investment adviser").

27 *See Anthony J. Benincasa*, Advisers Act Release No. 1923, 2001 WL 99813, at *2 (Feb. 7, 2001) (explaining that a person who is "in a position of control with respect to the investment adviser" qualifies as "a 'person associated with an investment adviser'").

28 *Apostelos*, 2019 WL 3944755, at *12–13 (explaining that a "broker is defined as 'any person engaged in the business of effecting transactions in securities for the account of others'" and determining that Apostelos satisfied this standard based on the "facts admitted in the Plea Agreement," including his offering and sale of securities to "hundreds of investors" and his receipt of compensation from investors for putting "millions of dollars in assets under his control").

29 *See Allen M. Perres*, Exchange Act Release No. 79858, 2017 WL 280080, at *3 (Jan. 23, 2017) (explaining that an individual who acts as an unregistered broker meets the definition of a "person associated with a broker" in Exchange Act Section 3(a)(18)).

30 *Steadman v. SEC*, 603 F.2d 1126, 1140 (5th Cir. 1979), *aff'd on other grounds*, 450 U.S. 91 (1981).

31 *Tzemach David Netzer Korem*, Exchange Act Release No. 70044, 2013 WL 3864511, at *4 (July 26, 2013).

32 *McCarthy v. SEC*, 406 F.3d 179, 188 (2d Cir. 2005).

of scienter."[33] We agree. Apostelos admitted to knowingly running a fraudulent four-year investment scheme. While acting as an investment adviser and an unregistered broker, Apostelos falsely stated that he planned to invest his victims' money in, among other things, the stock market, precious metals, and real estate. Apostelos also provided false information to investors about the returns on their investments.[34] Based on these intentional misstatements and misrepresentations, hundreds of investors transferred millions of dollars to Apostelos, and at least one entity transferred management of its employee pension benefit plan to him.[35]

Rather than investing their money as he promised, Apostelos knowingly diverted their funds, including the assets of the pension plan, to pay his own employees, fund his wife's horse racing business, purchase real property for himself and his family, and repay prior investors.[36] And the restitution and disgorgement orders that were entered against Apostelos—$32 million in the criminal case and $11 million in the civil one[37]—confirm that his misconduct caused substantial financial losses for his clients.[38] In short, Apostelos repeatedly, and over a four-year period, abused the position of trust he occupied as an investment adviser.[39]

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33 *Apostelos*, 2019 WL 3944755, at *14.

34 *See Shreyans Desai*, Exchange Act Release No. 80129, 2017 WL 782152, at *3–4 (Mar. 1, 2017) (finding that respondent acted egregiously, and imposing an industry bar, where respondent made material misrepresentations to investors, falsified account documents, and otherwise lied to investors about their accounts, thereby causing them to lose over $100,000).

35 *See John Sherman Jumper*, Exchange Act Release No. 96407, 2022 WL 17346044, at *3 (Nov. 30, 2022) (finding conduct recurrent where respondent misappropriated funds on three occasions over eleven months); *Gibson*, 2008 WL 294717, at *3 (imposing bar where respondent misappropriated funds from multiple clients over a three-year period).

36 *See Dean Mustaphalli*, Advisers Act Release No. 6348, 2023 WL 4533808, at *3 (July 13, 2023) (finding diversion of clients' funds to pay for personal expenses to be egregious); *Sean Kelly*, Exchange Act Release No. 94808, 2022 WL 1288179, at *4 (Apr. 28, 2022) (finding misappropriation of investor funds for personal use to be egregious).

37 The loss amounts as determined in the criminal and civil proceedings varied because of differences in the relevant timeframe as well as the universe of potential victims.

38 *See, e.g.*, *Mustaphalli*, 2023 WL 4533808, at *3 (noting that $6 million restitution order showed that misconduct "caused substantial financial losses").

39 *See James C. Dawson*, Advisers Act Release No. 3057, 2010 WL 2886183, at *4 (July 23, 2010) ("[W]e have consistently viewed misconduct involving a breach of fiduciary duty or dishonest conduct on the part of a fiduciary . . . as egregious."); *cf. Tagliaferri*, 2017 WL 632134, at *6 (finding misconduct egregious where individual violated fiduciary duties he owed his clients by failing to disclose conflicts of interest and causing victims to lose millions of dollars).

There is also no genuine dispute that Apostelos acted with a high degree of scienter. Apostelos was convicted of a criminal offense for which a specific intent is a required element.[40] He admitted that he "knowingly ran a fraudulent investment scheme," "intentionally misrepresented" how he intended to use his clients' money, made other "intentional misstatements and misrepresentations," and "purposefully and fraudulently diverted portions of investors' money."[41] Moreover, the district court in the civil action granted the Division's motion for summary judgment as to multiple scienter-based antifraud violations.[42] Apostelos also took steps to conceal his misconduct and prevent its detection, including preparing false documentation and directing his employees to provide intentionally inaccurate reasons to clients why they could not withdraw their funds.[43] And he did so repeatedly over a four-year period.[44]

Because Apostelos failed to respond to the Division's motion for summary disposition, he has made no assurances that he will not commit future violations or that he recognizes the wrongful nature of his conduct. It further appears that Apostelos's occupation presents opportunities for future violations because he acted as an investment adviser and an unregistered broker during the entire four-year period of his misconduct. Although Apostelos is currently incarcerated, he has made no assurances that he will not reenter the securities industry after he is released from custody. Accordingly, should Apostelos reenter the industry upon his release, his occupation will present opportunities for future violations.[45] And although his guilty plea

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[40] *See United States v. Andreen*, 628 F.2d 1236, 1241 (9th Cir. 1980) (observing that 18 U.S.C. § 664 requires that a defendant have scienter and "[t]he act to be criminal must be willful, which means an act done with a fraudulent intent or a bad purpose or an evil motive").

[41] *Apostelos*, 2019 WL 3944755, at *2; *see Michael Joseph Clarke*, Exchange Act Release No. 97860, 2023 WL 4422304, at *12 (July 10, 2023) (finding respondent's "affirmative misrepresentations to obtain funds were intentional because he knew his own intended use of the money when he asked for it yet deliberately and repeatedly misstated his intended use so that he could obtain it"); *see also ACA Fin. Guar. Corp. v. Advest, Inc.*, 512 F.3d 46, 65 (1st Cir. 2008) ("[T]he fact that a defendant knowingly made a false statement is 'classic evidence' of scienter." (citation omitted)).

[42] *Apostelos*, 2019 WL 3944755, at *8–11 (finding violations of Exchange Act Section 10(b) and Rule 10b-5 thereunder, Securities Act Section 17(a), and Advisers Act Section 206(1), (2), and (4) and Rule 206(4)-8 thereunder).

[43] *See, e.g.*, *SEC v. Weintraub*, No. 11-21549-civ, 2011 WL 6935280, at *7 (S.D. Fla. Dec. 30, 2011) ("A defendant engages in knowing misconduct when he creates documents he knows are false."); *Milligan*, 2010 WL 1143088, at *5 (finding that "attempts to conceal misconduct indicate scienter").

[44] *See, e.g.*, *SEC v. Merkin*, No. 11-23585-civ, 2012 WL 5245561, at *8 (S.D. Fla. Oct. 3, 2012) (finding that defendant's conduct was "intentional and that he acted with scienter" because, among other things, he "repeated the false statements on at least four occasions"), *aff'd*, 628 F. App'x 741 (11th Cir. 2016).

[45] *See, e.g.*, *Martin A. Armstrong*, Advisers Act Release No. 2926, 2009 WL 2972498, at *4 (Sept. 17, 2009) (finding that "there is a likelihood that Armstrong would, after his release from

indicates that Apostelos might have some appreciation for the wrongfulness of his conduct, it does not outweigh the evidence that he poses a risk to the investing public.

The Commission may impose bars to protect the investing public from a respondent's future actions by restricting access to areas of the securities industry where a demonstrated propensity to engage in violative conduct may cause further investor harm. Here, the record establishes that Apostelos is unfit to participate in the securities industry and that his participation in it in any capacity would pose a risk to investors.[46] While acting as a fiduciary, Apostelos defrauded numerous advisory clients by misappropriating millions of dollars for his own use, to pay his employees, and to repay prior investors. And Apostelos has not opposed the imposition of any particular associational bar or a bar from participating in an offering of penny stock. We thus conclude that it is in the public interest to bar him from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent,

prison, be able and inclined to re-enter the securities industry where he would confront opportunities to violate the law again").

[46] *See George Charles Cody Price*, Advisers Act Release No. 4631, 2017 WL 405511, at *4–5 (Jan. 30, 2017) (finding that the misconduct underlying respondent's injunction demonstrated that respondent was unfit to participate in the securities industry and posed a risk to investors); *Tagliaferri*, 2017 WL 632134, at *6 (finding that the misconduct underlying respondent's conviction demonstrated that respondent was unfit to participate in the securities industry and posed a risk to investors).

or nationally recognized statistical rating organization, and from participating in an offering of penny stock.[47]

An appropriate order will issue.

By the Commission (Chair GENSLER and Commissioners CRENSHAW, UYEDA and LIZÁRRAGA; Commissioner PEIRCE concurring in part and dissenting with respect to the imposition of a bar from participating in an offering of penny stock).

Vanessa A. Countryman
Secretary

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[47] *See Price*, 2017 WL 405511, at *5 (imposing industry bar where it was necessary to protect the public); *Tagliaferri*, 2017 WL 632134, at *6 (imposing associational and penny stock bars where they were necessary to protect the public).

Although some of Apostelos's misconduct occurred before the July 22, 2010, effective date of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the egregious misconduct that post-dated the effective date of the Dodd-Frank Act alone warrants a bar from associating in all of the capacities listed above. *See, e.g., Joseph A. Meyer, Jr.*, Exchange Act Release No. 94822, 2022 WL 1288226, at *4 n.17 (Apr. 29, 2022) (noting that, although respondent's misconduct straddled the effective date, his post-Dodd-Frank conduct alone demonstrated that an industry bar was necessary to protect the public); *see also Bartko v. SEC*, 845 F.3d 1217, 1222-26 (D.C. Cir. 2017) (holding that it is "impermissibly retroactive" to impose a collateral bar based on a respondent's misconduct that occurred before Dodd-Frank's effective date). Indeed, the district court found that Apostelos's misconduct from November2010 through October 2014 was a sufficient basis for imposing over $11 million in disgorgement. *See Apostelos*, 2019 WL 3944755, at *3, *14.

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 99539 / February 14, 2024

INVESTMENT ADVISERS ACT OF 1940
Release No. 6557 / February 14, 2024

Admin. Proc. File No. 3-19435

In the Matter of

WILLIAM M. APOSTELOS

ORDER IMPOSING REMEDIAL SANCTIONS

On the basis of the Commission's opinion issued this day, it is

ORDERED that William M. Apostelos is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; and it is further

ORDERED that William M. Apostelos is barred from participation in any offering of penny stock, including acting as a promoter, finder, consultant, agent, or other person who engages in activities with a broker, dealer, or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

By the Commission.

Vanessa A. Countryman
Secretary