UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 105811 / June 30, 2026

WHISTLEBLOWER AWARD
PROCEEDING File No. 2026-32

In the Matter of the Claims for an Award

in connection with

Redacted

Notice of Covered Action Redacted

ORDER DETERMINING WHISTLEBLOWER AWARD CLAIMS

The Claims Review Staff ("CRS") issued a Preliminary Determination in connection with the above-referenced Covered Action (the "Covered Action")[1] recommending that the Commission: (i) award Redacted ("Claimant 1") *** percent (***%) of the monetary sanctions collected or to be collected in the Covered Action, excluding collections from Additional Action 1; (ii) award joint claimants Redacted ("Joint Claimant 2"), Redacted ("Joint Claimant 3"), and Redacted ("Joint Claimant 4") Redacted percent (***%) of the monetary sanctions collected or to be collected in the Covered Action; (iii) deny the award claim of joint claimants Redacted ("Joint Claimant 5") and Redacted ("Joint Claimant 6"); and (iv) deny the award claim of Redacted ("Claimant 7").[2] Claimant 1 and Joint Claimants 2,

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[1] Pursuant to Rule 21F-4(d)(1) of the Securities Exchange Act of 1934 ("Exchange Act"), we find that the Covered Action, Redacted includes the following additional proceedings because they arose out of the same nucleus of operative facts as the Covered Action: (i) *** Redacted ("Additional Action 1"); (ii) Redacted Redacted ("Additional Action 2"); and (iii) Redacted Redacted Redacted ("Additional Action 3"). Redacted

Redacted For purposes of paying whistleblower awards in the Covered Action, we count as collected the amounts paid from the defendants Redacted that are distributed by the receiver to harmed investors as relief for the securities law violations, as well as the amounts paid by the defendants *** Redacted to the Commission. *See Order Determining Whistleblower Award Claim*, Rel. No. 34-93726 (Dec. 7, 2021).

[2] In the Preliminary Determination, Joint Claimants 2, 3, and 4 are referred to collectively as Claimant 2, and Joint Claimants 5 and 6 are referred to collectively as Claimant 3, and Claimant 7 as Claimant 6. The CRS also preliminarily denied the award claims of three other joint claimants and one other single claimant, who did not seek

3, and 4 did not seek reconsideration of their award recommendations. Joint Claimants 5 and 6 and Claimant 7 filed timely responses contesting the Preliminary Determination.

Based upon our review of the record before us, we award Claimant 1 *** percent (***%) of the monetary sanctions collected or to be collected in the Covered Action excluding collections in Additional Action 1, equal to a current payment of approximately $350, award Joint Claimants 2, 3, and 4 *** percent (***%) of the monetary sanctions collected or to be collected in the Covered Action, equal to a current payment of approximately $6,000, and deny the award claims of Joint Claimants 5 and 6 and Claimant 7. Our decision as to Joint Claimants 2, 3, and 4 departs from the award amount that the CRS recommended in its Preliminary Determination.

I. Background

A. The Covered Action

On Redacted, the Commission instituted settled administrative cease-and-desist proceedings against Redacted ("Respondent"), founder and former owner, Chief Executive Officer, and director of Redacted ("Entity") for his/her role in Entity's fraudulent Redacted of the Entity funds ("Funds"). Among other relief, the Commission ordered Respondent to pay a civil penalty of Redacted and disgorgement of Redacted plus prejudgment interest of Redacted. The Court ordered these amounts to be paid to the receiver appointed in an action against the Entity, Redacted Redacted

The Office of the Whistleblower posted the Notice of Covered Action on the Commission's public website inviting claimants to submit whistleblower award applications within 90 days.[3] Claimant 1, Joint Claimants 2, 3, and 4, Joint Claimants 5 and 6, and Claimant 7 each filed a timely whistleblower award claim.

B. The Preliminary Determination

The CRS preliminary determined to recommend that Claimant 1 receive a *** % award, excluding collections from Additional Action 1.[4] In reaching the recommended award

reconsideration. Accordingly, their preliminary denials became the Final Order of the Commission pursuant to Exchange Act Rule 21F-10(f), 17 C.F.R. § 240.21F-10(f).

[3] *See* Exchange Act Rule 21F-10(a), 17 C.F.R. § 240.21F-10(a).

[4] The record shows that Claimant 1, an officer, learned of the information in the normal course of his/her employment responsibilities and through his/her own interactions and not because anyone reported the misconduct to him/her or through the entity's compliance processes. *See* Exchange Act Rule 21F-4(b)(4)(iii)(A); 17 C.F.R. § 240.21F-4(b)(4)(iii)(A). In any event, Claimant 1 satisfies the 120-day exception set forth in Rule 21F-4(b)(4)(v)(C); 17 C.F.R. § 240.21F-4(b)(4)(v)(C). Although Claimant 1 learned of some of the information from

percentage, the Claims Review Staff considered that Claimant 1 provided helpful information and assistance at the beginning of the investigation, saving Commission time and resources, but unreasonably delayed in reporting to the Commission and Redacted his/her role in the misconduct, warranting a considerable percentage reduction and minimum award.

The CRS preliminarily determined to recommend that Joint Claimants 2, 3, and 4 receive a *** % award. In reaching the recommended award percentage, the Claims Review Staff considered that Joint Claimants 2, 3 and 4 provided new information during settlement discussions that expanded the investigation and resulted in additional findings in the Covered Action. On the other hand, Joint Claimants 2 and 4 participated in the misconduct for a short period of time.

As to Joint Claimants 5 and 6, the CRS preliminarily determined to recommend that the Commission deny their award claim because they do not meet the voluntary submission requirement of Rule 21F-4(a).[5] Joint Claimant 6 worked at the fund administrator for Entity. In connection with an examination of Entity, Joint Claimant 6 responded on behalf of the fund administrator to a request from Exams staff ("Exams request") related to the same subject matter as Joint Claimant 5 and 6's tip prior to submitting the tip to the Commission.[6] Both the Exams request and Joint Claimants 5 and 6's tip concerned the *** for the Funds. Joint Claimant 6 signed the response as Redacted . The CRS further recommended that the Commission not exercise its exemptive authority under Exchange Act Section 36(a) to waive the voluntary requirement as to Joint Claimants 5 and 6.

The CRS preliminarily determined to recommend a denial of Claimant 7's award claim because Claimant 7 did not provide information that led to the successful enforcement of the referenced Covered Action within the meaning of Section 21F(b)(1) of the Exchange Act and Rules 21F-3(a)(3) and 21F-4(c) thereunder. Claimant 7 submitted a tip more than three years after the Covered Action investigation was opened, when Enforcement staff was already in settlement discussions. Although Enforcement staff met with Claimant 7 and obtained a declaration from Claimant 7, Claimant 7's information was vague or duplicative of information that staff already had in its possession and did not help advance the investigation or have an impact on the charges brought by the Commission. Enforcement staff was already aware of a

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another officer, Claimant 1 does not fall within the derivative-use exclusion because he/she provided information about possible violations involving the other officer. *See* Exchange Act Rule 21F-4(b)(4)(vi); 17 C.F.R. § 240.21F-4(b)(4)(vi).

[5] *See* Exchange Act Rule 21F-4(a), 17 C.F.R. § 240.21F-4(a) (your submission is made voluntarily "if you provide your submission before a request, inquiry, or demand that relates to the subject matter of your submission is directed to you" by the Commission).

[6] Joint Claimants 5 and 6 acted as a unit, submitting a joint TCR and also submitting their WB-APPs jointly through the same counsel; therefore, they are both deemed not voluntary. *See Johnston v. SEC*, 49 F.4th 569 (D.C. Cir. Sept. 23, 2022) (affirming the SEC's determination that whistleblowers were joint by looking at whether the claimants were joint as of the time they submitted information to the Commission).

witness identified by Claimant 7 and did not use Claimant 7's declaration in settlement negotiations or otherwise.

II. Analyses

A. Claimant 1 Analysis

Claimant 1 voluntarily provided original information to the Commission that led to the successful enforcement of the referenced Covered Action pursuant to Section 21F(b)(1) of the Exchange Act and Rule 21F-3(a) promulgated thereunder. Because Claimant 1 Redacted his/her role in the underlying misconduct, any amounts collected from Additional Action 1 cannot be counted toward an award for Claimant 1 pursuant to Rule 21F-16, which states:

> In determining whether the required $1,000,000 threshold has been satisfied (this threshold is further explained in § 240.21F-10 of this chapter) for purposes of making any award, the Commission will not take into account any monetary sanctions that the whistleblower is ordered to pay, or that are ordered against any entity whose liability is based substantially on conduct that the whistleblower directed, planned, or initiated. Similarly, if the Commission determines that a whistleblower is eligible for an award, any amounts that the whistleblower or such an entity pay in sanctions as a result of the action or related actions will not be included within the calculation of the amounts collected for purposes of making payments.[7]

Rule 21F-6(c) establishes a presumption of a statutory maximum award where (1) the maximum award would be $5 million or less and (2) none of the negative award factors under Rule 21F-6(b)—*i.e.*, culpability, unreasonable reporting delay, or interference with an internal compliance and reporting system—are present and Rule 21F-16 regarding culpable whistleblowers does not apply. The Commission may depart from the presumption if (1) the assistance provided by the whistleblower was, "under the relevant facts and circumstances, limited," or (2) a maximum award "would be inconsistent with the public interest, the promotion of investor protection, or the objectives of the whistleblower program."[8] If two or more claimants qualify for an award, and at least one qualifies for the presumption, the aggregate amount awarded to all meritorious claimants will be the statutory maximum.[9] When determining the allocation of the award between multiple meritorious claimants, the Commission considers whether each individual claimant's award application includes any negative award factors.[10] In

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7 Exchange Act Rule 21F-16, 17 C.F.R. § 240.21F-16.

8 Exchange Rule 21F-6(c)(1)(iv), 17 C.F.R. § 240.21F-6(c)(1)(iv).

9 Exchange Act Rule 21F-6(c)(3), 17 C.F.R. § 240.21F-6(c)(3).

10 *Id*.

addition, "the rule requires that in allocating [the statutory maximum] among the meritorious claimants, the Commission will consider all relevant facts."[11]

The claimants here do not qualify for the presumption. Claimant 1 participated in the misconduct and unreasonably delayed in reporting to the Commission. Joint Claimants 2 and 4 participated in the misconduct. Accordingly, in determining the amount of award to recommend, the Commission is to consider the following factors set forth in Rules 21F-6(a) and (b) of the Exchange Act as they apply to Claimant 1 and Joint Claimants 2, 3, and 4: (1) the significance of information provided to the Commission; (2) the assistance provided in the Commission action; (3) law enforcement interest in deterring violations by granting awards; (4) participation in internal compliance systems; (5) culpability; (6) unreasonable reporting delay; and (7) interference with internal compliance and reporting systems.[12]

We agree with a *** % award to Claimant 1. Claimant 1 provided helpful information and assistance at the beginning of the investigation, saving Commission time and resources, but Claimant 1 unreasonably delayed for approximately *** years in reporting to the Commission and Redacted his/her role in the misconduct, warranting a substantial percentage reduction and minimal award.

B. Joint Claimants 2, 3, and 4 Analysis

Joint Claimants 2, 3, and 4 voluntarily provided original information to the Commission that led to the successful enforcement of the referenced Covered Action pursuant to Section 21F(b)(1) of the Exchange Act and Rule 21F-3(a) promulgated thereunder, and should receive an award jointly[13] of *** % of the monetary sanctions collected or to be collected in the Covered Action.[14]

As noted above, the 30% presumption does not apply, and we consider the Exchange Act Rule 21F-6(a) and (b) factors. After reviewing the record before us, we have decided to depart from the award amount that the CRS recommended in the Preliminary Determination. Instead, a *** % award to Joint Claimants 2, 3, and 4 is more appropriate. Joint Claimants 2, 3, and 4 provided new information during settlement discussions that expanded the investigation and

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[11] Whistleblower Program Rules, 85 Fed. Reg. 70898, 70912 (Nov. 5, 2020) (codified at 17 C.F.R. pts. 240 & 249).

[12] 17 C.F.R. § 240.21F-6(a) and (b).

[13] A joint award is appropriate as Joint Claimants 2, 3, and 4 presented themselves as acting jointly in their Forms TCR. *See* Rule 21F-2(a)(1), 17 C.F.R. § 240.21F-2(a)(1).

[14] Even if one or more of Joint Claimants 2, 3 and 4 fall within the officer exclusion, they remain award eligible because the record shows that they "had a reasonable basis to believe that disclosure of the information to the Commission [was] necessary to prevent the relevant entity from engaging in conduct that [was] likely to cause substantial injury to the financial interest or property of the entity or investors." Exchange Act Rule 21F-4(b)(4)(v)(A), 17 C.F.R. § 240.21F-4(b)(4)(v)(A).

resulted in additional findings in the Covered Action. On the other hand, their information related to only one set of the findings in the Covered Action, and moreover, Joint Claimants 2 and 4 participated in the underlying misconduct for a short period of time. While Joint Claimants 2 and 4 were not charged in the Covered Action, Joint Claimants 2 and 4 engaged in facilitating the fraudulent conduct, warranting a considerable award percentage reduction. As such, we conclude that an aggregate Redacted award in this matter for Claimant 1 and Joint Claimants 2, 3, and 4 is appropriate.

C. Joint Claimants 5 and 6's Response and Analysis

In their reconsideration request, Joint Claimants 5 and 6 make the following principal arguments: (i) their submission was voluntary because the subject matter of the Exams request concerned a potential Redacted scheme and not the misrepresented *** for the Funds; (ii) the Exams request was not directed to Joint Claimant 6; (iii) Joint Claimant 5's submission was voluntary and cannot be tainted by any acts of Joint Claimant 6; and (iv) if their submission is not voluntary, the Commission should exercise its exemptive authority under Exchange Act Section 36(a). Joint Claimants 5 and 6 also complain that the Exams request and Joint Claimant 6's response were not included in the record, and so Joint Claimant 6 cannot verify his/her signature on the response. After considering the issues raised in their reconsideration request and all aspects of the administrative record, including a supplemental declaration provided by the relevant Exams staff that includes a copy of the Exams request and Joint Claimant 6's response, which we credit, we find that Joint Claimants 5 and 6 are not eligible for an award because they did not provide information voluntarily to the Commission.

Section 21F(b)(1) of the Exchange Act requires that a whistleblower submit original information "voluntarily" in order to be considered for an award. Rule 21F-4(a) establishes a simple and straightforward test for when we will treat a whistleblower as having submitted information voluntarily; as relevant here, the whistleblower must provide his or her tip to the Commission "before a request, inquiry, or demand that relates to the subject matter of your submission is directed to you or anyone representing you" by the Commission.[15] If the Commission directs a request to the whistleblower first, the whistleblower is not eligible for an award. The Commission adopted this approach after considering extensive comments and alternative suggestions to create a "strong incentive for whistleblowers to come forward early with information about possible violations of the securities laws rather than wait until Government or other official investigators 'come knocking on the door.'"[16]

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[15] Exchange Act Rule 21F-4(a), 17 C.F.R. § 240.21F-4(a).

[16] Proposed Rules for Implementing the Whistleblower Provisions of Section 21F of the Securities Exchange Act of 1934, 76 Fed. Reg. 70488, 70490 (Nov. 17, 2010) (codified at 17 C.F.R. pts. 240 & 249); *see also* Securities Whistleblower Incentives and Protections, 76 Fed. Reg. 34300, 34306-307 (June 13, 2011) (codified at 17 C.F.R. pts. 240 & 249).

Here, according to the record, including an affidavit submitted by Joint Claimant 6 in connection with the reconsideration request, in *** , Joint Claimant 6 became affiliated with Redacted ("Fund Administrator 1") as the supervisor of Redacted and was later promoted to Redacted . Fund Administrator 1 was acquired by Redacted ("Fund Administrator 2") in *** and Joint Claimant 6 continued as Redacted at Fund Administrator 2. Joint Claimant 6 was assigned to supervise the Entity account in *** . Joint Claimant 6 was Joint Claimant 5's immediate supervisor. Joint Claimant 5 was added to the Entity account in *** . On Redacted , as part of an examination of Entity, Exams staff sent a request addressed to a representative of Fund Administrator 1, asking for the balance of the Funds as of Redacted . Accompanying the Exams request was a letter from the Redacted Entity authorizing Fund Administrator 1 to provide the information and explaining that Commission staff "is conducting an examination of this firm and seeks to verify the assets of certain of our clients that are in the custody of [Fund Administrator 1]." On Redacted , Joint Claimant 6 responded to the Exams staff on behalf of Fund Administrator 2 providing the Redacted for the Entity Redacted Fund. Joint Claimant 6 signed the response as Redacted . In Redacted , approximately *** months after responding to the Exams request, Joint Claimants 5 and 6 submitted a joint tip to the Commission alleging that Entity was Redacted Redacted for the Funds and that the *** of the Funds were significantly Redacted .

Whether or not the exam associated with the Exams request concerned Redacted Redacted or the conduct charged in the Covered Action is not dispositive of whether the request from Exams related to the subject matter of Joint Claimants 5 and 6's subsequent submission. The Exams request specifically concerned the *** of the Funds and Joint Claimant 5 and 6's submission also concerned the *** of the Funds. As such, the Exams request and Joint Claimants 5 and 6's tip concerned the same subject matter.

Similarly, we disagree with Joint Claimants 5 and 6's contention that because the Exams request was not personally addressed to Joint Claimant 6 it was not "directed to" Joint Claimant 6. The Exams request was addressed to a representative at Fund Administrator 1. However, Joint Claimant 6 was the one who possessed the information that was being requested and was in a position to respond on behalf of Fund Administrator 2 (the successor of Fund Administrator 1) and signed the response as " Redacted ." The Commission has previously found that requests to an employer that solicit information from the relevant employee, even though not addressed to the employee, is still "directed to" the employee for purposes of Rule 21F-4(a).[17]

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[17] *Order Determining Whistleblower Award Claims*, Rel. No. 34-86010 (June 3, 2019) (finding claimants not voluntary where information request from other authority did not reference claimants by name but did request a response from the relevant employees); *Order Determining Whistleblower Award Claims*, Rel. No. 34-84046 (Sept. 6, 2018) (finding claimant 2 not voluntary because he/she appeared before another regulator for an investigative interview and then made a whistleblower submission about a year after the interview related to the same subject matter; rejecting argument that regulator did not direct the request for an interview specifically to claimant 2).

More broadly, we view a person who possesses responsive information and who then responds on behalf of the target of a request as someone that the request was functionally "directed to." Otherwise, we would be potentially put into the untenable position of awarding individuals who withhold key information from the response they send to the Commission for the sole purpose of submitting that key information later in their individual capacity as a whistleblower.

The record supports the conclusion that Joint Claimants 5 and 6 are joint whistleblowers. The statute defines a whistleblower as "any individual who provides, or 2 or more individuals acting jointly who provide, information relating to a violation of the securities laws to the Commission."[18] As the D.C. Circuit observed, "[a]lthough the statute does not define 'jointly,' the ordinary meaning of the term is '[i]n common; together.'"[19] Joint Claimants 5 and 6 presented themselves as joint whistleblowers to the Commission, submitting one Form TCR with both of their names on the submission. In the narrative submitted with their WB-APPs, their counsel confirms that they "jointly submitted" their TCR. Joint Claimant 6's affidavit submitted in connection with the request for reconsideration says he/she and Joint Claimant 5 submitted the Form WB-APP jointly, that they are both listed as submitters in the TCR and that they agreed to divide any award equally. As such, Joint Claimants 5 and 6 admit, and the record supports the conclusion that they are joint whistleblowers.[20]

However, Joint Claimants 5 and 6 argue that *Johnston v. SEC* does not stand for the proposition that if one joint claimant is disqualified from award eligibility then the other joint claimant is necessarily also disqualified from eligibility. But by presenting themselves as joint whistleblowers, Joint Claimants 5 and 6's claim is adjudicated as one unit. In determining whether joint whistleblowers voluntarily provide original information that leads to the success of the Covered Action, we look to whether they, as a unit, voluntarily provided new and helpful information to the Commission. For example, in *Johnston*, the D.C. Circuit rejected Johnston's argument that the Commission had failed to find that [claimant] individually had provided original information to the Commission. "[Claimant] met 'all of the [qualifying] conditions' for eligibility because, as a member of the Johnston Team, he provided original information to the Commission."[21] Likewise, Joint Claimant 5 does not meet the qualifying conditions of award eligibility because as a member of the Joint Claimant 5-Joint Claimant 6 team, his/her information was not voluntarily provided to the Commission because a prior request for information had been directed to a member of the team (Joint Claimant 6) by the Commission. If this were not the case, then any person who receives a request for information or documents from the Commission could file a joint whistleblower tip with another individual who had not

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[18] Exchange Act Section 21F(a)(6).

[19] *Johnston*, 49 F.4th at 576.

[20] *Id*. at 576-69; *see also Pederson v. SEC*, 153 F.4th 624 (8th Cir. Aug. 22, 2025) (denied en banc) (agreeing with *Johnston* and finding that whistleblowers were not joint as they provided no information jointly).

[21] *Johnston*, 49 F.4th at 577.

received a request and then make a joint claim for a whistleblower award. This would amount to an end-run around the statutory requirement that whistleblowers provide their information voluntarily to the Commission to be award eligible.

We decline to exercise our discretionary authority under Section 36(a) of the Exchange Act to exempt Joint Claimants 5 and 6 from the voluntary requirement as it would not be in the public interest and consistent with the protection of investors.[22] The record supports the conclusion that Joint Claimant 6 had concerns at the time of the response to the Exams request, including having raised concerns internally and threatening to no longer work on the Entity account, yet Joint Claimant 6 did not raise any concerns in the response. The reconsideration request contends that at the time of the response to Exams, Joint Claimant 6 had "no actual knowledge that [Entity] was operating a Redacted or otherwise involved in any illegal activity." Later in the reconsideration request, however, Joint Claimant 6 concedes that, at the time of the Exams request, Joint Claimant 6 believed the fund administrator was investigating the Funds. As to Joint Claimant 5, the record does not support the conclusion that Joint Claimant 5 would have provided helpful information but for Joint Claimant 6, who was Joint Claimant 5's immediate supervisor. Finally, waiving the voluntary requirement here would do nothing to encourage fund administrators or other entities in the securities industry who witness fraudulent conduct to report their information to the Commission.

D. Claimant 7's Response and Analysis

In Claimant 7's reconsideration request, Claimant 7 primarily argues that a witness Claimant 7 identified was the "linchpin" of the Commission's allegations pertaining to the Redacted and that Claimant 7 advanced the Covered Action by: (i) providing a "roadmap" of questions to ask the witness; (ii) putting the staff in touch with the witness by providing the witness' cell phone number; and (iii) encouraging the witness to cooperate with Enforcement staff. Claimant 7 further complains that if he/she had no new helpful information, why did staff interview him/her for seven hours over the course of four days and that the staff declaration and Preliminary Determination fail to consider all the specific information and documents he/she provided. Finally, Claimant 7 notes that staff may have "applied an incorrect lens," and considered whether his/her information was unique as opposed to determining whether his/her information, at the time, advanced the investigation and conserved resources. After considering the issues raised in Claimant 7's request for reconsideration, and all aspects of the administrative record, including a supplemental declaration provided by the relevant investigative staff, which we credit, we find that Claimant 7 did not provide information that led

[22] Exchange Act Section 36(a) grants the Commission the authority in certain circumstances to "exempt any person … from any provision or provisions of this title or of any rule or regulation thereunder, to the extent that such exemption is necessary or appropriate in the public interest, and is consistent with the protection of investors." *See* 15 U.S.C. § 78mm(a)(1).

to the success of the Covered Action within the meaning of Section 21F(b)(1) of the Exchange Act and Rules 21F-3(a)(3) and 21F-4(c) thereunder.

To qualify for an award under Section 21F of the Exchange Act, a whistleblower must have "voluntarily provided original information to the Commission that led to the successful enforcement of the covered . . . action."[23] Rules 21F-4(c)(1) and (c)(2) specify that this "led to" requirement is satisfied if either "you gave the Commission original information that cause[d] the staff to . . . open an investigation . . . or to inquire concerning different conduct as part of a current examination or investigation" or "[y]ou gave the Commission original information about conduct that was already under examination and investigation by the Commission . . . and your submission significantly contributed to the success of the action." In determining whether the information "significantly contributed" to the success of the action, the Commission will consider whether the information was "meaningful" in that it "made a substantial and important contribution" to the success of the covered action. For example, the Commission will consider a claimant's information to have significantly contributed to the success of an enforcement action if it allowed the Commission to bring the action in significantly less time or with significantly fewer resources, or to bring additional successful claims or successful claims against additional individuals or entities.[24] Here, Claimant 7's information does not satisfy the "led to" requirement under Rule 21F-4(c)(1) as he/she submitted his/her information to the Commission approximately three years after the opening of the investigation.

Nor did Claimant 7's information cause Enforcement staff to inquire into different conduct or significantly contribute to the success of the Covered Action. According to a supplemental declaration provided by the relevant Enforcement staff, prior to receiving any information from Claimant 7, the staff was already aware that the Entity was improperly Redacted Redacted . Moreover, Enforcement staff already knew about the witness identified by Claimant 7 prior to receiving any information from Claimant 7 and planned to interview the witness. As to the witness' cell phone number, Enforcement staff already had multiple telephone numbers for the witness from a report that staff typically pulls for potential witnesses. Because it was not readily clear whether any of the numbers was for the witness' cell phone, staff asked if Claimant 7 could provide the witness' cell phone number. As to whether Claimant 7 helped the staff prepare for its interview of the witness, Claimant 7's information helped inform some of the staff's questioning since they spoke to Claimant 7 first. However, Enforcement staff prepared its own questions and outline for the interview, the scope of which went beyond the information provided by Claimant 7. Helping staff narrow down which number was the cell phone number of an already known witness and providing information to inform certain questioning of the same

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[23] Exchange Act Section 21F(b)(1), 15 U.S.C. § 78u-6(b)(1). *See also Kilgour v. SEC*, 942 F.3d 113, 122-23 (2d Cir. 2019) (reading the "led to" language in Section 21F(b)(1) as "seem[ing] to require that the information as provided by the whistleblower must have 'led to the successful enforcement action.'").

[24] *Order Determining Whistleblower Award Claims*, Rel. No. 34-90922 (Jan. 14, 2021) at 4; *see also Order Determining Whistleblower Award Claims*, Rel. No. 34-85412 (Mar. 26, 2019) at 9 (same).

witness does not meet the significant contribution standard under Rule 21F-4(c)(2).[25] Finally, even if Claimant 7 encouraged the witness to cooperate with the staff,[26] we do not interpret that effort as significant contribution because the staff had already identified the witness.

While Claimant 7 was cooperative and spoke with the staff multiple times, the record, which includes two declarations by the investigative staff, supports the conclusion that none of the information provided by Claimant 7 meaningfully advanced the Covered Action investigation. Claimant 7's information was submitted three years after the opening of the investigation, rendering much of his/her information duplicative of information staff already knew from its review of documents or testimony of other witnesses. None of Claimant 7's information was used in, or had any impact, on the charges brought by the Commission in the Covered Action. None of Claimant 7's information saved the Commission significant time and resources or helped the Commission bring additional charges or charges against additional parties.

III. Conclusion

Accordingly, it is hereby ORDERED that: (i) Claimant 1 shall receive an award of *** percent (***%) of the monetary sanctions collected or to be collected in the Covered Action, excluding any collections from Additional Action 1; (ii) Joint Claimants 2, 3, and 4 shall receive an award of *** percent (***%) of the monetary sanctions collected or to be collected in the Covered Action; (iii) the award claims of Joint Claimants 5 and 6 be denied; and (iv) the award claim of Claimant 7 be denied.

By the Commission.

Vanessa A. Countryman
Secretary

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[25] "While we continue to believe that the primary focus of the program is to encourage the submission of information regarding conduct not already known to us, we recognize that in *some* cases information voluntarily provided by a whistleblower can play a *vital* role in advancing an existing investigation. Thus, a whistleblower will be eligible for an award in a matter already under investigation if his or her information 'significantly contributes' to our success. In applying this standard, among other things, we will look at factors such as whether the information allowed us to bring: (1) our successful action in *significantly* less time or with *significantly* fewer resources; (2) additional successful claims; or (3) successful claims against additional individuals or entities." Securities Whistleblower Incentives & Protections, 76 Fed. Reg. 34300, 34325 (June 13, 2011) (codified at 17 C.F.R. pts. 240 & 249) (emphasis added).

[26] Based on a declaration provided by Claimant 7 in connection with the request for reconsideration, Claimant 7's encouragement to cooperate appears to be limited to Claimant 7 telling the witness to get a lawyer and to tell the truth.