

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 64588 / June 2, 2011

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 3286 / June 2, 2011

ADMINISTRATIVE PROCEEDING
File No. 3-14177

In the Matter of

CARL W. JASPER, CPA

Respondent.

**ORDER MAKING FINDINGS AND
IMPOSING REMEDIAL SANCTIONS
PURSUANT TO RULE 102(e)(3) OF THE
COMMISSION'S RULES OF PRACTICE**

I.

On January 7, 2011, the Securities and Exchange Commission ("Commission") instituted public administrative proceedings pursuant to Rule 102(e)(3)¹ of the Commission's Rules of Practice against Carl W. Jasper ("Respondent" or "Jasper").

II.

In connection with these proceedings, Respondent has submitted an Offer of Settlement (the "Offer") which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and prior to a hearing pursuant to the Commission's Rules of Practice, 17 C.F.R. §201.100, et seq., and without admitting or denying the findings herein, except as to the Commission's jurisdiction over him and the subject matter of these proceedings, which are

¹ Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, . . . suspend from appearing or practicing before it any . . . accountant . . . who has been by name . . . permanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

admitted, Respondent consents to the entry of this Order Making Findings and Imposing Remedial Sanctions Pursuant to Rule 102(e) of the Commission's Rules of Practice, as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Jasper, age 54, is and has been a certified public accountant ("CPA") licensed to practice in the State of California. From April 1999 through January 2007, Respondent served as Vice President, Chief Financial Officer, and Principal Accounting Officer of Maxim Integrated Products, Inc. ("Maxim"), a San Jose semiconductor company. From 1983 to 1995, Respondent worked as an auditor for Ernst & Young, LLP. Respondent's CPA license was inactive during his tenure at Maxim.

2. On November 5, 2010, the United States District Court for the Northern District of California entered an amended final judgment against Respondent. *SEC v. Jasper*, C-07-6122 JW (N.D. Cal. Dec. 4, 2007). The Amended Final Judgment followed a jury trial in which the jury found that Respondent violated Section 17(a)(1) of the Securities Act of 1933 ("Securities Act") and Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), and Rules 10b-5, 13a-14, 13b2-1, and 13b2-2 thereunder, and aided and abetted Maxim's violations of Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11, and 13a-13 thereunder.

3. The Amended Final Judgment against Respondent, among other things, permanently enjoins him from future violations, direct or indirect, of Section 17(a)(1) of the Securities Act and Section 10(b) of the Exchange Act and Rules 10b-5, 13a-14, 13b2-1, and 13b2-2 thereunder, and from aiding and abetting any violations of Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11, and 13a-13 thereunder. It also bars Respondent, for a period of two years, from acting as an officer or director for any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act, 15 U.S.C. § 781, or that is required to file reports pursuant to Section 15(d) of the Exchange Act, 15 U.S.C. § 78o(d), and requires Respondent to reimburse Maxim \$1,869,639 and pay a civil penalty of \$360,000.

4. The Commission's first amended complaint alleged that Respondent, from at least 2000 through 2005, engaged in a scheme to illegally backdate stock options granted to Maxim's employees and directors, concealing millions of dollars in expenses from investors and significantly overstating Maxim's income. It further alleged that Respondent was aware that Maxim granted options on purported dates that had been selected with hindsight and that he knew, or was reckless in not knowing, that Maxim was failing to report expenses for those in-the-money options and was falsely reporting that it only granted options at fair market value. It further alleged that Respondent signed several of Maxim's public filings, including annual, quarterly, and current reports and registration statements that were materially false and misleading.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent Jasper's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that:

A. Jasper is suspended from appearing or practicing before the Commission as an accountant.

B. After five years from the date of this order, Respondent may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission. Such an application must satisfy the Commission that Respondent's work in his practice before the Commission will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or

2. an independent accountant. Such an application must satisfy the Commission that:

(a) Respondent, or the public accounting firm with which he is associated, is registered with the Public Company Accounting Oversight Board ("Board") in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;

(b) Respondent, or the registered public accounting firm with which he is associated, has been inspected by the Board and that inspection did not identify any criticisms of or potential defects in the Respondent's or the firm's quality control system that would indicate that the Respondent will not receive appropriate supervision;

(c) Respondent has resolved all disciplinary issues with the Board, and has complied with all terms and conditions of any sanctions imposed by the Board (other than reinstatement by the Commission); and

(d) Respondent acknowledges his responsibility, as long as Respondent appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the Board, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards.

C. The Commission will consider an application by Respondent to resume appearing or practicing before the Commission provided that his license is current and he has resolved all other disciplinary issues with the applicable boards of accountancy. However, if licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Respondent's character, integrity, professional conduct, or qualifications to appear or practice before the Commission.

By the Commission.

Elizabeth M. Murphy
Secretary

Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Making Findings and Imposing Remedial Sanctions Pursuant to Rule 102(e)(3) of the Commission's Rules of Practice ("Order") on the Respondent and his legal agent.

The attached Order has been sent to the following parties and other persons entitled to notice:

Honorable Brenda P. Murray
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