

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 70343 / September 6, 2013**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 3666 / September 6, 2013**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-15462**

**In the Matter of**

**VICTOR MANUEL RIVERA, JR.**

**Respondent.**

**ORDER INSTITUTING  
ADMINISTRATIVE PROCEEDINGS  
PURSUANT TO SECTION 15(b) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
AND 203(f) OF THE INVESTMENT  
ADVISERS ACT OF 1940, MAKING  
FINDINGS, AND IMPOSING REMEDIAL  
SANCTIONS**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Victor Manuel Rivera, Jr. (“Respondent”).

**II.**

In anticipation of the institution of 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, Respondent consents to the Commission’s jurisdiction over him and the subject matter of these proceedings and to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Exchange Act and Section

203(f) of the Advisers Act, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

### III.

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

1. Rivera, 49 years old, resides in Clifton, New Jersey. From August 2007 through March 2011, Rivera was an investment adviser representative and registered representative associated with Morgan Stanley Smith Barney (and its predecessor firm), a broker-dealer and investment adviser registered with the Commission.

2. On February 28, 2012, Rivera pled guilty to one count of wire fraud in violation of 18 United States Code, Section 1343 before the United States District Court for the District of New Jersey, in United States v. Victor Manuel Rivera, Jr., 2:12-cr-00150-WJM (D.N.J.). On August 1, 2012, a judgment in the criminal case was entered against Rivera. He was sentenced to two years’ probation and ordered to make restitution in the amount of \$94,000.

3. The count of the criminal information to which Rivera pled guilty alleged that from October 2008 through October 2010, Rivera defrauded investors and obtained money and property by means of materially false and misleading statements, and that he transmitted by wire funds in interstate commerce from the defrauded investors, without their knowledge or authorization, to a bank account Rivera controlled.

### IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act and 203(f) of the Advisers Act that Respondent be, and hereby is:

barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; and barred from participating in any offering of a 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.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disbarment ordered against the Respondent, whether or not the Commission has fully or partially

waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Elizabeth M. Murphy  
Secretary