UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 73197 / September 23, 2014

ADMINISTRATIVE PROCEEDING
File No. 3-16158

In the Matter of

David A. Roskein,

Respondent.

ORDER INSTITUTING CEASE-AND-DESIST PROCEEDINGS PURSUANT TO SECTION 21C OF THE SECURITIES EXCHANGE ACT OF 1934, MAKING FINDINGS, AND IMPOSING REMEDIAL SANCTIONS AND A CEASE-AND-DESIST ORDER

I.

The Securities and Exchange Commission ("Commission") deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 ("Exchange Act"), against David A. Roskein ("Roskein" or "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, and without admitting or denying the findings herein, except as to the Commission's jurisdiction over him and the subject matter of these proceedings and except as otherwise provided herein in paragraph IV.C, which are admitted, Respondent consents to the entry of this Order Instituting Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order ("Order"), as set forth below.

III.

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

Summary

1. These proceedings arise out of insider trading by Roskein, who purchased securities of Terremark Worldwide, Inc. ("Terremark") on the basis of material nonpublic information that he learned during a telephone call, when an employee of Terremark ("Individual A") told him about an impending acquisition of Terremark by Verizon Communications, Inc. ("Verizon"). Individual A told Roskein that this information was confidential and requested Roskein not to trade securities based on the information, and Roskein agreed to keep the information confidential and not to trade on it. In violation of Sections 10(b) and 14(e) of the Exchange Act and Rules 10b-5 and 14e-3 thereunder, Roskein misappropriated the information and breached the duty of trust or confidence that he owed to Individual A when he later traded in Terremark securities in advance of the January 27, 2011 public announcement that Verizon had agreed to acquire Terremark for $19 per share via a tender offer. Roskein sold all of his Terremark securities the day after the public announcement, realizing illicit profits of $42,833.78.

Respondent

2. **David A. Roskein**, age 44, is a resident of Miami, Florida.

Other Relevant Entities and Person

3. **Terremark Worldwide, Inc.** was a Delaware corporation headquartered in Miami, Florida engaged in the business of providing managed IT solutions using carrier-neutral data centers across major networking hubs in the United States, Europe and Latin America. Prior to its acquisition by Verizon, the common stock of Terremark was registered under Section 12(b) of the Exchange Act and traded on the NASDAQ Global Market under the ticker symbol "TMRK."

4. **Verizon Communications Inc.** is a Delaware corporation headquartered in New York, New York engaged, through its subsidiaries, in the business of providing communications, information and entertainment products and services. The common stock of Verizon is registered under Section 12(b) of the Exchange Act and trades on the New York Stock Exchange and NASDAQ Global Select Market under the ticker symbol "VZ."

5. **Individual A** was an employee of Terremark during the relevant time period.

Facts

6. On December 13, 2010, a senior executive of Verizon met with the CEO of Terremark in Miami, Florida and conveyed an offer by Verizon to acquire Terremark for $19 per share, subject to due diligence, an exclusivity period, and other items. On December 14, 2010, Terremark determined to engage in the transaction process Verizon had proposed. On December 15, 2010, the parties entered into a confidentiality agreement. From mid-December through January 26, 2011, Verizon conducted due diligence regarding Terremark. The parties exchanged

an initial draft of the merger agreement on January 10, 2011 and negotiated the terms of the agreement thereafter until January 27, 2011. Verizon's board of directors approved the merger agreement on January 26, 2011 and Terremark's board of directors approved the merger agreement on January 27, 2011.

7. Individual A became aware of material nonpublic information concerning the impending transaction between Verizon and Terremark on or about January 17, 2011 during the course of Individual A's employment at Terremark. On January 20, 2011, Individual A sent an email to Terremark's Vice President of Corporate Communications, attaching a draft of a press release announcing the acquisition. In addition, that day Individual A received emails referring to "Venice" and "Grace," which Individual A knew to be the code names for Verizon and Terremark used during the transaction due diligence and negotiations.

8. By January 22, 2011, substantial steps had been taken in furtherance of the tender offer. Terremark and Verizon had signed confidentiality agreements, retained lawyers and financial advisors, and conducted due diligence.

9. At the time of the conduct described herein, Roskein and Individual A were friends and they shared a familial connection. They spoke often on the telephone and in person. Roskein knew that Individual A was an employee of Terremark.

10 On Saturday, January 22, 2011, Roskein placed a telephone call to Individual A that lasted for over eight minutes. During the call, Individual A informed Roskein about Verizon's impending acquisition of Terremark. Individual A told Roskein that this information was confidential and asked Roskein not to trade securities based on the information. Roskein agreed to keep the information confidential and not to trade on it.

11. However, on the basis of the material nonpublic information that he received from Individual A, on Monday, January 24, 2011, Roskein purchased a total of 3,700 Terremark shares in three brokerage accounts at an average price of $13.29 per share. That same day, in a fourth account, Roskein paid $4,200 to buy 30 call options on the common stock of Terremark at a price of $1.40 per unit. The call options had an expiration date of February 19, 2011 and a strike price of $12.50.

12. On Thursday, January 27, 2011, in a fifth account, Roskein purchased an additional 1,300 shares of Terremark at an average price of $13.66 per share.

13. In total, Roskein paid approximately $71,126 to purchase Terremark securities. Roskein knew or was reckless in not knowing that these securities transactions were in breach of the duty of trust or confidence he owed to Individual A.

14. After the market closed on January 27, 2011, Terremark and Verizon publicly announced the merger agreement pursuant to which Verizon would acquire all outstanding shares of Terremark for $19 per share through a tender offer.

15. On January 28, 2011, the first trading day after the merger announcement, Terremark's share price closed at $18.92, an increase of $4.87 or 35% over the prior trading day's close.

16. That same day, Roskein sold all of his Terremark securities, realizing illicit profits of $42,833.78.

17. Subsequently, on February 10, 2011, Verizon commenced a tender offer for all outstanding shares of Terremark common stock.

18. Roskein knew that the information Individual A disclosed to him concerning the impending acquisition was material and nonpublic. By purchasing Terremark securities on the basis of that information, Roskein misappropriated the information and breached the duty of trust or confidence that he owed to Individual A.

19. As a result of the conduct described above, Roskein violated Sections 10(b) and 14(e) of the Exchange Act and Rules 10b-5 and 14e-3 thereunder.

IV.

In view of the foregoing, the Commission deems it appropriate to impose the sanctions agreed to in Respondent Roskein's Offer.

Accordingly, it is hereby ORDERED that**:**

A. Pursuant to Section 21C of the Exchange Act, Respondent David A. Roskein shall cease and desist from committing or causing any violations and any future violations of Sections 10(b) and 14(e) of the Exchange Act and Rules 10b-5 and 14e-3 thereunder.

B. Respondent shall, within ten (10) days of the entry of this Order, pay disgorgement of $42,833.78, prejudgment interest thereon of $4,717.09, and a civil penalty of $42,833.78, for a total of $90,384.65, to the Securities and Exchange Commission. If timely payment is not made, additional interest shall accrue pursuant to SEC Rule of Practice 600 or 31 U.S.C. § 3717. Payment must be made in one of the following ways:

(1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;

(2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at http://www.sec.gov/about/offices/ofm.htm; or

(3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying David A. Roskein as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to G. Jeffrey Boujoukos, Associate Regional Director, Division of Enforcement, Securities and Exchange Commission, Philadelphia Regional Office, 1617 JFK Boulevard, Suite 520, Philadelphia, PA 19103.

C. Solely for the purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. § 523, the findings in the Order are true and admitted by Respondent, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Respondent under this Order or any other order, consent order, judgment, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Respondent of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. § 523(a)(19).

By the Commission.

Brent J. Fields
Secretary