

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 73521 / November 5, 2014

ADMINISTRATIVE PROCEEDING
File No. 3-16252

In the Matter of

Green Automotive Company

Respondent.

ORDER INSTITUTING CEASE-AND-DESIST PROCEEDINGS PURSUANT TO SECTION 21C OF THE SECURITIES EXCHANGE ACT OF 1934, MAKING FINDINGS, AND IMPOSING 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 Green Automotive Company (“Green Automotive” 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 Green Automotive and the subject matter of these proceedings, 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 a Cease-and-Desist Order (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds¹ that:

Company Background

1. Green Automotive Company is a Nevada company headquartered in Newport Beach, California. Green Automotive is a smaller reporting company under Rule 12b-2 of the Exchange Act and has been registered with the Commission under Section 12(g) of the Exchange Act since September 26, 2010. Green Automotive's last-filed periodic report was the Form 10-Q for the period ended March 31, 2014. Its shares are quoted on OTC Link (formerly "pink sheets") operated by OTC Markets Group Inc. under the symbol GACR.

Applicable Reporting Requirements Concerning the Issuance of Unregistered Shares

2. Under Item 1.01 of Form 8-K, a registrant must disclose its entry into a material definitive agreement that provides for obligations that are material to and enforceable against the registrant. Under Item 3.02 of Form 8-K, a smaller reporting company must disclose the unregistered sales of equity securities unless such sales, in aggregate since its last report filed under Item 3.02 or its last periodic report, whichever is more recent, constitute less than five percent of the number of shares outstanding of the class of equity securities sold. For both items, the registrant must file within four business days of the date of the occurrence or when such agreement becomes enforceable against the registrant.

3. Form 10-K requires a registrant to disclose the number of shares outstanding of the registrant's common stock as of the latest practicable date. The information reported in a Form 10-K is required to be true, correct, and complete. *See SEC v. Dauplaise*, No. 6:05CV1391, 2006 WL 449175 at *7 (M.D. Fla. Feb. 22, 2006).

Green Automotive Failed to Disclose the Issuance of Unregistered Shares and the Existence of the Related Financing Agreement

4. On December 4, 2013, Green Automotive entered into an agreement with a financing company ("financing agreement") pursuant to which Green Automotive issued shares of

¹ The findings herein are made pursuant to Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

common stock to the financing company purportedly in reliance on a registration exemption found in Section 3(a)(10) of the Securities Act of 1933 (“Securities Act”). The financing agreement provided for obligations that were material to and enforceable against Green Automotive.

5. Green Automotive failed to file a Form 8-K with the Commission, on or before December 10, 2013, or thereafter, disclosing the financing agreement.

6. Between November 18, 2013, and March 20, 2014, Green Automotive sold more than 100 million shares of its common stock to the financing company and other parties in transactions that were not registered under the Securities Act. By January 13, 2014, the common stock sold, in the aggregate, exceeded five percent of the number of shares of common stock outstanding reported on Green Automotive’s November 14, 2013, Form 10-Q. Ultimately, the common stock sold exceeded twenty percent of the number of shares of common stock outstanding reported on Green Automotive’s November 14, 2013, Form 10-Q.

7. Green Automotive failed to file a Form 8-K with the Commission between January 13, 2014, and March 30, 2014, disclosing the unregistered sales of equity securities.

8. On March 31, 2014, Green Automotive filed with the Commission its Form 10-K for the fiscal year ended December 31, 2013, and incorrectly reported the number of shares outstanding by more than 90 million shares, or more than twenty percent. In the Form 10-K, Green Automotive disclosed the existence of the financing agreement.

9. Between March 31, 2014, and April 9, 2014, Green Automotive sold more than 28 million shares of its common stock in transactions that were not registered under the Securities Act. By April 2, 2014, the common stock sold, in the aggregate, exceeded five percent of the number of shares of common stock outstanding reported on Green Automotive’s March 31, 2014, Form 10-K. Ultimately, the common stock sold exceeded seven percent of the number of shares of common stock outstanding reported on Green Automotive’s March 31, 2014, Form 10-K.

10. Green Automotive failed to file a Form 8-K with the Commission between April 2, 2014, and May 19, 2014, disclosing the unregistered sales of equity securities.

11. Between May 22, 2014, and July 10, 2014, Green Automotive sold more than 46 million shares of its common stock in transactions that were not registered under the Securities Act. By June 19, 2014, the common stock sold, in the aggregate, exceeded five percent of the number of shares of common stock outstanding reported on Green Automotive’s May 20, 2014, Form 10-Q. Ultimately, the common stock sold exceeded seven percent of the number of shares of common stock outstanding reported on Green Automotive’s May 20, 2014, Form 10-Q.

12. Green Automotive failed to file a Form 8-K with the Commission between June 19, 2014, and July 16, 2014, disclosing the unregistered sales of equity securities.

13. As a result of the conduct described above, Green Automotive violated Section 13(a) of the Exchange Act and Rules 13a-1, 13a-11, and 12b-20 thereunder, which require every

issuer of a security registered pursuant to Section 12 of the Exchange Act to file with the Commission information as the Commission may require, including annual reports on Form 10-K and current reports on Form 8-K to disclose the occurrence of certain events.

IV.

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

Accordingly, it is hereby ORDERED that:

A. Pursuant to Section 21C of the Exchange Act, Respondent Green Automotive cease and desist from committing or causing any violations and any future violations of Section 13(a) of the Exchange Act and Rules 13a-1, 13a-11, and 12b-20 thereunder.

B. Respondent shall pay civil penalties of \$50,000 to the Securities and Exchange Commission. Payment shall be made in the following installments: \$10,000 on or before November 15, 2014; \$5,000 on or before December 15, 2014; \$5,000 on or before January 15, 2015; \$5,000 on or before February 15, 2015; \$5,000 on or before March 15, 2015; \$5,000 on or before April 15, 2015; \$5,000 on or before May 15, 2015; \$5,000 on or before June 15, 2015; and \$5,000 on or before July 15, 2015. If any payment is not made by the date the payment is required by this Order, the entire outstanding balance of civil penalties, plus any additional interest accrued pursuant to 31 U.S.C. 3717, shall be due and payable immediately, without further application. 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 Green Automotive 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 William P. Hicks, Division of Enforcement, Securities and Exchange Commission, 950 East Paces Ferry Rd. N.E., Suite 900, Atlanta, Georgia 30326.

By the Commission.

Brent J. Fields
Secretary