

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 74248 / February 11, 2015**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-16382**

**In the Matter of**

**EFSTRATIOS “ELIAS” D.**  
**ARGYROPOULOS,**

**Respondent.**

**ORDER INSTITUTING**  
**ADMINISTRATIVE PROCEEDINGS**  
**PURSUANT TO SECTION 15(b) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934,**  
**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”) against Efstratios “Elias” D. Argyropoulos (“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 the findings contained in Section III.2. below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, 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. Argyropoulos, age 67, is a resident of Santa Barbara, California. Argyropoulos is Prima Capital Group, Inc.'s ("Prima") founder, president and sole shareholder. He passed Series 000 and 1 exams in 1972, a Series PC exam in 1977, and a Series 63 exam in 1985. Argyropoulos is not currently associated with a broker-dealer or investment adviser and the last time he was associated with a broker-dealer was in 1993. In 1983, the NASD censured and fined Argyropoulos \$500 for depositing personal funds into a customer's account to cover losses generated in the account. In 1995, the NASD censured, barred, and fined Argyropoulos \$200,000 for use of discretion over customer accounts without written authority, unauthorized and unsuitable transactions, sharing and guaranteeing against customers' losses, and manipulation and deceptive practices.

2. On January 6, 2015, a judgment was entered by consent against Argyropoulos, permanently enjoining him from future violations of Section 17(a) of the Securities Act of 1933 ("Securities Act") and Sections 10(b) and 15(a)(1) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Efstratios "Elias" D. Argyropoulos, et al., Civil Action Number 2:14-cv-09800, in the United States District Court for the Central District of California.

3. The Commission's complaint alleged, among other things, that Argyropoulos perpetrated a fraud in the sale of pre-IPO Facebook and Twitter shares on the secondary market and acted as an unregistered broker-dealer. From October 2010 through October 2013, Argyropoulos raised \$3,435,406 from 143 investors and received transaction-based compensation. Beginning in October 2010, Argyropoulos offered investors the ability to pool their money with Prima to purchase Facebook shares through two entities that facilitated the purchase of Facebook shares in the secondary market. Argyropoulos then failed to deliver virtually any of the shares. Instead of informing his investors that one of the entities had refunded Prima's investment in pre-IPO Facebook stock, Argyropoulos transferred nearly half of the refunded amount to Prima's brokerage account and used the proceeds to day trade stocks and options. Similarly, in July 2012, without informing any investors, Argyropoulos sold two-thirds of the Facebook shares Prima had purchased through the other entity, and used them to day trade stocks and options in companies other than Facebook. From July 2013 through October 2013, Prima and Argyropoulos solicited investment in pre-IPO Twitter shares through a similar arrangement. Prima and Argyropoulos never purchased Twitter shares and have not refunded any money to the Twitter investors. Instead, Argyropoulos transferred most of the Twitter investors' funds to Prima's brokerage account and used them for his personal trading.

### IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Argyropoulos 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

Pursuant to Section 15(b)(6) of the Exchange Act Respondent Argyropoulos be, and hereby is 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 disgorgement 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.

Brent J. Fields  
Secretary