

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 75667 / August 11, 2015

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 3677 / August 11, 2015

INVESTMENT ADVISERS ACT OF 1940
Release No. 4167 / August 11, 2015

ADMINISTRATIVE PROCEEDING
File No. 3-16740

In the Matter of

VINEET KALUCHA, CA,

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 203(f) OF THE
INVESTMENT ADVISERS ACT OF 1940,
AND RULE 102(e) OF THE
COMMISSION'S RULES OF PRACTICE,
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 against Vineet Kalucha, CA (“Kalucha” or “Respondent”) pursuant to Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) and Rule 102(e)(3)(i) of the Commission’s Rules of Practice.¹

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (“Offer”) which the Commission has determined to accept. Solely for the purpose of

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.

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.3, below, which are admitted, Respondent consents to the entry of this ("Order"), as set forth below.

III.

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

1. Kalucha, age 51, is a citizen of India and a permanent resident alien of the United States residing in Washington, D.C. Kalucha was the founder, "Managing Partner," and Chief Investment Officer of Aphelion Fund Management, LLC ("Aphelion"), an unregistered investment adviser.

2. Kalucha is a Chartered Accountant licensed by the Institute of Chartered Accountants of India, and has practiced as an accountant at the New Delhi, India office of a global accounting firm whose accountants regularly appear and practice before the Commission.

3. On July 30, 2015, a final judgment was entered by consent against Kalucha, permanently restraining and enjoining him from future violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, Section 17(a) of the Securities Act of 1933, and Sections 206(1), 206(2) and 206(4) of the Advisers Act and Rule 206(4)-8 thereunder, in the civil action entitled *Securities and Exchange Commission v. Vineet Kalucha, et al.*, Civil Action Number 1:14-cv-03247-RMB, in the United States District Court for the Southern District of New York.

4. The Commission's complaint alleged, among other things, that Kalucha fraudulently altered an outside accounting firm's report, that Kalucha distributed this altered report to prospective investors in funds managed by Aphelion, and that Kalucha misused proceeds raised from investors in Aphelion to pay for his personal expenses.

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 that:

A. Pursuant to Section 203(f) of the Advisers Act, Respondent Kalucha is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization.

B. Any reapplication for association by the Respondent Kalucha 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.

C. Pursuant to Rule 102(e)(3)(i) of the Commission's Rules of Practice, Respondent Kalucha is suspended from appearing or practicing before the Commission as an accountant.

By the Commission.

Brent J. Fields
Secretary