

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 10086 / June 2, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17272

In the Matter of

the Registration Statement of

NuGold Resources, Inc.
7494 Saginaw Way
Citrus Heights, CA 95610

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 8(d) OF THE
SECURITIES ACT OF 1933, MAKING
FINDINGS, AND ISSUING STOP ORDER

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that administrative proceedings be, and hereby are, instituted pursuant to Section 8(d) of the Securities Act of 1933 (“Securities Act”) in the matter of the registration statement of NuGold Resources, Inc. (“NuGold” 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 it and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 8(d) of the Securities Act of 1933, Making Findings, and Issuing Stop Order (“Order”), as set forth below.

III.

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

1. NuGold is a Nevada corporation headquartered in Citrus Heights, California. NuGold purports to be in the business of buying and selling gold.
2. On October 12, 2012, NuGold filed a registration statement on Form S-1, seeking to register the offer and sale of 450,000 of its shares of common stock for \$0.15 per share in a \$67,500 public offering. The Respondent filed amended registration statements on November 5, 2012, November 19, 2012, December 28, 2012, February 8, 2013, May 3, 2013, August 5, 2013, October 21, 2013, November 7, 2013, and December 12, 2013 (hereinafter, NuGold's initial Form S-1 registration statement and all amendments thereto are collectively referred to as the "NuGold Registration Statement"). The NuGold Registration Statement has not become effective.
3. The NuGold Registration Statement includes untrue statements of material facts and omits to state material facts necessary to make the statements therein not misleading. In particular, the NuGold Registration Statement falsely states that NuGold's named CEO was the company's sole officer, director, and employee ("CEO") and that "[W]e are reliant upon [CEO] to make appropriate decisions." In reality, another person controlled and directed NuGold's operations. The NuGold Registration Statement fails to disclose the identity of this control person and his role at NuGold.
4. The NuGold Registration Statement also falsely states that the CEO "received 4,100,000 shares of common stock, at a price of \$0.01 per share as the founder of NuGold Resources, Inc. . . . The proceeds from the sale of the shares to [CEO], \$41,000, constituted the majority portion of the initial cash capitalization of the company." NuGold's CEO, however, did not contribute the \$41,000 to NuGold. Rather, the undisclosed control person contributed the money to NuGold.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction specified in Respondent's Offer.

Accordingly, it is hereby ORDERED, pursuant to Section 8(d) of the Securities Act, that the effectiveness of the Registration Statement filed by the Respondent is suspended.

By the Commission.

Brent J. Fields
Secretary