

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 78955 / September 27, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17585

In the Matter of

BLUEFIRE RENEWABLES,
INC.,

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 Bluefire Renewables, Inc. (“Bluefire” 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 Respondent 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. Bluefire, is a Nevada corporation headquartered in Irvine, California. Bluefire is a smaller reporting company under Rule 12b-2 of the Exchange Act and is registered with the Commission under Section 12(g) of the Exchange Act. Bluefire's last-filed periodic report was the Form 10-Q for the period ended March 31, 2016. Its shares are quoted on OTC Link (formerly "pink sheets") operated by OTC Markets Group, Inc. under the symbol BFRE.

Applicable Reporting Requirements Concerning the Sale of Unregistered Equity Securities

2. Under Section 13(a) of the Exchange Act and the rules promulgated by the Commission, every issuer of a security registered pursuant to Section 12 of the Exchange Act must file with the Commission such information, documents, and reports as the Commission shall require, including Forms 8-K, 10-Q, and 10-K. Furthermore, such reports shall contain such further material information as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading.

3. Under Item 1.01 of Form 8-K, a registrant must disclose its entry into a material definitive agreement, not made in the ordinary course of business of the registrant, 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 unregistered sales of equity securities unless such sales, in the aggregate since its last report filed under this 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.

Bluefire Failed to Disclose the Sale of Unregistered Equity Securities and the Existence of the Related Agreement

4. On December 9, 2013, Bluefire entered into an agreement with a financing company ("financing agreement") pursuant to which Bluefire sold shares of its common stock to the financing company in an unregistered transaction. The financing agreement provided for obligations that were material to and enforceable against Bluefire.

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.

5. As calculated on the date of the financing agreement, Bluefire was required to issue an amount of common stock in excess of 100 percent of the last reported number of common stock issued and outstanding, and, in fact, did issue an amount of common stock in excess of 100 percent of the last reported number of common stock issued and outstanding.

6. Bluefire failed to file a Form 8-K with the Commission within four business days of the financing agreement becoming enforceable against it.

7. As a result of the conduct described above, Bluefire violated Section 13(a) of the Exchange Act and Rule 13a-11 thereunder, which require every issuer of a security registered pursuant to Section 12 of the Exchange Act file with the Commission information, documents, and current reports as the Commission may require.

IV.

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

Accordingly, it is hereby ORDERED that:

A. Pursuant to Section 21C of the Exchange Act, Respondent Bluefire cease and desist from committing or causing any violations and any future violations of Section 13(a) of the Exchange Act and Rule 13a-11 thereunder.

B. Respondent shall pay civil penalties of \$25,000.00, to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). Payment shall be made in the following installments: \$5,000.00 by September 30, 2016; \$6,500.00 by December 31, 2016; \$6,500.00 by March 31, 2017; and \$7,000.00 by June 30, 2017. 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 Bluefire 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 E. Paces Ferry Road NE, Suite 900, Atlanta, GA 30326.

C. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, it shall not argue that it is entitled to, nor shall it benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that it shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

By the Commission.

Brent J. Fields
Secretary