

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 79015 / September 30, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17609

In the Matter of

JONATHAN GREENFIELD,

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 Jonathan Greenfield (“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, Respondent admits the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in paragraph III.B.2. below, and 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. From April 2004 through October 2008, Greenfield was a registered representative associated with Morgan Peabody, Inc., a broker-dealer registered with the Commission. From January 1995 through April 2004, and from October 2008 through December 2013, Greenfield was also a registered representative associated with broker-dealers registered with the Commission. Greenfield, 51 years old, is a resident of Lompoc, California.

2. On December 16, 2013, Greenfield pled guilty to two counts of wire fraud in violation of Title 18 United States Code, Section 1343 before the United States District Court for the Central District of California, in United States v. Jonathan Greenfield, No. CR 12-1196-DSF. On October 19, 2015, a judgment in the criminal case was entered against Greenfield and he was sentenced to a prison term of 18 months followed by two years of supervised release and ordered to make restitution in the amount of \$359,497.25.

3. The counts of the criminal indictment to which Greenfield pled guilty alleged, inter alia, that Greenfield defrauded investors and obtained money and property by means of materially false and misleading statements, and that for the purpose of executing a scheme to defraud, he transmitted, caused the transmission of, and aided and abetted the transmission of wires in interstate commerce.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Greenfield be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, or transfer agent; and

Pursuant to Section 15(b)(6) of the Exchange Act Respondent Greenfield 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