

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

**SECURITIES EXCHANGE ACT OF 1934**

**Release No. 80276 / March 20, 2017**

**ADMINISTRATIVE PROCEEDING**

**File No. 3-17884**

**In the Matter of**

**Ubiquity, Inc.,**

**Respondent.**

**ORDER INSTITUTING  
ADMINISTRATIVE PROCEEDINGS  
AND NOTICE OF HEARING  
PURSUANT TO SECTION 12(j) OF  
THE SECURITIES EXCHANGE ACT  
OF 1934**

**I.**

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against Respondent Ubiquity, Inc.

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. RESPONDENT**

1. Ubiquity, Inc. (“UBIQ”) (CIK No. 1538329) is a Nevada corporation headquartered in Irvine, California with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Ubiquity, Inc. is delinquent in its periodic filings with the Commission, having failed to file any periodic reports since it filed a Form 10-Q for the period ended September 30, 2015. As of January 30, 2017, the common stock of UBIQ was quoted on the over-the-counter markets.

**B. DELINQUENT PERIODIC FILINGS**

2. As discussed in more detail above, Respondent is delinquent in its periodic filings with the Commission, having repeatedly failed to meet its obligations to file timely periodic reports. On November 15, 2016, the Division of Corporation Finance

sent Respondent a delinquency letter requesting compliance with its periodic filing obligations, at the address that Respondent had provided to the Commission pursuant to the requirements of Rule 301 of Regulation S-T [17 CFR § 232.301] and Section 5.4 of the EDGAR Filer Manual. The letter was returned to the Division of Corporation Finance by the United States Postal Service as “unclaimed.” On November 21, 2016, Respondent filed four notifications of late filing on Form 12b-25 [17 CFR § 249.322]. Therein, Respondent represented that each of its delinquent periodic reports would be filed on or before the fifteenth calendar day following its prescribed due date. At the time when the notifications on Form 12b-25 were filed, the fifteen-day periods had already expired as to three of the four delinquent periodic reports. The fifteen-day period has since expired as to the fourth periodic report. Respondent has not filed any of the delinquent periodic reports.

3. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports. Specifically, Rule 13a-1 requires issuers to file annual reports, and Rule 13a-13 requires issuers to file quarterly reports.

4. As a result of the foregoing, Respondent failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

### **III.**

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative proceedings be instituted to determine:

A. Whether the allegations contained in Section II hereof are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations; and,

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration, of each class of securities registered pursuant to Section 12 of the Exchange Act of the Respondent, and any successor under Exchange Act Rules 12b-2 or 12g-3, regardless of corporate name.

### **IV.**

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission’s Rules of Practice [17 C.F.R. § 201.110].

IT IS HEREBY FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondent fails to file the directed Answer, or fails to appear at a hearing after being duly notified, Respondent, and any successor under Exchange Act Rules 12b-2 or 12g-3, regardless of corporate name, may be deemed in default and the proceedings may be determined against it upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f), and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon Respondent personally or by certified, registered, or Express Mail, or by other means permitted by the Commission's Rules of Practice.

IT IS FURTHER ORDERED that, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice, 17 C.F.R. § 201.360(a)(2), the Administrative Law Judge shall issue an initial decision no later than 30 days from the occurrence of one of the following events: (A) The completion of post-hearing briefing in a proceeding where the hearing has been completed; (B) Where the hearing officer has determined that no hearing is necessary, upon completion of briefing on a motion pursuant to Rule 250 of the Commission's Rules of Practice, 17 C.F.R. § 201.250; or (C) The determination by the hearing officer that a party is deemed to be in default under Rule 155 of the Commission's Rules of Practice, 17 C.F.R. § 201.155 and no hearing is necessary.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Brent J. Fields  
Secretary