UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 80620 / May 8, 2017

ADMINISTRATIVE PROCEEDING
File No. 3-17970

In the Matter of **STEVEN L. GOLDSTEIN,** **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 Steven L. Goldstein ("Goldstein" 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, Respondent admits the Commission's jurisdiction over him and the subject matter of these proceedings, and the findings contained in paragraph III.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.   Goldstein, age 61, resides in Coral Springs, Florida. From at least January 2014 to September 2014, Goldstein acted as an unregistered broker while offering and selling the stock of Oxford City Football Club, Inc. ("Oxford City"), a Delaware company headquartered in Deerfield Beach Florida. Specifically, Goldstein solicited investors, and Oxford City paid him transaction-

based compensation in the form of commissions for selling its stock. Goldstein has never been registered with the Commission in any capacity.

2. In a criminal judgment entered on July 15, 2016, Goldstein was convicted of one count of conspiracy to commit mail and wire fraud in violation of Title 18 United States Code, Section 1349 in *United States v. Steven L. Goldstein*, Crim. Information No. 15-60317-CR-BLOOM-006 (S.D.Fla.). The court sentenced Goldstein to a prison term of 40 months, followed by three years of supervised release, and ordered Goldstein to pay restitution in the amount of $67,825.

3. In connection with his criminal plea and conviction, Goldstein admitted that:

(a) From approximately January 2014 to September 2014, he worked in a phone room offering and selling Oxford City stock;

(b) Co-conspirator Thomas Anthony Guerriero, the CEO of Oxford City, hired him to work in the phone room;

(c) He falsely told investors that sales agents made no commissions on the sale of Oxford City stock;

(d) He used leads lists and sales scripts provided by Guerriero to solicit investors to purchase Oxford City stock in what purported to be private placement offerings, but were actually unregistered public offerings;

(e) In some instances, he falsely told investors that they were legally bound to purchase Oxford City stock because a government compliant "voice verification system" had recorded their assent to the sale, and that the transaction was filed with the federal government and linked to the investor's name, social security number, and date of birth; and

(f) He made materially false statements to investors to induce them to buy Oxford City stock, including:

- that Oxford City was a 131 year-old, debt-free holding company;
- that Oxford City had a book value of $38 per share and should be trading at 5-6 times book value;
- that the value of Oxford City stock would dramatically increase within the first year;
- that Oxford City would pay a 50% dividend within the first year;
- that Oxford City stock would be listed on the New York Stock Exchange in 2015;
- that Oxford City owned or operated a broadcast network that included a radio station;
- that Oxford City owned $90 million worth of real estate;
- that Oxford City owned an online university that had 10,000 students enrolled; and
- that Guerriero had a personal net worth in excess of $100 million.

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 pursuant to Section 15(b)(6) of the Exchange Act, that Respondent be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; and

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