

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 80817 / May 31, 2017**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-18003**

**In the Matter of**  
**Harrison Katzen,**

**Respondent.**

**ORDER INSTITUTING**  
**ADMINISTRATIVE PROCEEDINGS**  
**PURSUANT TO SECTION 17A(c)(4)(C)**  
**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 17A(c)(4)(C) of the Securities Exchange Act of 1934 (“Exchange Act”) against Harrison Katzen (“Katzen” 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 him and the subject matter of these proceedings and the findings contained in paragraph III.B below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 17A(c)(4)(C) of the Exchange Act 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:

A. Katzen was employed by registered transfer agent International Stock Transfer, Inc. and its owner and president Cecil Franklin Speight on a temporary basis in 2010 and on a full-time basis between April 2012 and May 2013. Katzen, age 34, is a resident of Lantana, Florida.

B. On February 4, 2017, a final judgment was entered by consent against Katzen, permanently enjoining him from future violations of Section 17(a) of the Securities Act of 1933 (“Securities Act”), Section 10(b) of the Exchange Act and Rule 10b-5 thereunder in the civil action entitled Securities and Exchange Commission v. Harrison Katzen, 16 Civ. 06606 (BMC), in the United States District Court for the Eastern District of New York.

C. The Commission’s complaint alleged, inter alia, that, Katzen, in connection with the offer and sale of sham Altmark Holdings, Ltd. and PDL Portfolio (XIX) Ltd. Securities, engaged in a variety of conduct, including drafting offering materials used by boiler room cold callers to pitch investors, in reckless disregard of the fact that these materials contained numerous false and misleading statements, and that the conduct operated as a fraud and deceit on investors.

#### 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 17A(c)(4)(C) of the Exchange Act that Respondent Katzen 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 with the right to reapply after three years to the appropriate self-regulatory organization, or if there is none, to the Commission.

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.

For the Commission, by its Secretary, pursuant to delegated authority.

Brent J. Fields  
Secretary