

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 80894 / June 9, 2017**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-18018**

**In the Matter of**  
  
**FREDRICK J. TODD,**  
  
**Respondent.**

**ORDER OF FORTHWITH SUSPENSION**  
**PURSUANT TO RULE 102(e)(2) OF THE**  
**COMMISSION'S RULES OF PRACTICE**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against Fredrick J. Todd (“Respondent” or “Todd”) pursuant to Rule 102(e)(2)<sup>1</sup> of the Commission’s Rules of Practice (17 C.F.R. § 200.102(e)(2)).

**II.**

The Commission finds that:

1. Todd was formerly licensed to practice law in California and had law offices in California and New Jersey.

2. On September 9, 2014, Todd was convicted in the United States District Court for the District of New Jersey on charges of conspiracy to commit wire fraud, in violation of 18 U.S.C. §§ 1343 and 1349, and transacting in criminal proceeds, in violation of 18 U.S.C. § 1957. The charges against Todd alleged that in February 2012, Todd and his co-conspirators offered several investors the opportunity to purchase large blocks of Facebook shares prior to the company’s initial public offering in May 2012. However, Todd and his co-conspirators did not actually have access to Facebook shares. Based on their misrepresentations, the investors wired Todd and his co-conspirators millions of dollars between February and March 2012. The funds

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<sup>1</sup> Rule 102(e)(2) provides, in relevant part, that “[a]ny attorney who has been suspended or disbarred by a court of the United States or any State . . . or any person who has been convicted of a felony or a misdemeanor involving moral turpitude shall be forthwith suspended from appearing or practicing before the Commission.”

were misappropriated by Todd and his co-conspirators for their own use. Further, from in or about July 2012 through in or about May 2013, Todd and his co-conspirators made a series of misrepresentations to a group of investors which caused those investors to wire them money for the purported purchase of seven condominiums in Florida. Instead, Todd and his co-conspirators used the investors' money for their own purposes. Todd pled guilty to the charges against him and was sentenced to serve 46 months in prison. He was ordered to pay \$6,176,750.00 in restitution.

4. On July 21, 2015, the Supreme Court of New Jersey issued an order permanently barring Todd from practicing law in New Jersey, based on his federal felony convictions and a charge stemming from the same conduct, brought by New Jersey's Office of Attorney Ethics, that Todd misappropriated client escrow funds.<sup>2</sup>

5. On November 18, 2016, the California Supreme Court disbarred Todd, based on his federal felony convictions.

### III.

In view of the foregoing, the Commission finds that Todd has been convicted of a felony and disbarred from the practice of law, within the meaning of Rule 102(e)(2) of the Commission's Rules of Practice.

Accordingly, it is ORDERED, that Todd is forthwith suspended from appearing or practicing before the Commission, pursuant to Rule 102(e)(2) of the Commission's Rules of Practice.

By the Commission.

Brent J. Fields  
Secretary

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<sup>2</sup> Although Todd was not admitted to the bar in New Jersey, he was subject to New Jersey's attorney disciplinary authority because he provided legal services there. *See* New Jersey Rule of Professional Conduct 8.5(a).