

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 81380 / August 11, 2017**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 4742 / August 11, 2017**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-17681**

**In the Matter of**

**BRYAN WAYNE  
ANDERSON,**

**Respondent.**

**CORRECTED ORDER MAKING  
FINDINGS AND IMPOSING REMEDIAL  
SANCTIONS PURSUANT TO SECTION  
15(b) OF THE SECURITIES EXCHANGE  
ACT OF 1934 AND SECTION 203(f) OF  
THE INVESTMENT ADVISERS ACT OF  
1940**

**I.**

On November 16, 2016, the Securities and Exchange Commission (“Commission”) instituted public administrative proceedings pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Bryan Wayne Anderson (“Anderson” or “Respondent”).

**II.**

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 Making Findings and Imposing Remedial Sanctions Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940 (“Order”), as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

#### A. RESPONDENT

1. Anderson was a registered representative and investment advisor representative associated with Commission-registered broker-dealer and investment advisory firms from October 1998 to September 2012. Anderson, age 42, is currently incarcerated at Federal Prison Camp Montgomery at Maxwell Air Force Base in Montgomery, Alabama.

#### B. RESPONDENT'S CRIMINAL CONVICTION

2. On March 10, 2015, Anderson pled guilty to (1) one count of wire fraud in violation of Title 18, United States Code, Section 1343; (2) one count of money laundering in violation of Title 18, United States Code, Section 1957; and (3) one count of securities fraud in violation of Title 15, United States Code, Sections 77q(a)(2) and 77x before the United States District Court for the Northern District of Alabama, in United States v. Bryan W. Anderson, Docket No. 2:14-cr-00421-VEH-TMP. On August 14, 2015, a judgment in the case was entered against Anderson. He was sentenced to a term of imprisonment of seven years and three months to be followed by three years of supervised release and directed to pay restitution of \$3,063,014.

3. According to Anderson's Amended Plea Agreement, from 2009 through May 2014 he persuaded twelve victims to invest approximately \$6.7 million in a stock option trading program and a real estate development company. The Amended Plea Agreement further states that Anderson promised his investors a guaranteed rate of return without risk while in fact he used most of their funds to repay other investors or for his own personal expenses. The Amended Plea Agreement also noted that \$3.7 million had been repaid to Anderson's victims.

### 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, and Section 203(f) of the Advisers 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, that 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.

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

Brent J. Fields  
Secretary