

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

**SECURITIES EXCHANGE ACT OF 1934**  
Release No. 81908 / October 19, 2017

**ACCOUNTING AND AUDITING ENFORCEMENT**  
Release No. 3901 / October 19, 2017

**ADMINISTRATIVE PROCEEDING**  
File No. 3-18258

**In the Matter of**

**Jeffrey W. Tomz, CPA,**

**Respondent.**

**ORDER INSTITUTING PUBLIC  
ADMINISTRATIVE PROCEEDINGS  
PURSUANT TO RULE 102(e) OF THE  
COMMISSION’S RULES OF PRACTICE,  
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 against Jeffrey W. Tomz (“Respondent” or “Tomz”) pursuant to Rule 102(e)(3)(i) of the Commission’s Rules of Practice.<sup>1</sup>

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<sup>1</sup> Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, . . . suspend from appearing or practicing before it any . . . accountant . . . who has been by name . . . permanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

## 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 Section III.3 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission’s Rules of Practice, 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. Tomz, age 46, is a resident of The Woodlands, Texas, and is a Certified Public Accountant licensed in Texas. He served as Uni-Pixel, Inc.’s (“Uni-Pixel”) Chief Financial Officer and Corporate Secretary from July 1, 2010 through May 27, 2015. Tomz served as Uni-Pixel’s Vice President of Finance from June 2005 until May 27, 2015.

2. Uni-Pixel was, at all relevant times, a Delaware corporation with its principal place of business in The Woodlands, Texas. During the relevant time period, Uni-Pixel was engaged in the business of developing display and touch-screen technologies and was focusing its efforts on a touch-screen product called “UniBoss.” At all relevant times, Uni-Pixel’s common stock was registered with the Commission pursuant to Section 12(b) of the Securities Exchange Act of 1934 (“Exchange Act”), and the Company was subject to the reporting requirements of the Exchange Act, and was traded on the NASDAQ exchange under the ticker symbol “UNXL.”

3. On October 17, 2017, a final judgment was entered against Tomz, permanently enjoining him from future violations of Section 17(a)(2) of the Securities Act of 1933 (“Securities Act”) and aiding and abetting violations of Section 17(a)(2) of the Securities Act and Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11, and 13a-13 thereunder, in the civil action entitled Securities and Exchange Commission v. Reed J. Killion et al., Civil Action Number 4:16-cv-621, in the United States District Court for the Southern District of Texas. Tomz was also ordered to pay a \$50,000 civil money penalty.

4. The Commission’s complaint alleged, among other things, that Uni-Pixel made materially false and misleading statements and omissions about the company’s material business agreements and a purchase order with a major computer manufacturer. The complaint alleged, among other things, that Tomz made misleading disclosures about certain of Uni-Pixel’s material agreements, including a license agreement between Uni-Pixel and a major computer manufacturer to introduce UniBoss touch-sensor products to the market, by failing to disclose the contract milestones and other material terms and conditions of the agreement as required under Generally Accepted Accounting Principles (“GAAP”) and the securities laws. The complaint further alleged

that Tomz made, participated in, and/or aided and abetted the misstatements and omissions at issue, and that his conduct resulted in Uni-Pixel filing materially false and misleading statements and disclosures in the company's annual report on Form 10-K for the fiscal years ended December 31, 2012 and 2013, and in the company's quarterly reports on Form 10-Q for the first three quarters of fiscal year 2013.

#### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent Tomz's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that:

A. Tomz is suspended from appearing or practicing before the Commission as an accountant.

B. After 4 years from the date of this order, Tomz may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission (other than as a member of an audit committee, as that term is defined in Section 3(a)(58) of the Securities Exchange Act of 1934). Such an application must satisfy the Commission that Respondent's work in his practice before the Commission as an accountant will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or

2. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission as a member of an audit committee, as that term is defined in Section 3(a)(58) of the Securities Act of 1934. Such an application will be considered on a facts and circumstances basis with respect to such membership, and the applicant's burden of demonstrating good cause for reinstatement will be particularly high given the role of the audit committee in financial and accounting matters; and/or

3. an independent accountant.

Such an application must satisfy the Commission that:

(a) Respondent, or the public accounting firm with which he is associated, is registered with the Public Company Accounting Oversight Board ("Board") in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;

(b) Respondent, or the registered public accounting firm with which he is associated, has been inspected by the Board and that inspection did not identify any criticisms of or potential defects in the Respondent's or the firm's quality control system that would indicate that the respondent will not receive appropriate supervision;

(c) Respondent has resolved all disciplinary issues with the Board, and has complied with all terms and conditions of any sanctions imposed by the Board (other than reinstatement by the Commission); and

(d) Respondent acknowledges his/her responsibility, as long as he appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the Board, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards.

C. The Commission will consider an application by Respondent to resume appearing or practicing before the Commission provided that his state CPA license is current and he has resolved all other disciplinary issues with the applicable state boards of accountancy. However, if state licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Respondent's character, integrity, professional conduct, or qualifications to appear or practice before the Commission as an accountant. Whether an application demonstrates good cause will be considered on a facts and circumstances basis with due regard for protecting the integrity of the Commission's processes.

By the Commission.

Brent J. Fields  
Secretary