

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 82070 / November 14, 2017**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-18280**

**In the Matter of**

**David I. Osunkwo, Esq.**

**Respondent.**

**ORDER INSTITUTING PUBLIC  
ADMINISTRATIVE PROCEEDINGS AND  
IMPOSING TEMPORARY SUSPENSION  
PURSUANT TO RULE 102(e)(3)(i)(B) 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 David I. Osunkwo (“Respondent” or “Osunkwo”) pursuant to Rule 102(e)(3)(i)(B)<sup>1</sup> of the Commission’s Rule of Practice (17 C.F.R. § 200.102(e)(3)(i)(B)).

**II.**

The Commission finds that:

1. David I. Osunkwo (“Osunkwo”) is an attorney licensed in the State of New York. He previously held Series 7 and 63 licenses.

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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, temporarily suspend from appearing or practicing before it any attorney . . . who has been by name: . . . (B) [f]ound by any court of competent jurisdiction in an action brought by the Commission to which he or she is a party or found by the Commission in any administrative proceeding to which he or she is a party to have violated (unless the violation was found not to have been willful) or aided and abetted the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

2. During 2010 and 2011, Osunkwo was a principal of SC Consulting Advisors, LLC (“SC Consulting”), an Illinois-based limited liability company that offered compliance consulting and outsourced Chief Compliance Officer (“CCO”) services to a variety of investment management firms. SC Consulting designated Osunkwo as the CCO for Aegis Capital and Circle One, which required that Osunkwo prepare and file a Form ADV for each of these entities. Osunkwo prepared a consolidated Form ADV for 2010 for Aegis Capital and Circle One in lieu of separate Form ADVs for each entity. The consolidated Form ADV (filed by Circle One) was intended to reflect a merger between the two affiliated investment advisers. Aegis Capital did not file its own annual Form ADV; nor did it file a Form ADV-W withdrawing from registration with the Commission until March 2012. The consolidated Form ADV stated that the firms collectively had \$182,000,000 in assets under management (“AUM”) and 1,289 advisory clients. However, the combined AUM of Aegis Capital and Circle One as of December 31, 2010 was only \$62,862,270.28—an overstatement of AUM of \$119,137,728.72. The filing also overstated Aegis Capital’s and Circle One’s total client accounts by at least 1,000 accounts as of December 31, 2010.

3. On March 30, 2015, the Commission instituted public administrative cease-and-desist proceedings against Osunkwo and others pursuant to Section 15(b)(6) of the Securities Exchange Act of 1934, Sections 203(e), 203(f), and 203(k) of the Investment Advisers Act of 1940 (“Advisers Act”), and Section 9(b) of the Investment Company Act of 1940.

4. On August 15, 2017, Osunkwo consented to the entry of an order finding that Osunkwo caused Aegis Capital’s violations of Section 204 of the Advisers Act and Rule 204-1(a)(1) thereunder, which require registered investment advisers to amend their Form ADV “[a]t least annually, within 90 days of the end of [their] fiscal year . . . [and] [m]ore frequently if required by the instructions to Form ADV.” The Commission further found that Osunkwo willfully violated Section 207 of the Advisers Act, which makes it “unlawful for any person willfully to make any untrue statement of a material fact in any registration application or report filed with the Commission under Section 203, or 204, or to willfully omit to state in any such application or report any material fact which is required to be stated therein.”

5. Osunkwo was ordered to cease and desist from committing or causing any violations of Sections 204 and 207 of the Advisers Act and Rule 204-1(a)(1) thereunder. He was also ordered to pay a \$30,000 civil penalty and was suspended for a one-year period from (1) associating with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; (2) serving or acting as an employee, officer, director, member of an advisory board, investment advisor or depositor of, or principal underwriter for, a registered investment company or affiliated person of such investment adviser, depositor, or principal underwriter; and (3) 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.

### III.

Based on the foregoing, the Commission finds that Osunkwo has been found by the Commission in an administrative proceeding to have violated provisions of the federal securities laws within the meaning of Rule 102(e)(3)(i)(B) of the Commission's Rules of Practice. In view of this finding, the Commission deems it appropriate and in the public interest that Osunkwo be temporarily suspended from appearing or practicing before the Commission as an attorney. Accordingly,

IT IS HEREBY ORDERED that Osunkwo be, and hereby is, temporarily suspended from appearing or practicing before the Commission as an attorney. This Order will be effective upon service on the Respondent.

IT IS FURTHER ORDERED that Osunkwo may, within thirty days after service of this Order, file a petition with the Commission to lift the temporary suspension. If the Commission receives no petition within thirty days after service of the Order, the suspension will become permanent pursuant to Rule 102(e)(3)(ii).

If a petition is received within thirty days after service of this Order, the Commission will, within thirty days after the filing of the petition, either lift the temporary suspension, or schedule the matter for hearing at a time and place to be designated by the Commission, or both. If a hearing is ordered, following the hearing, the Commission may lift the suspension, censure the petitioner, or disqualify the petitioner from appearing or practicing before the Commission for a period of time, or permanently, pursuant to Rule 102(e)(3)(iii).

This Order shall be served upon Osunkwo personally or by certified mail at his last known address.

By the Commission.

Brent J. Fields  
Secretary