

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 83611 / July 10, 2018

INVESTMENT ADVISERS ACT OF 1940
Release No. 4957 / July 10, 2018

ADMINISTRATIVE PROCEEDING
File No. 3-18581

In the Matter of

MATTHEW C. WOODARD,

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934
AND SECTION 203(f) OF THE
INVESTMENT ADVISERS ACT OF 1940,
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 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 Matthew C. Woodard (“Woodard” 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.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings pursuant to Section 15(b)(6) of the Exchange Act and Section 203(f) of the Advisers 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:

1. From September 12, 2013 through August 18, 2014, Woodard was an associated person and registered representative of ProEquities, Inc. ("ProEquities"), which is dually registered with the Commission as a broker-dealer and investment adviser. Woodard, 32, is a resident of Farmington, Connecticut.

2. On March 23, 2018, Woodard consented to an order issued by the State of Connecticut Department of Banking, In the Matter of Matthew Charles Woodard, Docket No. CO-17-8279-S ("Connecticut Order"), permanently barring Woodard, "from directly or indirectly, through any person, organization, entity or other device, (a) transacting business in or from Connecticut as a broker-dealer, agent, investment adviser or investment adviser agent, as such terms are defined in the Connecticut Uniform Securities Act, and notwithstanding any definitional exclusion that might otherwise be available under the Act; and (b) acting in any other capacity which requires a license or registration from the Commissioner; (c) serving as an officer, director or control person of a broker-dealer, investment adviser, issuer and/or any other entity which requires a license or registration from the Commissioner; and (d) soliciting or accepting funds for investment purposes from public or private investors in or from Connecticut."

3. The Connecticut Order alleged that in 2014 and 2015, including for a period where he was a registered representative at a brokerage firm, Woodard offered and sold unregistered securities in a business entity he owned and accepted loans on behalf of the business from an investor in the amount of \$325,000, some of which he used for his own personal benefit. In addition, after leaving ProEquities, Woodard served as a non-registered branch assistant to an investment adviser agent with respect to an advisory account at another registered investment adviser. While there, he accessed the account and made several liquidating transactions without authorization. The Connecticut Order directed Woodard to repay the investor \$325,000. The Connecticut Order also directed Woodard to pay a penalty of \$20,000. In addition, the Connecticut Order directed Woodard to permanently cease and desist from violating various sections of the Connecticut Uniform Securities Act and Regulations thereunder, including but not limited to sections relating to fraud and dishonest or unethical business practices.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Woodard'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 Woodard 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 Respondent Woodard 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.

By the Commission.

Brent J. Fields
Secretary