

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 85008 / January 31, 2019

ADMINISTRATIVE PROCEEDING
File No. 3-18974

In the Matter of

Jordan E. Goodman,

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934
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”) against Jordan E. Goodman (“Respondent” or “Goodman”).

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) of the Securities and Exchange Act of 1934 (“Exchange 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. Goodman, 63, is a resident of Elmsford, New York. At all relevant times, Goodman acted as an unregistered broker or dealer by selling the securities of Woodbridge Group of Companies, LLC and its affiliates ("Woodbridge"). Goodman is not and has never been registered with the Commission, FINRA or any state securities regulator.

2. On December 21, 2018, a final judgment was entered by consent against Respondent, permanently enjoining him from future violations of Sections 5 and 17(b) of the Securities Act of 1933 ("Securities Act") and Section 15(a)(1) of the Exchange Act, in the civil action entitled *Securities and Exchange Commission v. Jordan E. Goodman*, Case No. 18-cv-25303-RNS, in the United States District Court for the Southern District of Florida.

3. The Commission's complaint alleged that, among other things, between approximately April 2014 through December 2017, Goodman, a self-described "media influencer" made frequent guest radio appearances nationwide touting the safety, security and earning potential of Woodbridge securities to unsuspecting investors. Goodman also touted Woodbridge's securities on the internet through his own website and Knowles Systems, Inc.'s website, and Goodman would tell interested investors to contact Knowles Systems to purchase the securities. Goodman assisted Knowles Systems in raising approximately \$147 million from the offer and sale of unregistered Woodbridge securities to more than 1,200 retail investors located in 38 states throughout the nation. For his efforts, Goodman was paid almost \$2.3 million in undisclosed transaction-based sales commissions.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Goodman 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 Goodman 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