

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 88143 / February 7, 2020**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-19404**

**In the Matter of**

**WAYNE SCOTT SIMPSON,**

**Respondent.**

**ORDER MAKING FINDINGS AND  
IMPOSING REMEDIAL SANCTIONS  
PURSUANT TO SECTION 15(b) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**I.**

On August 30, 2019, the Securities and Exchange Commission (“Commission”) instituted public administrative proceedings against Wayne Scott Simpson (“Respondent”) pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”).

**II.**

After institution of these proceedings, the Respondent 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.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 (“Order”), as set forth below.

**III.**

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

1. From approximately 2012 through 2017, Respondent acted as an unregistered broker dealer who, for compensation in the form of undisclosed commissions taken directly from investor proceeds, engaged in the business of soliciting and advising others as to the advisability of investing in or purchasing securities of N1 Technologies, Inc. (“N1”). Respondent participated in an offering of N1 stock, which is a penny stock. Respondent, 49 years old, is a resident of Pompano Beach,

Florida and has never been registered with or associated with an entity registered with the Commission.

2. On November 27, 2018, Respondent pled guilty to one count of conspiracy to commit wire fraud and mail fraud, in violation of Title 18, United States Code, Section 1349, and contrary to Title 18, United States Code, Sections 1341 and 1343, before the United States District Court for the Eastern District of Michigan, in United States v. Wayne Scott Simpson, Case No. 18-cr-20638-SJM-RSW.

3. In connection with that plea, Respondent admitted, among other things, that from approximately 2012 through 2017: (i) he conspired with the principals of N1 and others in a scheme to defraud over 70 individuals through the sale of stock and fractionalized interests in claimed patents tied to N1, which were convertible into stock, ultimately raising approximately \$3 million; (ii) N1's principals hired him to solicit investors to purchase patent units and/or stock of N1; (iii) he was paid undisclosed commissions between 30% and 40% and fees for successfully soliciting investors directly from investor proceeds; and (iv) he made materially false and misleading statements to induce investors to provide him and his co-conspirators money.

### III.

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, 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, 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.

Vanessa A. Countryman  
Secretary