

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Rel. No. 63691 / January 11, 2011

Admin. Proc. File No. 3-14136

In the Matter of

Sutton Resources Ltd.

ORDER DISMISSING
PROCEEDINGS

On November 23, 2010, we issued an Order Instituting Proceedings ("OIP") against Sutton Resources Ltd. ("Sutton Resources") under Section 12(j) of the Securities Exchange Act of 1934.¹ The OIP alleged that Sutton Resources had "a class of securities registered with the Commission pursuant to Exchange Act Section 12(g)" and that Sutton Resources was "delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-KSB for the period ended December 31, 2001"

On December 8, 2010, the Division of Enforcement (the "Division") moved to dismiss Sutton Resources from the proceeding.² The Division states that, in March and April 1999, Sutton Resources attempted to file with the Commission hard copies of Form 15 to terminate the issuer's registration under Exchange Act 12(g).³ The Division explains, however, that, "for unknown reasons, the Form 15 was not filed on the Commission's EDGAR database." The Division adds that, "[g]iven these circumstances, the Division of Corporation Finance ("Corporation Finance") has recommended to the Division that Sutton Resources' Form 15 should be treated as filed on EDGAR, and that the Division should not pursue this pending action against Sutton Resources pursuant to Exchange Act Section 12(j)."

¹ 15 U.S.C. § 78l(j).

² The OIP originally named Sutton Resources and four other issuers. According to the Division, "Sutton Resources is the only remaining respondent in this proceeding as the securities of the other four respondents have already been revoked."

³ Pursuant to Exchange Act Rule 12g-4(a)(1), 17 C.F.R. § 240.12g-4(a)(1), a Section 12 issuer may, under certain conditions, terminate its periodic reporting obligation by filing a certification with the Commission on Form 15.

The Division accordingly asks that the Commission dismiss the proceeding "because [Sutton Resources] has no securities registered under Exchange Act Section 12 to be suspended or revoked." In support, the Division includes a letter from Shearman & Sterling LLP, counsel for Barrick Gold Corporation, to the Office of the Secretary dated December 1, 2010. According to the letter, Barrick Gold "acquired approximately 97.4% of Sutton [Resources] outstanding common shares in a tender offer that expired on March 26, 1999." Counsel for Barrick Gold explains that Sutton Resources filed two Forms 15 in 1999 and includes date-stamped copies of supporting documents. Under these circumstances, we find it appropriate to grant the Division's motion and dismiss Sutton Resources from the proceeding.⁴

Accordingly, it is ORDERED that the proceeding with respect to Sutton Resources Ltd. be, and it hereby is, dismissed.

By the Commission.

Elizabeth M. Murphy
Secretary

⁴ See *BCI Telecom Holding, Inc.*, Securities Exchange Act Rel. No. 62649 (Aug. 4, 2010), 99 SEC Docket 31002, 31003 (dismissing Section 12(j) proceeding where respondent no longer had a class of securities registered under Section 12 of the Exchange Act); *TelcoBlue, Inc.*, Exchange Act Rel. No. 58061 (June 30, 2008), 93 SEC Docket 7335, 7335 (same).