

UNITED STATES OF AMERICA  
before the  
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. 78638 / August 22, 2016

Admin. Proc. File No. 3-17202

In the Matter of

EXPLEO SOLUTIONS, INC.

ORDER DISMISSING PROCEEDING

On April 6, 2016, the Commission instituted an administrative proceeding against Expleo Solutions, Inc. and one other respondent under § 12(j) of the Securities Exchange Act of 1934.<sup>1</sup> The Order Instituting Proceedings alleged that Expleo had violated periodic reporting requirements and sought to determine, based on those allegations, whether it was “necessary or appropriate for the protection of investors to suspend . . . or revoke” the registration of Expleo’s securities.<sup>2</sup>

On April 12, 2016, Expleo filed a Form 15, seeking to terminate voluntarily the registration of its securities under Section 12(g) of the Exchange Act.<sup>3</sup> Under Exchange Act Rule 12g-4(a), an issuer’s registration is terminated ninety days after the issuer files Form 15, in this case, on July 11, 2016.<sup>4</sup> The Division of Enforcement subsequently moved to dismiss the proceeding against Expleo. Expleo has not responded to the Division’s motion.

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<sup>1</sup> 15 U.S.C. § 78l(j). An administrative law judge revoked the registration of the securities of the other respondent in this proceeding. *Numida, Inc.*, Initial Decision Release No. 1010, 2016 WL 2643453 (May 10, 2016); *see also Numida, Inc.*, Securities Exchange Act Release No. 78256 (July 8, 2016), available at <https://www.sec.gov/litigation/admin/2016/34-78256.pdf>.

<sup>2</sup> *Expleo Sols., Inc.*, Exchange Act Release No. 77544, 2016 WL 1359479 (Apr. 6, 2016).

<sup>3</sup> 17 C.F.R. § 240.12g-4(a) (providing for certification of termination of registration under § 12(g), 15 U.S.C. § 78l(g)). Expleo relied on Rule 12g-4(a)(1), which permits the termination of registration if the issuer certifies that the class of securities being deregistered is held of record by fewer than 300 persons. 17 C.F.R. § 240.12g-4(a)(1). In its Form 15, Expleo certified that the approximate number of holders of record, as of April 12, 2016, was 53.

<sup>4</sup> 17 C.F.R. § 240.12g-4(a).

We have determined to grant the Division's motion. Expleo no longer has a class of securities registered under Section 12 of the Exchange Act. Because revocation and suspension of registration are the only remedies available in a proceeding instituted under Section 12(j), we find it appropriate to dismiss this proceeding against Expleo.<sup>5</sup>

IT IS therefore ORDERED that this proceeding is dismissed with respect to Expleo Solutions, Inc.

By the Commission.

Brent J. Fields  
Secretary

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<sup>5</sup> See, e.g., *Ruby Creek Res., Inc.*, Exchange Act Release No. 76060, 2015 WL 5718239 (Sept. 30, 2015) (dismissing proceeding against respondent who no longer had securities registered under Exchange Act Section 12); *DRC Ventures, Inc.*, Exchange Act Release No. 74153, 2015 WL 331958 (Jan. 27, 2015) (same).