

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-22554

In the Matter of

the Registration Statement of

**HORIZON THREAD (PTY) LTD,
2 Solomon Street, Summerstrand, Port
Elizabeth Eastern Cape 6001, South
Africa,**

Respondent.

**NOTICE OF MOOTNESS, MOTION TO DISMISS, AND INCORPORATED
MEMORANDUM OF LAW**

The Division of Enforcement (“Division”), with the consent of Respondent Horizon Thread (PTY) Ltd (“Respondent”), respectfully moves the Securities and Exchange Commission (the “Commission”) to dismiss the above-captioned stop order proceeding as moot given Respondent’s withdrawal of the registration statement at issue.

On October 22, 2025, Respondent filed a registration statement on Form F-1 (the “Registration Statement”) seeking to register the public offer and sale of 1,000,000 shares of the company’s common stock. The Commission instituted this proceeding on November 10, 2025, “to determine whether a stop order should issue suspending the effectiveness of the Registration Statement,” which the Division alleged “omit[ted] required exhibits and information and . . . material facts necessary to make the statements therein not misleading.” Order Instituting Proceedings (“OIP”) ¶¶ 3, 4.

On November 20, 2025, Respondent filed with the Commission an amendment to its Registration Statement “to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission acting pursuant to said section 8(a), may determine.” On February 9, 2026, Respondent filed a second amended registration statement (the “Second Amended Registration Statement”).

In a joint status report to the Chief Administrative Law Judge also filed February 9, 2026, “Division staff note[d] and Respondent . . . acknowledge[d] that the Second Amended Registration Statement fail[ed] to address” the deficiencies detailed in the OIP. The parties thus jointly requested a 60-day postponement of all deadlines in this proceeding “to allow Respondent to address the deficiencies.” By order dated February 10, 2026, the Chief Administrative Law Judge granted the parties’ joint motion and ordered the parties to file a joint status update on or before April 13, 2026.

On March 13, 2026, Respondent filed via submission type “RW” in the Commission’s EDGAR system a “Request for Withdrawal of Registration Statement on Form F-1.” By this filing, Respondent requested that the Commission consent to the withdrawal of its Registration Statement, as amended, representing that Respondent “has determined not to proceed with its public offering at this time and believes that the withdrawal of the Registration Statement is consistent with the public interest and the protection of investors.” Respondent also “confirm[ed] that no securities have been sold or will be sold pursuant to the Registration Statement.”

The Commission did not notify Respondent within 15 days of filing that its application for withdrawal will not be granted, and therefore Respondent’s withdrawal of its Second Amended Registration Statement is now deemed granted. *See* 17 C.F.R. § 230.477 (“[A]pplication for

withdrawal of an entire registration statement made before the effective date of the registration statement will be deemed granted at the time the application is filed with the Commission unless, within 15 calendar days after the registrant files the application, the Commission notifies the registrant that the application for withdrawal will not be granted.”). Because (i) the only relief sought in this proceeding is a determination as to whether a stop order should issue suspending the effectiveness of this Second Amended Registration Statement, and (ii) Respondent has now effectively withdrawn this very same Second Amended Registration Statement, this proceeding is now moot. Accordingly, the Division hereby moves the Commission to dismiss the above-captioned stop order proceeding.

Dated: April 7, 2026

Respectfully submitted,

/s/ Adam B. Gottlieb

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Certificate of Service

In accordance with Rules of Practice 150 and 151 [17 C.F.R. §§ 201.150 & .151], I certify that on April 7, 2026, I served on the Respondent this “NOTICE OF MOOTNESS, MOTION TO DISMISS, AND INCORPORATED MEMORANDUM OF LAW” by email to Yuting Bai, CEO, at the email address provided by Respondent, [REDACTED]

/s/ Adam B. Gottlieb _____

Adam B. Gottlieb
Senior Counsel
Securities and Exchange Commission
Division of Enforcement