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8 **UNITED STATES DISTRICT COURT**  
9 **CENTRAL DISTRICT OF CALIFORNIA**

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12 SECURITIES AND EXCHANGE  
13 COMMISSION,

14 Plaintiff,

15 vs.

16 SHILOH LUCKEY,

17 Defendant.  
18  
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Case No. 2:25-cv-10026

**COMPLAINT**

20 Plaintiff Securities and Exchange Commission (“SEC”) alleges:

21 **JURISDICTION AND VENUE**

22 1. The Court has jurisdiction over this action pursuant to Sections 20(b),  
23 20(d)(1) and 22(a) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. §§  
24 77t(b), 77t(d)(1) & 77v(a), and Sections 21(d)(1), 21(d)(3)(A), 21(e) and 27(a) of the  
25 Securities Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. §§ 78u(d)(1),  
26 78u(d)(3)(A), 78u(e) & 78aa(a).

27 2. Defendant has, directly or indirectly, made use of the means or  
28 instrumentalities of interstate commerce, of the mails, or of the facilities of a national

1 securities exchange in connection with the transactions, acts, practices and courses of  
2 business alleged in this complaint.

3 3. Venue is proper in this district pursuant to Section 22(a) of the Securities  
4 Act, 15 U.S.C. § 77v(a), and Section 27(a) of the Exchange Act, 15 U.S.C. § 78aa(a).  
5 because certain of the transactions, acts, practices and courses of conduct constituting  
6 violations of the federal securities laws occurred within this district. In addition,  
7 venue is proper in this district because Defendant Shiloh Luckey (“Luckey”) resides  
8 in this district.

9 **SUMMARY**

10 4. Since in or about October 2020 through September 2023, Shiloh Luckey  
11 (“Luckey”), founder and CEO of technology startup ComplYant App, Inc.  
12 (“ComplYant”), fraudulently raised over \$13 million from venture capital investors  
13 using false claims about both the commercial success of ComplYant’s software  
14 product as well as her own qualifications to lead the company.

15 5. ComplYant was an online technology company that offered an online  
16 software service for small business owners to track and manage their tax obligations.  
17 To lure investors into the fraudulent scheme, Luckey consistently and vastly  
18 overstated both ComplYant’s revenue and the number of subscribers to the  
19 company’s service. For example, among other false and misleading statements,  
20 Luckey told investors that from November 2020 to September 2022, ComplYant’s  
21 revenue from customers subscribing to its tax management software had grown from  
22 just over \$2,500 per month to more than \$250,000 each month. In reality, during that  
23 time the company never made more than \$510 in a single month and struggled to  
24 retain what few customers it did have.

25 6. Luckey also misrepresented herself to investors as a licensed Certified  
26 Public Accountant (“CPA”), with deep experience in tax management, supervision,  
27 and accounting compliance, falsely heightening investors’ perception of her relevant  
28 expertise. However, Luckey was not a licensed CPA, nor do any records suggest she

1 ever was licensed.

2 7. In addition, on top of her salary from ComplYant, Luckey, for her own  
3 benefit, profited by at least \$2.2 million of the investor funds raised. Luckey used  
4 ComplYant’s funds for personal expenses including: travel to locations such as  
5 Aspen, Miami Beach, Turks and Caicos, and Lisbon; Super Bowl tickets; Luckey’s  
6 destination wedding in the Caribbean; and the purchase of a personal car and  
7 Luckey’s residence.

8 8. Luckey’s fraudulent scheme eventually collapsed in mid-September  
9 2023 when ComplYant ran out of cash and abruptly ceased operations, despite raising  
10 \$750,000 from two new investors in June and September of 2023.

11 9. By engaging in this conduct, defendant Luckey violated Section 17(a) of  
12 the Securities Act of 1933 (“Securities Act”) [15 U.S.C. § 77q(a)] and Section 10(b)  
13 of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78j(b)] and  
14 Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

15 10. With this complaint, the SEC seeks permanent injunctions prohibiting  
16 future violations of the federal securities laws, an officer and director bar, and an  
17 order requiring defendant Luckey to disgorge her ill-gotten gains with prejudice  
18 interest thereon in accordance with Section 21(d)(5) of 21(d)(7) of the Exchange Act  
19 [15 U.S.C. §§ 78u(d)(5) and 78u(d)(7)] and imposing civil penalties under Section  
20 21(d)(3) of the Exchange Act [15 U.S.C. §78u(d)(3)] and Section 20(d) of the  
21 Securities Act [15 U.S.C. § 77t(d)].

22 **THE DEFENDANT**

23 11. **Shiloh Luckey, f.k.a. Shiloh Johnson**, age 41, resides in Inglewood,  
24 California. She is the founder and Chief Executive Officer of ComplYant.

25 **RELEVANT ENTITY**

26 12. **ComplYant App, Inc.**, was a Delaware corporation headquartered in  
27 Los Angeles, California, that offered an online software service for small business  
28 owners to track and manage their federal, state, and local tax obligations. ComplYant

1 ceased its operations around September 2023, and as of March 1, 2025, was no longer  
2 in existence under Delaware law. ComplYant was managed solely by Luckey, who  
3 was the only officer for the company, and was not registered with the United States  
4 Securities Commission in any capacity.

### 5 THE FRAUD

#### 6 **A. ComplYant was Created and Controlled by Luckey**

7 13. Formed in 2019, ComplYant was a technology startup run by its founder  
8 and CEO, Luckey.

9 14. At its peak, in or around June 2023, ComplYant had over 50 employees.

10 15. Although ComplYant eventually had a management team, comprising  
11 the heads of its various departments, Luckey was the company's only officer and  
12 executive.

13 16. Luckey was also solely responsible for ComplYant's finances and was  
14 the only signatory on the company's bank accounts.

15 17. At investor and board meetings, Luckey was the spokesperson for  
16 ComplYant.

#### 17 **B. ComplYant Raises \$13.3 Million from Investors**

18 18. In the summer of 2020, ComplYant first came to the attention of  
19 potential investors when Luckey participated in a technology accelerator program run  
20 by a Los Angeles-based non-profit. This accelerator program offered education,  
21 mentorship, and networking opportunities to early-stage businesses like ComplYant.

22 19. Through the technology accelerator program Luckey met a managing  
23 director of that program, who was at the time in the process of founding his own  
24 venture capital firm ("VC Investor 1"). This managing director was impressed by  
25 Luckey and her company and introduced her to a contact at another venture capital  
26 firm ("VC Investor 2").

27 20. On or about August 25, 2020, Luckey met with VC Investor 2 and  
28 pitched ComplYant's business proposal to the firm as a possible investment. During

1 that presentation, Luckey described her background, how she created ComplYant,  
2 and the specific business problems ComplYant intended to solve for its customers.

3 21. Specifically, during this August 25, 2020 meeting, Luckey presented  
4 herself as a licensed CPA, and explained that due to her background as a CPA she  
5 had discovered the problems that ComplYant intended to solve for its customers.

6 22. Ultimately, VC Investor 2 decided to invest \$100,000 in ComplYant,  
7 and signed a convertible equity agreement with the company on or about October 22,  
8 2020.

9 23. In the first year following VC Investor 2's initial investment, ComplYant  
10 continued to attract investments from various venture capital firms through Luckey's  
11 networking efforts, including enrollment in another startup accelerator program in the  
12 summer of 2021.

13 24. ComplYant raised almost \$1.2 million between November 2020 and  
14 October 2021 through a combination of convertible equity agreements and simple  
15 agreements for future equity ("SAFEs"), signed on behalf of ComplYant by Luckey,  
16 including two investments from VC Investor 1 and an additional investment from VC  
17 Investor 2.

18 25. In December 2021, ComplYant entered into a series of stock purchase  
19 agreements to raise \$4 million in another round of funding led by another venture  
20 capital firm ("VC Investor 3"). As a result of that funding round, a partner from VC  
21 Investor 3 took a seat on ComplYant's board of directors.

22 26. At quarterly board meetings, Luckey continued to keep investors  
23 apprised of the company's progress, including presenting detailed slideshows to the  
24 other board member and representatives of ComplYant's investors.

25 27. Luckey also provided occasional email updates to investors regarding  
26 ComplYant's progress.

27 28. As one example, on or about January 7, 2022, Luckey emailed investors  
28 her "monthly" update, claiming that ComplYant had \$88,000 in monthly recurring

1 revenue, \$6,000 in new monthly recurring revenue, 244 new registered users, and 89  
2 new subscribers.

3 29. On or about May 16, 2022, Luckey again contacted investors by email in  
4 an investor update, claiming that ComplYant now had revenue of \$179,724, new  
5 monthly revenue of \$9,000, 391 new registered users, and 127 new subscribers over  
6 the past month, with a bank balance of almost \$3.5 million.

7 30. In October 2022, ComplYant conducted another round of financing,  
8 raising an additional \$7.3 million through SAFEs, signed on behalf of ComplYant by  
9 Luckey, with investors that included VC Investor 1, VC Investor 2, and VC Investor  
10 3.

11 31. Finally, in June and September 2023, ComplYant entered into SAFEs,  
12 signed on behalf of ComplYant by Luckey, for another \$750,000 from two new  
13 investors. The company ran out of cash and abruptly ceased operations in mid-  
14 September 2023.

### 15 **C. ComplYant's Actual Operations**

16 32. ComplYant purported to offer an online tax management platform for  
17 small to medium businesses.

18 33. ComplYant's business model was subscription-based; customers who  
19 registered to use the product could choose between several tiers of service depending  
20 on their needs and would be charged a recurring fee for access to its offerings.  
21 Although the lowest-tier ComplYant account was free, the company's business model  
22 was based on either signing up paying users or converting free users to paid  
23 membership levels.

24 34. Subscription fees from customers were the only source of revenue  
25 throughout ComplYant's operations.

26 35. ComplYant did develop and offer a tax management service.  
27 ComplYant did attract some customers willing to pay for a subscription. However,  
28 the company never had more than 131 paying customers in total over its lifetime, and

1 never achieved more than \$620 in monthly revenue.

2 **D. Luckey's False Representations to Investors**

3 **1. Luckey Dramatically Overstated ComplYant's Revenue**

4 36. Following the initial investment by VC Investor 1 in October 2020,  
5 Luckey provided a series of written materials to current and prospective investors,  
6 including pitch decks, financial statements and projections, investor update emails,  
7 and board meeting presentations.

8 37. Each of these painted an increasingly rosy picture of ComplYant's  
9 business performance: alleged monthly revenues reportedly grew from around \$2,500  
10 in November 2020, to over \$220,000 by August 2022.

11 38. For example, October 2022, to at least one prospective investor, Luckey  
12 reported that ComplYant had annual recurring revenue of \$3.1 million (implying  
13 approximately \$258,333 of monthly revenue) as of September 2022.

14 39. Luckey personally presented these revenue and customer figures to  
15 ComplYant investors and affirmed their accuracy in both in-person and online  
16 meetings.

17 40. Investors in ComplYant were shown revenue numbers by Luckey  
18 depicting a company that was growing rapidly and exceeding expectations for typical  
19 startups at that stage. These reported revenues were central to investors' decisions to  
20 invest.

21 41. Luckey's claims to investors about ComplYant's ever-increasing  
22 monthly revenues were all false.

23 42. In reality, ComplYant was earning hardly any revenue from its online  
24 subscription product. For example, from November 2020 to September 2022,  
25 ComplYant's monthly subscription income averaged around \$250, never exceeding  
26 \$620 in a single month.

27 43. In total, the online payments made to ComplYant show that ComplYant  
28 received only the following approximate total yearly subscription payments, vastly

1 underperforming the revenue Luckey was claiming to investors:

- 2 (a) 2020: \$507  
 3 (b) 2021: \$3,167  
 4 (c) 2022: \$4,053  
 5 (d) 2023: \$4,653.

6 44. However, even as ComplYant's actual financial performance stalled at  
 7 several hundred dollars a month in revenue, the company's representations to  
 8 investors grew increasingly exaggerated, such that the magnitude of Luckey's  
 9 overstatements continued to climb, as illustrated in the table below:

<b>ComplYant Monthly Revenues Contention vs. Reality (Exemplars)</b>			
<b>Month</b>	<b>ComplYant's Alleged Revenue</b>	<b>Actual Revenue (rounded to the nearest \$)</b>	<b>Degree of Revenue Overstatement (multiple)</b>
Jan. 2021	\$3,000	\$35	85x
Aug. 2021	\$41,000	\$323	127x
Dec. 2021	\$87,614	\$236	371x
Aug. 2022	\$221,040	\$247	895x

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20 45. In a virtual meeting in late 2023, after ComplYant's collapse, Luckey  
21 even admitted to two investor representatives that she had previously misstated  
22 ComplYant's financials.

23 46. Luckey's statements about ComplYant's ever-increasing revenue were  
24 critical to investors' decisions to invest or re-invest in the company.

25 47. Luckey's grossly inflated revenue numbers also meant ComplYant's  
26 other metrics of financial performance were overstated to match the claimed revenue  
27 amounts.  
28

1 48. In statements to investors, Luckey falsely inflated ComplYant’s gross  
2 margin, burn (the amount by which expenses exceed revenue), and runway (how long  
3 a company can operate before it runs out of cash). All of these metrics were routinely  
4 presented to investors, and all were important to the investors’ decisions to invest in  
5 ComplYant.

6 **2. Luckey’s False Statements About the Number of ComplYant**  
7 **Customers**

8 49. To sustain the fiction of astronomical revenue growth to her investors  
9 and prospective investors, Luckey also had to invent the customers that supposedly  
10 subscribed to and paid for ComplYant’s product.

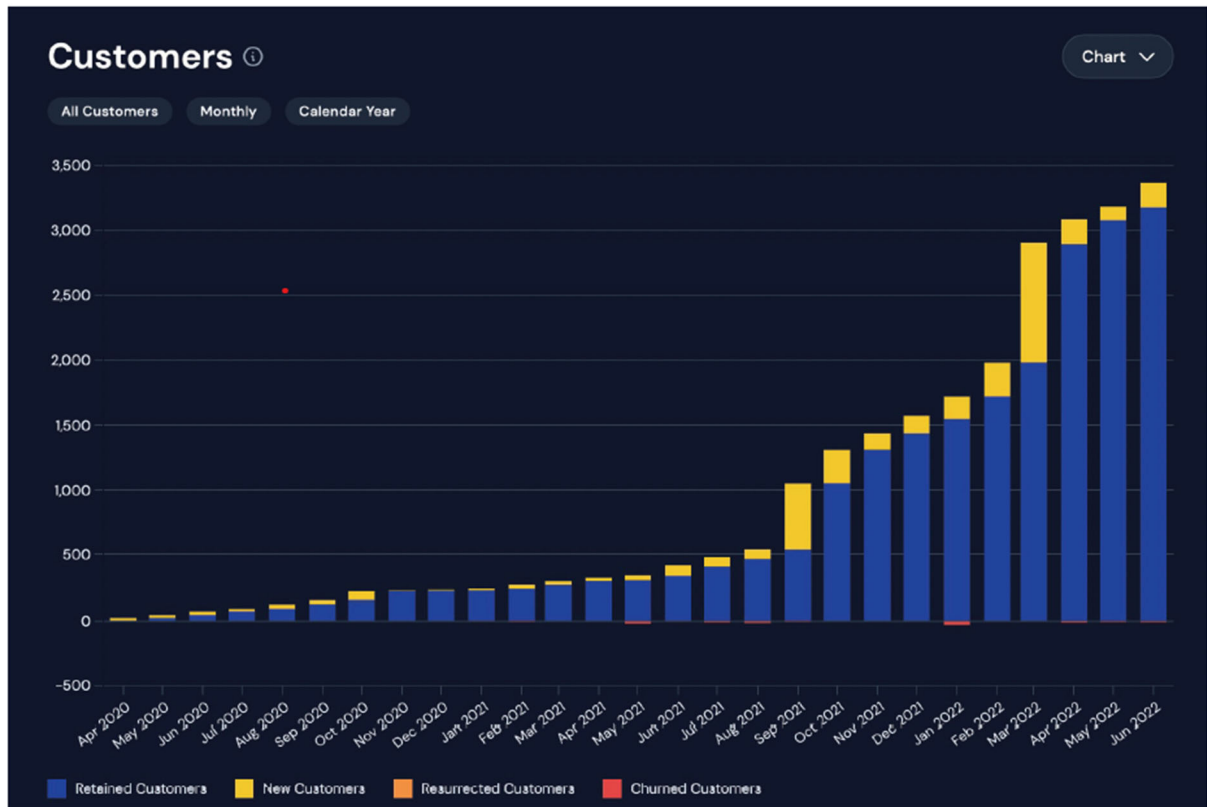
11 50. For example, in June of 2021 in a presentation to a start-up accelerator  
12 program, Luckey claimed to have 929 subscribers with monthly recurring revenue of  
13 \$27,434.

14 51. In October of 2022, in an investment memorandum to another  
15 prospective investor, ComplYant was described having “4K + customers” with  
16 approximately \$3.1 in annualized revenue.

17 52. Luckey also claimed in that October 2022 investment memorandum that  
18 ComplYant was bringing in anywhere from 64 to 678 new paid subscribers each  
19 month.

20 53. Moreover, Luckey also represented to investors that ComplYant was  
21 concurrently maintaining a low rate of customer turnover, known as churn, implying  
22 not only a continually expanding customer base, but also a high level of customer  
23 satisfaction with the product, which was a bullish indicator of the company’s future  
24 success.

25 54. For example, in a board meeting on or about July 28, 2022, at which  
26 investors were present, Luckey presented a chart of ComplYant’s alleged customers,  
27 showing grown from zero to almost 3,500 customers, with almost no customer  
28 turnover. This chart was a fabrication:



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55. According to ComplYant's actual online customer payment data, ComplYant had nowhere near the number of paid subscribers, nor the rate of subscription renewals that Luckey described to investors.

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56. From December 2019 through October 2023, ComplYant never had more than 131 unique subscribers total.

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57. In that same time period, more than half of ComplYant's actual customers initiated a paid account but then never incurred a second charge for ComplYant's services.

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58. Between April 2020, when ComplYant's software first launched, and September 2023, when the company ceased operations, the company averaged fewer than 4 new subscribers per month.

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### 3. Luckey Falsely Claimed to be a CPA

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59. The written materials Luckey provided to investors and prospective

1 investors repeatedly touted Luckey’s status as a licensed CPA, a fact that Luckey also  
2 emphasized when pitching ComplYant to prospective investors.

3 60. The fact that Luckey was allegedly a CPA was important to investors’  
4 decision to invest in ComplYant, as it was a good indicator of the depth of Luckey’s  
5 expertise in the relevant field.

6 61. For example, VC Investor 2, who invested when the company was still  
7 “pre-revenue,” relied heavily on Luckey’s perceived qualifications as a CPA to  
8 develop ComplYant’s product.

9 62. Even in an October 2022 “scorecard” prepared by a prospective investor  
10 in ComplYant, the investor described the importance of Luckey’s qualifications as a  
11 CPA in the context of her efforts to found ComplYant, stating, “Shiloh is an  
12 accountant by trade, but clearly a hustler who has gotten the business to \$3.1M in  
13 ARR (expected 4x YoY growth) as a solo founder with a team of mostly ICs.”

14 63. Similarly, in 2020, VC Investor 2 described the importance of Luckey’s  
15 CPA certification in the investment decision, “[a]s a practicing CPA and scholar in  
16 tax law, [Luckey] realized a unique opportunity to assist small business owners to  
17 understand relevant tax rules and requirements. Shiloh served 300 small business in  
18 Los Angeles as a career CPA.”

19 64. In reality, Luckey was never licensed as a CPA in California or in any  
20 other state.

21 **E. Luckey Profited Directly in Connection with the Sale of ComplYant’s**  
22 **Securities**

23 65. In addition to deceiving investors as to ComplYant’s revenue and  
24 customer base and as to her certification as an accountant, Luckey also profited  
25 directly from the scheme by misappropriating investor funds for her own benefit.

26 66. By at least October 2020, Luckey began routinely using ComplYant’s  
27 company accounts for personal spending.

28 67. Using ComplYant’s business accounts, Luckey paid approximately \$2.2

1 million for her own personal expenses, for expenditures including:

- 2 (a) Approximately \$137,000 in student loan repayment;
- 3 (b) Approximately \$1.3 million on travel, entertainment, 2022  
4 Super Bowl tickets, Rams football tickets, wedding expenses for a  
5 destination wedding, purchase of a car, and other personal  
6 expenses; and
- 7 (c) Approximately \$739,000 to fund the purchase of Luckey's \$1.1  
8 million home.

9 **F. ComPLYant Collapses Yet Luckey Continues to Promote Herself**

10 68. In mid-September 2023 Luckey abruptly terminated ComPLYant's  
11 operations, dismissing all of its employees.

12 69. However, Luckey has continued to promote her accounting expertise and  
13 her experience as an alleged tech startup founder on various websites.

14 70. At least as of mid-June 2025, Luckey was offering accounting services  
15 targeting "digital creators and small businesses" under a new business name, as well  
16 as claiming to provide a tax service aimed at teens.

17 71. Through 2025, Luckey has continued posting alleged tax advice videos  
18 on social media.

19 72. Through at least August 2024 Luckey regularly referred to herself in  
20 these tax advice videos as a licensed CPA.

21 73. Also in 2025, Luckey started a new social media account to document  
22 the alleged creation of a new app that on its face would have significant overlap with  
23 the business and tax services that ComPLYant purported to provide.

24 **G. Luckey Acted with Scierter and Her Conduct was Negligent**

25 74. Luckey acted with scierter in carrying out the scheme to defraud and in  
26 making the false and misleading statements to investors. Luckey also acted  
27 negligently in carrying out her scheme and in making the false and misleading  
28 statements, that is, she failed to exercise the level of care that a reasonable person

1 would have exercised under the same circumstances.

2 75. Luckey's scienter and failure to act reasonably under the circumstances  
3 is demonstrated, in part, by the following:

4 (a) As founder of ComplYant Luckey clearly had knowledge of, or  
5 was reckless in not knowing, the falsity of her statements regarding revenue,  
6 customers, and her own qualifications;

7 (b) Luckey had exclusive access to and control over ComplYant's  
8 financial information, including its bank statements, such that she would have all the  
9 information necessary to know her statements were false;

10 (c) Luckey admitted in late 2023 to an investor that she had falsified  
11 ComplYant's financial information she had conveyed to investors.

## 12 **H. The ComplYant Investments are Securities**

13 76. Investments in ComplYant were in three forms: (1) stock purchase  
14 agreements, (2) convertible equity agreements, or (3) simple agreements for future  
15 equity ("SAFEs").

16 77. Each of the three forms of investments in ComplYant are securities.

17 78. The stock purchase agreements were straightforward purchases of  
18 ComplYant stock and thus securities.

19 79. The convertible agreements and SAFEs granted the investors the right to  
20 a future ownership of stock upon the occurrence of certain events.

21 80. A reasonable investor would consider the ComplYant investments to be  
22 securities.

## 23 **FIRST CLAIM FOR RELIEF**

### 24 **Fraud in the Connection with the Purchase and Sale of Securities**

### 25 **Violations of Section 10(b) of the Exchange Act and Rule 10b-5**

### 26 **(against Defendant Luckey)**

27 81. The SEC realleges and incorporates by reference paragraphs 1 through  
28 80 above.

1           82. In connection with the purchase or sale of securities, Defendant Luckey  
2 employed deceptive acts and practices and engaged in a course of conduct to deceive  
3 investors in her offer and sale of ComplYant’s securities. She did so by making, and  
4 then disseminating, materially false statements about ComplYant’s revenues and  
5 number of subscribers, and about Luckey’s status as an alleged CPA. Luckey created  
6 a vast collection of pitch decks, board presentations, spreadsheets, and charts, all  
7 purporting to show ComplYant’s extraordinary growth and touting her own  
8 experience and credentials. She presented these materials at in-person and virtual  
9 meetings and widely shared them with actual and prospective investors. In reality,  
10 ComplYant had neither the revenue Luckey claimed nor the number of subscribers  
11 she touted, and Luckey was not a CPA.

12           83. By engaging in the conduct described above, Defendant Luckey, directly  
13 or indirectly, in connection with the purchase or sale of a security, by the use of  
14 means or instrumentalities of interstate commerce, of the mails, or of the facilities of  
15 a national securities exchange: (a) employed devices, schemes, or artifices to  
16 defraud; (b) made untrue statements of a material fact or omitted to state a material  
17 fact necessary in order to make the statements made, in the light of the circumstances  
18 under which they were made, not misleading; and (c) engaged in acts, practices, or  
19 courses of business which operated or would operate as a fraud or deceit upon other  
20 persons.

21           84. Defendant Luckey, with scienter, employed devices, schemes and  
22 artifices to defraud; made untrue statements of a material fact or omitted to state a  
23 material fact necessary in order to make the statements made, in the light of the  
24 circumstances under which they were made, not misleading; and engaged in acts,  
25 practices or courses of conduct that operated as a fraud on the investing public by the  
26 conduct described in detail above.

27           85. By engaging in the conduct described above, Defendant Luckey  
28 violated, and unless restrained and enjoined will continue to violate, Section 10(b) of

1 the Exchange Act, 15 U.S.C. § 78j(b), and Rules 10b-5(a), 10b-5(b), and 10b-5(c)  
2 thereunder, 17 C.F.R. §§ 240.10b-5(a), 240.10b-5(b) & 240.10b-5(c).

3 **SECOND CLAIM FOR RELIEF**

4 **Fraud in the Offer or Sale of Securities**

5 **Violations of Section 17(a) of the Securities Act**

6 **(against Defendant Luckey)**

7 86. The SEC realleges and incorporates by reference paragraphs 1 through  
8 80 above.

9 87. In connection with the purchase or sale of securities, Defendant Luckey  
10 employed deceptive acts and practices and engaged in a course of conduct to deceive  
11 investors in her offer and sale of ComplYant's securities. She did so by making, and  
12 then disseminating, materially false statements about ComplYant's revenues and  
13 number of subscribers, and about Luckey's status as an alleged CPA. Luckey created  
14 a vast collection of pitch decks, board presentations, spreadsheets, and charts, all  
15 purporting to show ComplYant's extraordinary growth and touting her own  
16 experience and credentials. She presented these materials at in-person and virtual  
17 meetings and widely shared them with actual and prospective investors. In reality,  
18 ComplYant had neither the revenue Luckey claimed nor the number of subscribers  
19 she touted, and Luckey was not a CPA.

20 88. By engaging in the conduct described above, Defendant Luckey, directly  
21 or indirectly, in the offer or sale of securities, and by the use of means or instruments  
22 of transportation or communication in interstate commerce or by use of the mails  
23 directly or indirectly: (a) employed devices, schemes, or artifices to defraud; (b)  
24 obtained money or property by means of untrue statements of a material fact or by  
25 omitting to state a material fact necessary in order to make the statements made, in  
26 light of the circumstances under which they were made, not misleading; and (c)  
27 engaged in transactions, practices, or courses of business which operated or would  
28 operate as a fraud or deceit upon the purchaser.

1 89. Defendant Luckey, with scienter, employed devices, schemes and  
2 artifices to defraud; with scienter or negligence, obtained money or property by  
3 means of untrue statements of a material fact or by omitting to state a material fact  
4 necessary in order to make the statements made, in light of the circumstances under  
5 which they were made, not misleading; and, with scienter or negligence, engaged in  
6 transactions, practices, or courses of business which operated or would operate as a  
7 fraud or deceit upon the purchaser.

8 90. By engaging in the conduct described above, Defendant Luckey  
9 violated, and unless restrained and enjoined will continue to violate, Sections  
10 17(a)(1), 17(a)(2), and 17(a)(3) of the Securities Act, 15 U.S.C. §§ 77q(a)(1),  
11 77q(a)(2), & 77q(a)(3).

12 **PRAYER FOR RELIEF**

13 WHEREFORE, the SEC respectfully requests that the Court:

14 **I.**

15 Issue findings of fact and conclusions of law that Defendant Luckey committed  
16 the alleged violations.

17 **II.**

18 Issue judgments, in forms consistent with Rule 65(d) of the Federal Rules of  
19 Civil Procedure, permanently enjoining Luckey, and her officers, agents, servants,  
20 employees and attorneys, and those persons in active concert or participation with  
21 any of them, who receive actual notice of the judgment by personal service or  
22 otherwise, and each of them, from violating Section 17(a) of the Securities Act [15  
23 U.S.C. §77q(a)], and Section 10(b) of the Exchange Act [15 U.S.C. §§ 78j(b)] and  
24 Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

25 **III.**

26 Issue judgments permanently prohibiting Luckey from serving as an officer or  
27 director of any company that has a class of securities registered under Exchange Act  
28 Section 12 [15 U.S.C. § 78I] or that is required to file reports under Exchange Act

1 Section 15(d) [15 U.S.C. § 78o(d)], pursuant to Securities Act Section 20(e) [15  
2 U.S.C. § 77t(e)] and Exchange Act Section 21(d)(2) [15 U.S.C. § 78u(d)(2)];

3 **IV.**

4 Order Defendant Luckey to disgorge all funds received from her illegal  
5 conduct, together with prejudgment interest thereon, in accordance with Exchange  
6 Act Sections 21(d)(5) and 21(d)(7) [15 U.S.C. §§ 78u(d)(5) and 78u(d)(7)].

7 **V.**

8 Order Defendant Luckey to pay civil penalties under Section 20(d) of the  
9 Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15  
10 U.S.C. § 78u(d)(3)].

11 **VI.**

12 Retain jurisdiction of this action in accordance with the principles of equity and  
13 the Federal Rules of Civil Procedure in order to implement and carry out the terms of  
14 all orders and decrees that may be entered, or to entertain any suitable application or  
15 motion for additional relief within the jurisdiction of this Court.

16 **VII.**

17 Grant such other and further relief as this Court may determine to be just and  
18 necessary.

19 Dated: October 20, 2025

20 */s/ Kathryn C. Wanner*

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Kathryn C. Wanner

22 Patricia Pei

23 Attorneys for Plaintiff

24 Securities and Exchange Commission  
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