

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

NICHOLAS BOWERMAN,

Defendant.

Case No. 24-cv-12282-AK

FINAL JUDGMENT

WHEREAS, on September 5, 2024, the plaintiff Securities and Exchange Commission (“Commission”) commenced this action by filing a Complaint against Defendant Nicholas Bowerman (“Bowerman” or “Defendant”);

WHEREAS, Defendant was personally served with a copy of the complaint and a summons on September 17, 2024. *See* [Doc. No. 5, 5-1](#).

WHEREAS, Defendant’s answer to the complaint was due by October 8, 2024. *See* [Fed. R. Civ. P. 12\(a\)\(1\)\(A\)\(i\)](#). Defendant has not filed an answer, and no counsel has appeared on his behalf or contacted the undersigned on Defendant’s behalf.

WHEREAS, the Commission filed a renewed request for entry of default as to Defendant on December 19, 2024, for failure to answer or otherwise appear. *See* [Doc. No. 8](#);

WHEREAS, in accordance with [Fed. R. Civ. P. 55\(a\)](#), a clerk’s Notice of Default was entered against Defendant on January 13, 2025. *See* [Doc. No. 10](#);

WHEREAS, the Court accepts as true the factual allegations of the Complaint against Defendant, who has defaulted, and finds that the Court has jurisdiction over this action pursuant

to Section 22(a) of the Securities Act of 1933 (“Securities Act”) [[15 U.S.C. § 77v\(a\)](#)], and Sections 27 of the Securities Exchange Act of 1934 (“Exchange Act”) [[15 U.S.C. § 78aa](#)];

WHEREAS, the Commission has applied, pursuant to [Fed. R. Civ. P. 55\(b\)\(2\)](#), for the entry of this Final Judgment based on Defendant’s failure to answer or otherwise respond to the Commission’s Complaint, and the Court having considered the prima facie case for relief shown by the Commission’s Complaint, the memorandum of law in support of the Commission’s motion for default judgment, and the supporting Affidavits of Brian R. Higgins, supervisory staff accountant in the enforcement division at the SEC, and Paul Caron, senior director of global compensation at CIRCOR International, Inc. (“CIRCOR”), which showing has not been rebutted by Defendant, the Court finds that Defendant has violated Sections 17(a) of the Securities Act; and Sections 10(b), 13(a), 13(b)(2)(a), 13(b)(2)(b), and 13(b)(5) of the Exchange Act, and Rules 10b-5(a) and (c), 13a-1, 13a-11, 13a-13, and 13b2-1 thereunder;

NOW THEREFORE, BASED ON THE FOREGOING:

I.

IT IS ORDERED that Defendant Nicholas Bowerman is in default and judgment is awarded in favor of Plaintiff Securities and Exchange Commission against Defendant Nicholas Bowerman;

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (the “Securities Act”) [[15 U.S.C. § 77q\(a\)](#)] in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and
- (c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser;

by, directly or indirectly, (i) creating a false appearance or otherwise deceiving any person about the price or trading market for any security, or (ii) making any false or misleading statement, or disseminating any false or misleading documents, materials, or information, concerning matters relating to a decision by an investor or prospective investor to buy or sell securities of any company.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in [Federal Rule of Civil Procedure 65\(d\)\(2\)](#), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [[15 U.S.C. § 78j\(b\)](#)] and Exchange Act Rules 10b-5(a) and (c) [[17 C.F.R. § 240.10b-5\(a\)](#) and [\(c\)](#)], by using any means or instrumentality

of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud; and
- (b) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person;

by, directly or indirectly, (i) creating a false appearance or otherwise deceiving any person about the price or trading market for any security, or (ii) making any false or misleading statement, or disseminating any false or misleading documents, materials, or information, concerning matters relating to a decision by an investor or prospective investor to buy or sell securities of any company.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in [Federal Rule of Civil Procedure 65\(d\)\(2\)](#), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from aiding and abetting violations of Section 13(b)(5) of the Exchange Act [[15 U.S.C. § 78m\(b\)\(5\)](#)], and Rule 13b2-1 [[17 C.F.R. § 240.13b2-1](#)] thereunder, by:

- (a) knowingly circumventing or knowingly failing to implement a system of internal accounting controls or knowingly falsifying any book, record or account described in Section 13(b)(2) of the Exchange Act; and

(b) directly or indirectly falsifying or causing to be falsified, any book, record or account subject to Section 13(b)(2)(A) of the Exchange Act;

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in [Federal Rule of Civil Procedure 65\(d\)\(2\)](#), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

V.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating Section 13(a) of the Exchange Act [[15 U.S.C. § 78m\(a\)](#)] and Rules 13a-1, 13a-11, and 13a-13 thereunder [[17 C.F.R. §§ 240.13a-1, 240.13a-11, and 240.13a-13](#)] by knowingly providing substantial assistance to an issuer which has a class of securities registered pursuant to Section 12 of the Exchange Act [[15 U.S.C. § 781](#)], or that is required to file reports pursuant to Section 15(d) of the Exchange Act [[15 U.S.C. § 780\(d\)](#)], that files annual, quarterly and periodic reports that are inaccurate or that fail to contain material information necessary to make required statements, in light of the circumstances under which they are made, not misleading.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in [Federal Rule of Civil Procedure 65\(d\)\(2\)](#), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

VI.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating Section 13(b)(2)(A) and (B) of the Exchange Act [15 U.S.C. §§ 78m(b)(2)(A), (B)] by knowingly providing substantial assistance to an issuer which has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. §781], or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 780(d)],

- (a) in failing to make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the issuer; and
- (b) in failing to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that transactions are recorded as necessary (i) to permit preparation of financial statement in conformity with generally accepted accounting principles or any other criteria applicable to such statements; and (ii) to maintain accountability for assets;

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

VII.

IT IS FURTHER ORDERED that, pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)] and Section 20(e) of the Securities Act [15 U.S.C. § 77t(e)], Defendant is prohibited from acting in an accounting or financial reporting role at a public company in

connection with the preparation of financial statements filed with the Commission, providing substantial assistance to a public company in the preparation of financial statements filed with the Commission, or acting as an auditor on a public company audit.

For purposes of the conduct-based injunction, the following definitions apply: (i) “Accounting or financial reporting role” means participating in the preparation of financial statements; decisions about financial reporting; the creation or implementation of accounting policies; or decisions about accounting treatment; and (ii) “Public company” means a company, foreign or domestic, that files financial statements with the Securities and Exchange Commission.

VIII.

IT IS FURTHER ORDERED that Defendant is ordered to pay disgorgement of \$17,823.80, as well as prejudgment interest thereon of \$4,148.51, pursuant to Exchange Act Sections 21(d)(3), 21(d)(5), and 21(d)(7) [15 U.S.C. §§ 78u(d)(3), 78u(d)(5), and 78u(d)(7)]. The total amount of disgorgement and prejudgment interest is \$21,972.31.

IX.

IT IS FURTHER ORDERED that Defendant is ordered to pay a civil penalty of \$75,000 pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)].

XVIII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

IT IS SO ORDERED

Entered this 23rd day of December, 2025

/s/ Angel Kelley

Angel Kelley
United States District Court Judge