

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 102433 / February 18, 2025

WHISTLEBLOWER AWARD PROCEEDING
File No. 2025-18

In the Matter of the Claim for an Award

in connection with

Redacted

Redacted

Notice of Covered Action Redacted

ORDER DETERMINING WHISTLEBLOWER AWARD CLAIM

The Claims Review Staff (“CRS”) issued a Preliminary Determination recommending that ^{Redacted} and ^{Redacted} (collectively, “Joint Claimants”)¹ jointly receive a whistleblower award equal to ^{Redacted} percent (^{***} %) of the monetary sanctions collected or to be collected in the above-referenced covered action (“Covered Action”), which would yield a current payment of almost \$1,000,000. Joint Claimants provided written notice of their decision not to contest the Preliminary Determination. The recommendation of the CRS is adopted.

The record demonstrates that Joint Claimants voluntarily provided original information to the Commission that led to the successful enforcement of the referenced Covered Action pursuant to Section 21F(b)(1) of the Exchange Act and Rule 21F-3(a) promulgated thereunder,² and that Joint Claimants should receive an award of ^{Redacted} percent (^{***} %) of the monetary

¹ The two claimants are treated as a joint whistleblower pursuant to Securities Exchange Act of 1934 (“Exchange Act”) Rule 21F-2(a) because they presented themselves as acting jointly when they provided their information to the Commission in their Form TCR and WB-APPs. Unless, within ten days of the Commission’s Final Order, Joint Claimants instruct otherwise in writing, the Office of the Whistleblower is instructed to pay 50% of the award to each Joint Claimant.

² Although Joint Claimants were officers and learned some of their information from others, Joint Claimants satisfy the 120-day exception under Rule 21F-4(b)(4)(v)(C) because they waited more than 120 days to report to the Commission after raising concerns internally to their supervisors.

sanctions collected or to be collected in the Covered Action.

Exchange Act Rule 21F-6(c) establishes a presumption of a statutory maximum award where (1) the maximum award would be \$5 million or less and (2) none of the negative award factors under Rule 21F-6(b)—*i.e.*, culpability, unreasonable reporting delay, or interference with an internal compliance and reporting system—are present and Exchange Act Rule 21F-16 regarding culpable whistleblowers does not apply.³ The Commission may depart from the presumption if (1) the assistance provided by the whistleblower was, “under the relevant facts and circumstances, limited,” or (2) a maximum award “would be inconsistent with the public interest, the promotion of investor protection, or the objectives of the whistleblower program.”⁴ The presumption, however, does not apply here due to two negative factors – culpability and unreasonable reporting delay.

Accordingly, in determining the amount of award to recommend, the Commission considered the following factors set forth in Rules 21F-6(a) and (b) of the Exchange Act as they apply to Joint Claimants: (1) the significance of information provided to the Commission; (2) the assistance provided in the Commission action; (3) law enforcement interest in deterring violations by granting awards; (4) participation in internal compliance systems; (5) culpability; (6) unreasonable reporting delay; and (7) interference with internal compliance and reporting systems.

In reaching the recommended award percentage, the Commission considered that: Joint Claimants’ information was significant in that it alerted Enforcement staff to the misconduct, prompting the opening of the Covered Action investigation; Joint Claimants provided additional information and continuing assistance that saved time and resources; Joint Claimants reported the misconduct internally; Joint Claimants were senior officers with ^{Redacted} backgrounds and oversaw and executed the misconduct through the company’s ^{Redacted} Department for more than two years, although another more senior officer exercised the ultimate decision-making authority over the misconduct; Joint Claimants unreasonably delayed in reporting to the Commission as they waited approximately two years to report to the Commission after learning of the misconduct.

³ See Rule 21F-16, 17 C.F.R. § 240.21F-16.

⁴ Rule 21F-6(c)(1)(iv), 17 C.F.R. § 240.21F-6(c)(1)(iv).

Accordingly, it is hereby ORDERED that Joint Claimants shall receive an award of
Redacted percent (^{***} %) of the monetary sanctions collected or to be collected in the Covered
Action.

By the Commission.

J. Matthew DeLesDernier
Deputy Secretary