UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 104137 / September 30, 2025

WHISTLEBLOWER AWARD PROCEEDING
File No. 2025-56

In the Matter of the Claim for Award

in connection with

Redacted

Redacted

Notice of Covered Action Redacted

ORDER DETERMINING WHISTLEBLOWER AWARD CLAIM

The Claims Review Staff ("CRS") issued Preliminary Determinations in connection with Redacted ("Covered Action") recommending that Redacted ("Claimant") be denied a whistleblower award for the Covered Action. Claimant submitted a timely response contesting the preliminary denial.[1] For the reasons discussed below, Claimant's award claim is denied.

I. Background

A. The Covered Action

On Redacted the Commission instituted settled administrative and cease-and-desist proceedings against Redacted ("Respondent"). The Covered Action

[1] *See* Exchange Act Rule 21F-10(e), 17 C.F.R. § 240.21F-10(e). A preliminary denial was also issued to three other claimants in connection with the Covered Action. However, these individuals did not contest the preliminary denials of their claims and, as such, the Preliminary Determinations with respect to these claimants' award claims became the Final Order of the Commission. *See* Exchange Act Rule 21F-10(f), 17 C.F.R. § 240.21F-10(f).

concerned Redacted Redacted Redacted Redacted Redacted The Covered Action also concerned Respondent's Redacted Redacted As a result of its misconduct, Respondent Redacted Redacted Redacted Among other relief, the Commission ordered Respondent to pay Redacted in monetary sanctions.

The Office of the Whistleblower posted a Notice of Covered Action on the Commission's public website inviting claimants to submit whistleblower award applications within 90 days.[2] Claimant submitted a timely whistleblower award claim.

B. The Preliminary Determination as to Claimant

The CRS issued a Preliminary Determination as to Claimant[3] recommending that Claimant's claim be denied.[4] The Preliminary Determination noted that Claimant was not a "whistleblower" within the meaning of Rule 21F-2(a) at the time that the Investigation was opened. Claimant wrote Redacted article, Redacted ("Article"). However, Claimant did not provide the substance of the Article to the Commission until Redacted Redacted when Claimant submitted information for the first time to the Commission by filing a Form TCR ("TCR"). Claimant filed his/her TCR one month after the Investigation was opened in Redacted

The Preliminary Determination thus recommended that Claimant's claim should be denied because Claimant's submission of information to the Commission did not lead to the success of the Covered Action within the meaning of Exchange Act Section 21F(b)(1) and Rules 21F-3(a) and 21F-4(c) thereunder, which require that:

a. ***The claimant gave the Commission*** original information that caused the Commission to (i) commence an investigation, (ii) open or reopen an investigation, or (iii) inquire into different conduct as part of a current Commission examination or investigation under Rule 21F-4(c)(1); or

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[2] *See* Exchange Act Rule 21F-10(a), 17 C.F.R. § 240.21F-10(a).

[3] *See* Exchange Act Rule 21F-10(d), 17 C.F.R. § 240.21F-10(d).

[4] The record supporting the Preliminary Determination included declarations of Commission staff, including Division of Enforcement ("Enforcement") staff ("Staff") who opened the investigation that led to the Covered Action ("Investigation"). *See* Exchange Act Rule 21F-12(a), 17 C.F.R. § 240.21F-12(a).

b. ***The claimant gave the Commission*** original information about conduct that was already under examination and investigation by the Commission and the claimant's submission significantly contributed to the success of a Commission judicial or administrative enforcement action under Rule 21F-4(c)(2).[5]

According to the Preliminary Determination, Claimant did not alert Staff to the information contained in the Article. Instead, Staff found the publicly available Article on Staff's own initiative. Because there was no causal connection between the opening of the Investigation and Claimant's submission of information to the Commission, Claimant cannot satisfy the requirements of Rule 21F-4(c)(1).[6] Additionally, Claimant's submission of information did not significantly contribute to the success of the Covered Action as required under Rule 21F-4(c)(2). Claimant's TCR did not advance the Investigation because by the time Claimant submitted the TCR to the Commission, Staff was already aware of the bulk of the information in the TCR based on Staff's own investigative efforts. To the extent the TCR contained any new information, that information was not useful to the Investigation or the Covered Action.[7]

C. Claimant's Response to the Preliminary Determination

In Claimant's response to the Preliminary Determination, Claimant makes two principal arguments about why he/she should receive an award for the Covered Action.

First, Claimant argues that he/she should receive an award under Rule 21F-4(c) because the Commission opened the Investigation based on the Article, which was published in Redacted . Claimant asserts that, contrary to any assertions otherwise in the Preliminary Determination, Claimant is a "whistleblower" whose original information "led to the successful enforcement" of the Covered Action. Claimant states that he/she blew the whistle on Respondent's misconduct when the Article was published.

Claimant asserts that although he/she submitted his/her TCR to the Commission in Redacted nothing in the Exchange Act or the whistleblower program rules ("Rules"), as they existed at the time that Claimant filed his/her TCR, required Claimant to first report to the Commission before publishing the Article. According to Claimant, there is no sequencing

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5 *See* Exchange Act Rules 21F-4(c)(1) and (c)(2), 17 C.F.R. § 240.21F-4 (c)(1) and (c)(2).

6 The Preliminary Determination observed that even if Claimant's submission of information to the Commission satisfied the "original information" requirement under Rule 21F-4(b)(1), the submission did not satisfy the "led to" requirement under Rule 21F-4(c)(1).

7 According to the Preliminary Determination, much of Staff's investigatory steps were taken based upon information developed from other sources, including: (1) a referral from the Division of Examinations ("EXAMS") dated Redacted (2) information and testimony provided by Respondent and its employees; (3) internal Commission Redacted analysis; and (4) information provided by Redacted

requirement in the Rules that specifies that a claimant can only obtain "whistleblower status" once that claimant files a TCR. Claimant alleges that the text, structure, purpose, and history of the Rules confirm this.

Claimant contends that he/she satisfies Rule 21F-4(c)(1) because his/her information opened the Investigation and also caused Staff to inquire concerning different conduct as part of the Investigation. According to Claimant, it is not a claimant's TCR that must lead to the success of a covered action under Rule 21F-4(c)(1). Instead, alleges Claimant, all that is required under Rule 21F-4(c)(1) is that: (1) the whistleblower give the Commission "original information"; (2) such information causes Commission staff to open an investigation; and (3) the resulting successful enforcement action concerns the conduct that was the subject of the "original information".

Claimant believes that the Preliminary Determination's reading of Rule 21F-4(c)(1) effectively creates a new sequencing requirement where a claimant must first file a TCR with the Commission in order to receive credit for opening a Commission investigation. Such a reading, Claimant alleges, would effectively change Rule 21F-4(c)(1) such that a claimant would be required to "give the Commission original information [***and the claimant's submission***]" must have "cause[d] the staff . . . to open an investigation."

Claimant argues that this interpretation of Rule 21F-4(c)(1) should be rejected for several reasons. *First*, according to Claimant, the Rules contemplate that a whistleblower can receive an award when the information he/she provides in his/her submission is already known by the Commission. *Second*, Claimant states that the Exchange Act and the Rules emphasize that it is the "original information" that must lead to a covered action—not the submission of such information. *Third*, Claimant alleges that the use of the term "submission" in Rule 21F-4(c)(2) but not in Rule 21F-4(c)(1) demonstrates that Rule 21F-4(c)(1) has no TCR timing requirement. *Fourth*, Claimant asserts that Commission precedent confirms Claimant's position.[8] *Finally*, Claimant maintains that his/her reading of Rule 21F-4(c)(1) best aligns with the purposes of the Rules, which include identifying and remedying violations of the federal securities laws quickly to avoid increased injury to investors. Claimant states that by publishing the Article before filing his/her TCR, Claimant immediately warned Redacted about Respondent and ***

[8] *See Order Determining Whistleblower Award Claims*, Rel. No. 34-94398 (Mar. 11, 2022) ("2022 Order") (granting an award to a whistleblower who was deemed to be an "original source" where the whistleblower emailed his/her report to Enforcement staff three days after posting it online, even though it was Enforcement staff's discovery of the online report and not Enforcement staff's receipt of the claimant's email that prompted the opening of the successful investigation). Claimant contends that the 2022 Order involved virtually identical facts to the present matter. According to Claimant, for the Commission to reach an opposite conclusion and deny his/her award claim would be the definition of arbitrary and capricious.

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Claimant contends that he/she also satisfies Rule 21F-4(c)(3). Claimant alleges that before publishing the Article, Claimant attempted to notify Respondent of his/her information; however, Claimant could not reach Respondent by phone or email, and Respondent had no way for the public to reach its "internal whistleblower, legal, or compliance procedures". Claimant states that he/she reported his/her allegations in the only way that was reasonably available to Claimant—by publishing the Article and Redacted According to Claimant, the Article subsequently caused Respondent to "initiate" an internal "investigation" whose "results" confirmed Claimant's allegations. Claimant asserts that the Commission later relied on the results of Respondent's internal investigation to prove that Respondent had violated the federal securities laws.[10]

Second**,** in the alternative, Claimant contends that even if the Commission concludes that Claimant did not comply with the Rules in submitting his/her information to the Commission first before the Article was published, such non-compliance should be waived. According to Claimant, such non-compliance was nothing more than harmless procedural error.

Claimant argues that given the factual circumstances related to this matter, it would be grossly inequitable to deny him/her an award. Claimant states that he/she spent hundreds of hours uncovering Respondent's securities violations. Claimant wanted to immediately warn Redacted of Respondent's misconduct and also wanted to participate in the Commission's whistleblower program. Claimant alleges that he/she was not a sophisticated whistleblower, and, as Redacted Claimant feared that the Commission would not take his/her tip seriously. Claimant concluded that the best way to get the Commission's, Respondent's, and Redacted attention was to go public with his/her information. After the Article was published, Claimant spent the next few weeks preparing to brief the Commission; Claimant subsequently submitted the TCR when Claimant felt that he/was ready to be interviewed by Commission staff.

Claimant observes that because of the Article and Redacted Respondent subsequently Redacted launched an internal investigation, and Redacted According to Claimant, his/her information provided the Commission with a detailed roadmap to investigate Respondent's misconduct.

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[9] Additionally, Claimant notes that even if the Commission's reading of the Rules were correct, Claimant still "gave" the Commission his/her "original information" when the Article was published publicly. According to Claimant, the word "give" does not require a direct transfer but means simply "to cause to have".

[10] Claimant also alleges that Rules 4(c)(1), (c)(2), and (c)(3) are not the only ways under which a whistleblower's information can "lead to" a successful enforcement action.

Further, Claimant states that as a result of bringing to light Respondent's misconduct, he/she has Redacted Redacted Redacted

Claimant argues that overall, he/she is exactly the type of whistleblower who should receive a waiver of the Rules and be granted an award. Claimant alleges that there is no relevant distinction between this matter and other purportedly similar matters where the Commission has granted exemptions to deserving whistleblowers who made only minor procedural missteps. Claimant believes that issuing an exemption would therefore ensure that Claimant is treated the same as other whistleblowers who received exemptive relief.[11]

II. Analysis

A. Rule 21F-4(c)

Claimant's information did not lead to the successful enforcement of the Covered Action. To qualify for an award under Section 21F of the Exchange Act, a whistleblower must have "voluntarily provided original information ***to the Commission*** that led to the successful enforcement of the covered . . . action."[12] Rules 21F-4(c)(1) and (c)(2) specify that this "led to" requirement is satisfied if either "***[y]ou gave*** the Commission original information that . . . cause[d] the staff to . . . open an investigation . . . or to inquire concerning different conduct as part of a current examination or investigation" or "***[y]ou gave*** the Commission original information about conduct that was already under examination or investigation by the Commission . . . and your submission significantly contributed to the success of the action."[13]

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[11] Along with relying on the 2022 Order, Claimant also cites several other orders; Claimant alleges that in such matters, the Commission "has overlooked similar foot-faults" that are comparable to Claimants' mistake. In these prior orders, the Commission granted waivers for, *inter alia*, failing to submit information internally before or at the same time that the information was reported to the Commission, failing to file a TCR with the Commission after reporting internally, and failing to timely submit a claim for an award with the Commission. Claimant also notes that past whistleblowers who unreasonably delayed reporting to the Commission for years still received awards. Finally, Claimant mentions a whistleblower who was granted an award even though the whistleblower initially submitted information to the Commission but then waited two months to file a TCR with the Commission.

[12] Exchange Act Section 21F(b)(1), 15 U.S.C. § 78u-6(b)(1) (emphasis added).

[13] Exchange Act Rules 21F-4(c)(1) and (c)(2), 17 C.F.R. §§ 240.21F-4(c)(1) and (c)(2) (emphasis added). In determining whether the information "significantly contributed" to the success of the action, the Commission will consider whether the information was "meaningful" in that it "made a substantial and important contribution" to the success of the covered action. *Order Determining Whistleblower Award Claims*, Rel. No. 34-90922 at 4 (Jan. 14, 2021); *see also Order Determining Whistleblower Award Claims*, Rel. No. 34-85412 at 9 (Mar. 26, 2019). For example, the Commission will consider a claimant's information to have significantly contributed to the success of an enforcement action if it allowed the Commission to bring the action in significantly less time or with significantly

The record supports the conclusion that Claimant does not satisfy Rule 21F-4(c). Claimant does not satisfy Rule 21F-4(c)(1) because Claimant did not provide information ***to the Commission*** that caused the opening of the Investigation, nor did Claimant provide information to the Commission that caused Staff to inquire into different conduct. Claimant does not satisfy Rule 21F-4(c)(2) because Claimant did not provide the Commission with any information that significantly contributed to the success of the Covered Action. Further, at the time that Staff opened the Investigation in Redacted Claimant was not a "whistleblower" as defined within the meaning of Rule 21F-2(a)(1) because Claimant had not provided information in writing ***to the Commission***.[14]

A declaration from Staff ("Enforcement Declaration"), provided under penalty of perjury, which we credit, confirms that Staff opened the Investigation on or around Redacted to determine, among other things, whether Respondent had: Redacted Redacted Redacted Redacted At or around the time that Staff opened the Investigation, Staff learned that staff from EXAMS ("EXAMS Staff") was already conducting an examination of Respondent on those issues ("Examination").

A declaration from EXAMS Staff ("EXAMS Declaration"), also provided under penalty of perjury, which we also credit, confirms that EXAMS Staff opened the Examination on *** Redacted The scope of the Examination included, but was not limited to, Redacted Redacted The Examination sought to determine whether Respondent had violated Redacted Redacted if violations had transpired, the Examination sought to understand the scope of the violations.

The Examination was opened as a result of several prior examinations of Redacted Redacted Redacted The prior examinations sought to Redacted Redacted

fewer resources, or to bring additional successful claims or successful claims against additional individuals or entities. Rel. No. 34-85412 at 8–9.

[14] *See* Exchange Act Rule 21F-2(a)(1), 17 C.F.R. § 240.21F-2(a)(1). *See also Order Determining Whistleblower Award Claim*, Rel. No. 34-102232 (Jan. 17, 2025); *Digit. Realty Tr., Inc. v. Somers*, 138 S. Ct. 767 (2018) (stating that with respect to the Commission's whistleblower program, a "whistleblower" is "any individual who provides . . . information relating to a violation of the securities laws ***to the Commission***" and finding that because an individual did not provide information "to the Commission" before the termination of his employment, that individual did not qualify as a "whistleblower" at the time of alleged employment retaliation) (emphasis in original).

At the time the Examination was opened, there was also Redacted and several discussions amongst Commission staff about Redacted Redacted In fact, dating back to Redacted when the Examination was opened, EXAMS Staff had internal communications regarding Redacted Redacted Such internal communications Redacted also influenced the commencement of the Examination.

According to the Enforcement Declaration, on or around Redacted Claimant published the Article, which concerned Respondent and its alleged misconduct. On or around Redacted Staff opened the Investigation after reviewing the Article. On Redacted *** Claimant submitted his/her TCR to the Commission. On or around Redacted Staff received the TCR. After receiving the TCR, Staff never had any communications with Claimant.

While the TCR contained some new information beyond what Staff already knew from the Article, such information did not advance the Investigation. The information in the TCR was either already known to Staff or was not otherwise helpful to the Investigation. Additionally, Staff's investigatory steps after the opening of the Investigation were taken based upon information developed from other sources, including: (1) a referral from EXAMS; (2) information and testimony provided by Respondent and its employees; (3) internal Commission Redacted analysis; and (4) information provided by Redacted

On or around Redacted Claimant published another article regarding Respondent and its alleged misconduct Redacted ("Second Article"). Staff does not recall receiving the Second Article from Claimant. The information in the Second Article was not helpful to the Investigation or the Covered Action.[15]

As we have recently discussed at length, Rule 21F-4(c) requires that a claimant's ***submission of information to the Commission*** prove helpful to Enforcement staff in the relevant covered action.[16] Here, Claimant has not satisfied the statutory "led to" requirement. Such a

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[15] According to the EXAMS Declaration, EXAMS Staff did not receive any information from Claimant, and EXAMS Staff did not communicate with Claimant before or during the Examination. Claimant did not provide any new information that was used to formulate or change the scope of the Examination that contributed to the success of the Examination. EXAMS Staff was aware of the Article and the Second Article as they were published in the course of the Examination. Although the Article and the Second Article caused some discussion amongst EXAMS Staff, the articles were not the basis of or had any impact on the results of the Examination.

[16] *See Order Determining Whistleblower Award Claim*, Rel. No. 34-102987 (May 5, 2025) ("May 2025 Order") (denying award claim where investigation was opened based on news articles, and not information joint claimants provided to the Commission a year later, despite joint claimants' argument that their information was used

requirement is embodied in Congress's directive that, to qualify for an award, a whistleblower must have "voluntarily provided original information ***to the Commission that led to*** the successful enforcement of the covered . . . action."[17] Claimant's submission of information to the Commission in Redacted bore no causal connection to Staff's opening of the Investigation in Redacted and therefore did not satisfy Rule 21F-4(c)(1).[18]

Claimant's interpretation of the Rules is misplaced. The Commission's "led to" rule implements Congress's decision to condition award eligibility on whether a whistleblower gave the Commission original information that "led to the successful enforcement of" a covered action. In relevant part, the "led to" rule conditions award eligibility on whether the whistleblower's "original information . . . cause[d] the staff to open . . . an investigation" under Rule 21F-4(c)(1) or, for later submissions, whether the whistleblower's "submission significantly contributed to the success of the action" under Rule 21F-4(c)(2). To paraphrase, these first two paragraphs of the "led to" rule focus on causation: Did the whistleblower's submission to the Commission of original information cause the Enforcement staff to open the investigation or else significantly contribute to the success of the covered action?

Claimant's proposed interpretation of Rule 21F-4(c)(1) would sever that chain of causation by granting award eligibility whenever the Enforcement staff opens an investigation based on publicly available information, even if that individual's submission to the Commission at a later date bore no causal connection to the opening of the investigation. Claimant's reading would reduce the statutory requirement that the information be provided "to the Commission" to a ministerial step, one that had no independent substantive (causal) connection between the whistleblower's information and the success of the Commission's action. We do not believe that this is what Congress intended when Congress enacted the "led to" requirement in Section 21F(b)(1), nor does it seem the better reading of the statute.

On the present record, for example, Claimant published the Article in Redacted but did not submit information directly to the Commission until one month later, at which point Claimant's submission had no value to Staff. Such a scenario is not of the sort that the whistleblower program was designed to reward. As the U.S. Supreme Court has recognized, Congress's "'core objective'" in enacting Exchange Act Section 21F was "'to motivate people

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in the news articles). In the May 2025 Order, we disavowed the approach followed in the 2022 Order, upon which Claimant relies in arguing that he/she should receive an award even though his/her information was published in the Article publicly before Claimant submitted information to the Commission.

[17] Exchange Act Section 21F(b)(1) (emphasis added).

[18] *Kilgour v. SEC*, 942 F.3d 113, 122 (2d Cir. 2019) (reading the "led to" language in Section 21F(b)(1) as "seem[ing] to require that the information *as **provided by the whistleblower*** must have 'led to the successful enforcement action.'") (emphasis in original). *See also* May 2025 Order; *Order Determining Whistleblower Award Claims*, Rel. No. 34-96669 (Jan. 17, 2023) (denying award claims as investigation was opened based on press reports and not because of information provided by claimants to the Commission).

who know of securities law violations to tell the SEC.'"[19] Extending our whistleblower rules to reward Claimant would do little, if anything, to effectuate that purpose.

Accordingly, we reject Claimant's proposed interpretation of our Rules. Claimant's belated submission of information to the Commission bore no causal connection to Staff's opening of the Investigation and therefore did not satisfy Rule 21F-4(c)(1).

The record also supports the conclusion that Claimant does not satisfy Rule 21F-4(c)(3). That Rule provides that the Commission will consider a claimant to have provided original information that led to the successful enforcement of a covered action if: (1) the claimant reported original information "through an entity's internal whistleblower, legal, or compliance procedures for reporting allegations of possible violations of law before or at the same time [the claimant] reported them to the Commission;" (2) that entity later provided the claimant's information to the Commission or the results of an internal investigation initiated in response to the claimant's information; and (3) the information the entity provided to the Commission satisfies either Rules 4(c)(1) or 4(c)(2).

Here, Claimant never reported any information internally to Respondent. Claimant's argument that because there was no way to directly contact Respondent, his/her publishing of the Article publicly was an "internal report" to Respondent does not pass muster. Publishing an article online is not a way to report information "through an entity's internal whistleblower, legal, or compliance procedures for reporting allegations of possible violations of law", as Rule 21F-4(c)(3) requires.[20]

B. Waiver

In the alternative, Claimant argues that should the Commission determine that Claimant is not eligible for an award because he/she did not comply with the Rules, the Commission should waive such non-compliance and grant him/her an award. We decline to do so.

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[19] *Digital Realty Trust, Inc. v. Somers*, 583 U.S. 149, 162 (2018) (*quoting* S. Rep. No. 111–176, at 38 (2010)).

[20] We also note that Claimant's assertion that Rules 21F-4(c)(1), (c)(2), and (c)(3) are not the only ways for a claimant to satisfy the "led to" standard is not supported by the Rules. We have previously discussed these matters in great detail. *See Order Determining Whistleblower Award Claim*, Exchange Act Rel. No. 89551, 5–7 (Aug. 13, 2020). In short, as we have previously explained, Rule 21F-4(c) provides the only mechanisms by which a claimant can satisfy the "led to" requirement. If (as is the case here) a claimant does not fall within any of the three circumstances identified in Rule 21F-4(c), then the claimant is not entitled to an award. Although Rule 21F-4(c) does not expressly state that the three components are the only way to establish "led to," it has been the Commission's consistent practice for more than a decade to apply the rule in this manner. When the Commission has considered whether a claimant provided information that "led to" a successful covered action, the Commission has looked only to the definition in Rule 21F-4(c). Thus, there is no basis to expand the "led to" requirement beyond the three standards specified in Rule 21F-4(c).

Section 36(a) grants the Commission the authority in certain circumstances to "exempt any person . . . from any provision or provisions of [the Exchange Act] or of any rule or regulation thereunder, to the extent that such exemption is necessary or appropriate in the public interest, and is consistent with the protection of investors."[21] In whistleblower matters, the Commission has found that the public interest warranted an exemption from a rule requirement in a limited number of cases where the unique circumstances of the particular matter raised considerations substantially different from those which had been considered at the time the rules were adopted, and a strict application of the rules would result in undue hardship, unfairness, or inequity. Given the factual circumstances involved here, we do not believe that any such considerations exist.

Declining to exercise our exemptive authority to waive Claimant's failure to satisfy Rule 21F-4(c) and denying Claimant an award does not undermine the goals of the Commission's whistleblower program. The Commission's whistleblower program was designed to encourage persons with information about potential securities violations to report such information ***to the Commission***.[22] Using Section 36(a) to excuse a claimant's failure to report information to the Commission in a timely manner would be contrary to the underlying purpose of the Commission's whistleblower program.

None of Claimant's arguments about why the Commission should exercise its Section 36(a) discretionary authority change this conclusion. Claimant's allegations that as Redacted Redacted he/she was an unsophisticated whistleblower who did not have the benefit of counsel advising him/her when Claimant published the Article and then forwarded his/her information to the Commission is offset by other aspects of the record.

Despite Redacted when he/she published the Article and submitted information to the Commission, Claimant was not unsophisticated. To the contrary, according to a declaration from Claimant, which was submitted under penalty of perjury to the Commission ("Claimant's Declaration"), Claimant was Redacted

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Redacted Around this time, Claimant learned of the Commission's whistleblower program. As a regular consumer of financial periodicals—such as *The Wall Street Journal* and *Bloomberg*—Claimant began to read about whistleblower awards that the Commission had been granting to individuals who reported securities violations.

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21 Exchange Act Section 36(a)(1), 15 U.S.C. § 78mm(a)(1).

22 *See Digital Realty Trust, Inc.* 583 U.S. at 162.

According to Claimant's Declaration, in *** Claimant began Redacted
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Claimant stated that during his/her work looking into Respondent, he/she spent more than 250 hours conducting a thorough and wide-ranging investigation that uncovered Respondent's securities violations, which included conducting interviews, researching Respondent, and performing sophisticated analyses of publicly available data. On Claimant's TCR, when asked to select the profession that best represented him/her, Claimant selected "Other" and then specified that he/she was ***
Redacted According to Claimant's Declaration, in Redacted after reading that Redacted Claimant began for the first time to search for legal counsel to assist Claimant with filing an award claim with the Commission.[23]

In light of these facts, Claimant's failure to follow the Rules by reporting to the Commission *first* before publishing an article publicly cannot be excused. Contrary to Claimant's assertions otherwise, applying the "led to" requirement to deny an award does not result in any unfair burden to Claimant. The "led to" requirement is not a mere technicality but rather helps ensure that award eligibility is limited to claimants whose submissions to the Commission actually prove to be helpful, consistent with Congress's statutory design. Regardless of a particular claimant's unique circumstances—including those that Claimant has raised—we see no unfairness in concluding that a claimant who voluntarily publishes an article online before submitting information to the Commission should generally bear the risk that Enforcement staff may learn that information before the staff receives the claimant's submission itself.[24]

Finally, in declining to exercise our discretionary exemptive authority under Section 36(a) to waive Claimant's non-compliance with the Rules, we note that such a practice is consistent with many other matters that the Commission has decided in recent years. In fact, within the past few months, we have denied award claims and concluded that invoking our Section 36(a) waiver authority would not be appropriate for claimants similarly situated to Claimant. These claimants, like Claimant, did not comply with the Rules and instead went public with their information before providing such information to the Commission.[25]

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[23] Claimant has also represented by the time he/she Redacted
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[24] This analysis is limited to the facts and circumstances presented in this record.

[25] *See e.g.*, Order Determining Whistleblower Award Claim, Rel. No. 34-103177 (June 4, 2025) (denying request to exercise Section 36(a) exemptive authority to extend the relation-back period of Rule 21F-4(b)(7) beyond 120 days in order to cure the failure of claimant's submission of information to the Commission to lead to the successful enforcement of the covered action as required by Rule 21F-4(c)); May 2025 Order (denying request to waive any applicable procedural bars to joint claimants' award eligibility, including the requirement under Rule 21F-4(b)(7) to submit information to the Commission within 120 days of reporting it to an entity enumerated in the

Based on the facts and circumstances of this case, we thus decline to exercise our discretionary exemptive authority under Section 36(a) to waive Claimant's non-compliance with the Rules.

III. Conclusion

Accordingly, it is hereby ORDERED that the whistleblower award application of Claimant in connection with the Covered Action be, and hereby is, denied.

By the Commission.

Vanessa A. Countryman
Secretary

Rules); *Order Determining Whistleblower Award Claim*, Rel. No. 34-102232 (Jan. 17, 2025) (denying request to exercise Section 36(a) exemptive authority to waive any applicable procedural bars to award eligibility, including Rule 21F-4(c)(1) and Rule 21F-4(b)(7)'s 120-day reporting requirement). Claimant cites to other matters in which we have invoked our Section 36(a) exemptive authority to waive certain procedural requirements under the Rules. In such matters, however, we did not waive the "led to" requirement, and we will not do so here, for the reasons previously discussed.