

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 93663 / November 23, 2021

ADMINISTRATIVE PROCEEDING
File No. 3-20092

In the Matter of

Fiat Chrysler Automobiles N.V.,

Respondent.

**ORDER APPROVING PLAN OF
DISTRIBUTION**

On September 28, 2020, the Commission issued an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order (the “Order”)¹ against Fiat Chrysler Automobiles N.V. (the “Respondent” or “FCA”). In the Order, the Commission found disclosure violations by FCA concerning its public descriptions in early 2016 of an internal inquiry of the emissions control systems of certain of its light-duty diesel vehicles in the wake of the Volkswagen AG (“VW”) “Dieselgate” scandal. On September 18, 2015, the U.S. Environmental Protection Agency (“EPA”) issued a Notice of Violation to VW alleging, among other things, that VW had installed defeat devices in violation of the Clean Air Act and U.S. environmental regulations. Several days later, FCA commenced an internal review of the emissions control systems in its vehicles to confirm that they did not contain similar functionality. In February 2016, FCA issued a press release and an annual report, which both stated that the internal audit confirmed FCA’s vehicles complied with environmental regulations concerning emissions. Although the statements focused on the internal audit’s determination that FCA vehicles did not have a mechanism to detect that they were being tested in laboratory conditions, the statements were misleading because they did not sufficiently disclose that the internal audit had a limited scope focused only on finding cycle-beating defeat devices like the ones used by VW, and was not a comprehensive review of compliance with emissions regulations. In addition, at the time FCA made these statements, EPA and the California Air Resource Board engineers had raised concerns to FCA about the emissions systems of FCA’s “EcoDiesel” engines. The Commission ordered FCA to pay a civil monetary penalty in the amount of \$9,500,000 to the Commission. The Commission also created a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so the penalty paid can be distributed to harmed investors (the “Fair Fund”).

The Fair Fund includes the \$9,500,000.00 paid by the Respondent. The assets of the Fair Fund are subject to the continuing jurisdiction and control of the Commission. The Fair Fund has

¹ Exchange Act Rel. No. 90031 (Sept. 28, 2020).

been deposited in an interest-bearing account at the U.S. Department of the Treasury's Bureau of the Fiscal Service, and any interest accrued will be added to the Fair Fund.

On September 23, 2021, the Commission published a Notice of Proposed Plan of Distribution and Opportunity for Comment (the "Notice")² pursuant to Rule 1103 of the Commission's Rules on Fair Fund and Disgorgement Plans ("Commission's Rules").³ The Notice advised interested persons that they could obtain a copy of the Proposed Plan of Distribution (the "Proposed Plan") from the Commission's public website at <http://www.sec.gov/litigation/fairfundlist.htm> or by submitting a written request to David H. London, United States Securities and Exchange Commission, 33 Arch Street, 24th Floor, Boston, MA 02110.

The Notice also advised that all persons desiring to comment on the Proposed Plan could submit their comments, in writing, no later than thirty (30) days from the publication of the Notice (1) to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090; (2) by using the Commission's Internet comment form (<http://www.sec.gov/litigation/admin.shtml>); or (3) by sending an e-mail to rule-comments@sec.gov. The Commission received no comments on the Proposed Plan during the comment period.

The Proposed Plan provides for the distribution of the Net Available Fair Fund,⁴ comprised of the \$9,500,000.00 in civil money penalties paid by the Respondent, less taxes, fees, and expenses, to be distributed to investors who purchased Securities during the Relevant Period and suffered a Recognized Loss as calculated by the methodology used in the plan of allocation in the Proposed Plan.

The Division of Enforcement now requests that the Commission approve the Proposed Plan.

Accordingly, it is hereby ORDERED, pursuant to Rule 1104 of the Commission's Rules,⁵ that the Proposed Plan is approved, and the approved Plan of Distribution shall be posted simultaneously with this order on the Commission's website at www.sec.gov.

For the Commission, by the Division of Enforcement, pursuant to delegated authority.⁶

Vanessa A. Countryman
Secretary

² Exchange Act Release No. 93106 (Sept. 23, 2021).

³ 17 C.F.R. § 201.1103.

⁴ All capitalized terms used herein but not defined shall have the same meanings ascribed to them in the Proposed Plan.

⁵ 17 C.F.R. § 201.1104.

⁶ 17 C.F.R. § 200.30-4(a)(21)(iv).