

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 94510 / March 24, 2022

ADMINISTRATIVE PROCEEDING
File No. 3-19334

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In the Matter of	:	
	:	
MVP Manager LLC,	:	ORDER APPROVING
	:	MODIFIED PLAN OF
Respondent.	:	DISTRIBUTION
_____	:	

On August 13, 2019, the Commission issued an Order Instituting Administrative and Cease-and-Desist Proceedings, Pursuant to Sections 203(e) and 203(k) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (the “Order”)¹ against MVP Manager LLC (“MVP” or “Respondent”). In the Order, the Commission found that MVP was an investment adviser to and manager of two funds that offered interests to investors in venture-backed companies that had not yet conducted an initial public offering (“pre-IPO companies”). According to the Order, in three instances between January 2015 and January 2016, MVP personnel arranged to receive brokerage commissions from the counter-party who sold securities in pre-IPO companies to MVP’s advisory clients without adequate disclosure to the clients or to investors in the funds. The Commission found that this arrangement created a potential or actual conflict of interest for MVP in advising its client funds which MVP failed to adequately disclose.

¹ Advisers Act Rel. No. 5319 (Aug. 13, 2019).

The Commission ordered the Respondent to pay \$150,058.88 in disgorgement, \$19,681.42 in prejudgment interest, and a civil penalty of \$80,000, for a total of \$249,740.30, 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, along with the disgorgement and interest paid, can be distributed to harmed investors (the “Fair Fund”).

The Fair Fund includes the \$249,740.30 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 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 January 24, 2022, the Division of Enforcement, pursuant to delegated authority, published a Notice of Proposed Plan of Distribution and Opportunity for Comment (“Notice”),² pursuant to Rule 1103 of the Commission’s Rules on Fair Fund and Disgorgement Plans (“Commission’s Rules”);³ and simultaneously posted the Proposed Plan of Distribution (the “Proposed Plan”). The Notice advised interested persons that they could obtain a copy of the Proposed Plan from the Commission’s public website or by submitting a written request to the Commission

The Notice also advised that all persons desiring to comment on the Proposed Plan could submit their comments, in writing, within 30 days of the Notice. 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 to those investors harmed by MVP’s failure to disclose conflicts of interest, between January 2015 and

² Exchange Act Rel. No. 94035 (Jan. 24, 2022).

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.

January 2016, in connection with investments in three series of funds managed by MVP that offered interests to investors by series, with each series investing in a single pre-initial public offering company in accordance with 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.⁵

Accordingly, it is hereby ORDERED, pursuant to Rule 1104 of the Commission's Rules,⁶ 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.⁷

Vanessa A. Countryman
Secretary

⁵ The Proposed Plan has been modified to name Sondra Panahi, as Fund Administrator, as opposed to David London.

⁶ 17 C.F.R. § 201.1104.

⁷ 17 C.F.R. § 200.30-4(a)(21)(iv).