

SEALED

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

FILED BY *[Signature]* **D.C.**
AUG 14 2023
ANGELA E. NOBLE
CLERK U.S. DIST. CT.
S. D. OF FLA. - MIAMI

CASE NO.

SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

v. :

**PREIPO CORP., JOHN A. MATTERA and
DAVID P. GRZAN,** :

Defendants, and :

BOSS GLOBAL ADVISORY GROUP, INC., :

Relief Defendant. :

UNDER SEAL

COMPLAINT FOR INJUNCTIVE AND OTHER RELIEF

Plaintiff Securities and Exchange Commission (the "Commission") alleges as follows:

I. SUMMARY

1. The Commission brings this action to prevent further fraud and misappropriation of investor money by PreIPO Corp. ("PreIPO"), its founder and *de facto* Chief Executive Officer, John A. Mattera ("Mattera"), and its publicly-listed Chief Executive Officer, David P. Grzan ("Grzan") (collectively, "Defendants"), and Relief Defendant Boss Global Advisory Group, Inc. ("Boss Global" or "Relief Defendant").

2. From at least March 2022 and continuing through the present, Defendants have raised at least \$4.2 million from at least 50 investors residing in various states, including several in Florida, through an unregistered fraudulent securities offering. The securities are in the form of common stock in PreIPO. PreIPO claims to have developed an online platform offering access to

shares in private companies before their initial public offerings. The purported purpose of the offering is to fund the development of this platform and the company's business operations.

3. PreIPO, Mattera, and Grzan have made material misrepresentations and omissions to investors and are engaging in a scheme to defraud and a course of conduct designed to deceive investors. Specifically, Defendants have made misstatements regarding PreIPO's management and have omitted to disclose that Mattera, previously convicted for securities fraud and permanently enjoined from committing securities fraud—charges which included using investor money to sustain a lavish lifestyle, is acting as the *de facto* Chief Executive Officer (“CEO”) of the company. Defendants have also made misstatements regarding the use of investor funds. Specifically, investors have not been told that only a small portion of the offering proceeds was used to fund the development of PreIPO's online platform and that the company has generated no revenues from any of its business ventures. Instead, PreIPO has made undisclosed payments totaling at least \$1.7 million—approximately 42% of the investors' money—to Mattera, Grzan, and three other officers of the company out of the \$4.2 million of investor funds. And once again, Mattera is pilfering investor money for his own personal use.

4. As a result of the conduct alleged in this Complaint, Defendants have violated Sections 5(a) and 5(c) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. §§ 77e(a) and 77e(c)]; Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)]; and Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”)[15 U.S.C. § 78j(b)], and Exchange Act Rule 10b-5 [17 C.F.R. § 240.10b-5]. Mattera also, directly and indirectly, violated Exchange Act Section 10(b) and Rule 10b-5 thereunder as a control person of PreIPO under Section 20(a) of the Exchange Act [15 U.S.C. § 78t(a)].

5. Unless restrained and enjoined, Defendants will continue to violate the federal securities laws. Among other relief, the Commission seeks permanent injunctions and civil monetary penalties against Defendants, and disgorgement of ill-gotten gains with prejudgment interest against the Defendants and Relief Defendant. The Commission also seeks an order against Mattera and Grzan imposing an officer and director bar. To halt this ongoing offering fraud, protect investors, and preserve investor assets, the Commission also seeks emergency relief, including temporary restraining order, asset freezes, and an order prohibiting the destruction of documents, an accounting, and preliminary injunctive relief.

II. DEFENDANTS AND RELIEF DEFENDANT

A. Defendants

6. **PreIPO** is a Wyoming corporation formed in March 2021, with its principal place of business in Boca Raton, Florida. PreIPO applied as foreign corporation for authorization to transact business in Florida in September, 2022. PreIPO and its securities have never been registered with the Commission in any capacity. At no point from its incorporation through the present, was Mattera listed as an officer, director, registered agent or otherwise for PreIPO.

7. **Mattera**, 61, is a resident of Boca Raton, Florida. In August 2010, Mattera was permanently enjoined from violating the registration and antifraud provisions of the Securities Act of 1933 (“Securities Act”) and the antifraud provisions of the Securities Exchange Act of 1934 (“Exchange Act”) and a permanent penny stock bar was imposed against him in a civil action brought by the Commission alleging that he engaged in a fraudulent scheme involving the issuance of bogus promissory notes and unregistered stock distributions.¹

¹ *SEC v. Prime Time Group, Inc., et al.*, Case No. 9:09-cv-80952-JIC (S.D. Fla. Aug. 9, 2010).

8. In June 2013, Mattera was sentenced based on his conviction after pleading guilty to securities fraud, wire fraud, and money laundering charges in a criminal action alleging that he defrauded investors out of \$13 million through false claims of ownership of stock in various private companies before their initial public offerings²—a very close cousin to the conduct Mattera is engaging in now. He was accused of spending nearly \$4 million on personal items for him and his family, such as expensive jewelry, interior decorating, and luxury cars. Mattera was sentenced to 11 years in prison, and an Order of Forfeiture was also thereafter entered against him for \$11,800,000. Mattera completed his sentence on March 12, 2021, and is currently in the midst of serving three years of supervised release. Based on that same conduct to which he pled guilty, in December 2013, Mattera was again permanently enjoined from violating the registration and antifraud provisions of both the Securities Act and the Exchange Act in a parallel civil action brought by the Commission.³

9. **Grzan**, 62, is a resident of West Palm Beach, Florida. In PreIPO's first annual report, filed March 31, 2022, Grzan held the title of Vice President. Grzan thereafter has held the titles of President, Chairman and CEO of PreIPO since August 2022. Between July 1986 and July 2016, Grzan was previously associated with various registered broker-dealers as a registered representative. From approximately November 2022 through June 2023, Grzan was associated with a registered broker dealer based in Connecticut.

B. Relief Defendant

10. **Boss Global** is a Florida corporation with its principal place of business in Boca Raton, Florida. Mattera owns and controls Boss Global, and he and his wife are its sole officers. Boss Global received approximately \$859,000 in ill-gotten gains in the form of proceeds from

² *U.S. v. Mattera*, Case No. 12-cr-127 (S.D.N.Y. June 25, 2013).

³ *SEC v. Mattera, et al.*, Case No. 1:11-cv-08323-PKC (S.D.N.Y. Dec. 11, 2013).

PreIPO's securities offering. Boss Global serves no business function, provides no products or services, and its predominant source of funding is that from PreIPO.

III. JURISDICTION AND VENUE

11. This Court has jurisdiction over this action pursuant to Sections 20(b), 20(d)(1), and 22(a) of the Securities Act [15 U.S.C. §§ 77t(b), 77t(d)(1), and 77v(a)]; and Sections 21(d) and 27(a) of the Exchange Act [15 U.S.C. §§ 78u(d) and 78aa(a)].

12. The Court has personal jurisdiction over the Defendants and venue is proper in the Southern District of Florida because: (a) many of Defendants' acts and transactions constituting violations of the Securities Act and the Exchange Act occurred in this District; (b) PreIPO's principal place of business is in this District; and (c) some of the PreIPO investors reside in this District.

13. In connection with the conduct alleged in this Complaint, Defendants, directly and indirectly, singly or in concert with others, made use of the means or instrumentalities of interstate commerce, the means or instruments of transportation and communication in interstate commerce, or the mails.

IV. FACTUAL ALLEGATIONS

A. Background

14. PreIPO purports to operate an online platform that offers investors access to shares in private companies before their initial public offerings:



15. In marketing materials, PreIPO claims that it expects to receive revenue in the form of subscription fees paid for use of its trading platform and proprietary rating software by institutional investors and broker dealer firms, as well as from trading the private company shares on the secondary market on PreIPO's own account.

16. Further, on PreIPO's website, on its "Seed Round" tab, PreIPO is actively soliciting investors for its Series A funding as follows:

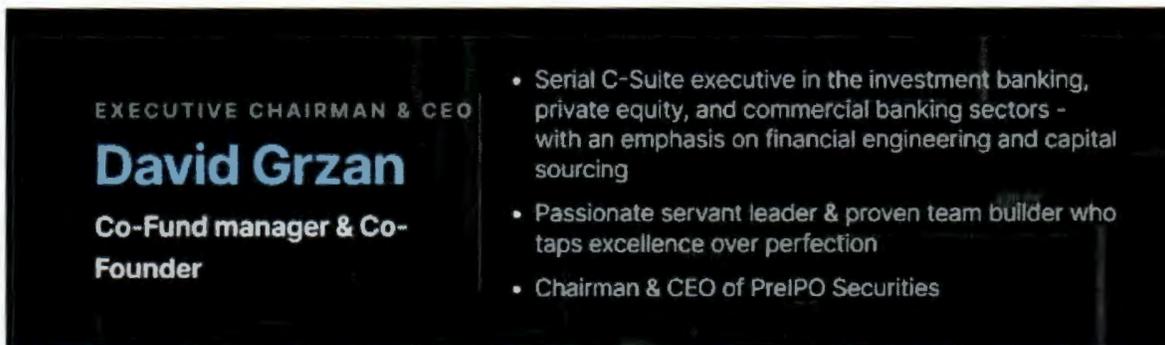
PreIPO® for Seed Investors

Invest in PreIPO®

Get in on the ground floor of this dynamic company by investing in the PreIPO Corporation's round for seed investors.

***UPDATE: PreIPO® will begin Series A round funding starting April 15, 2023. There's still an early-stage opportunity for savvy investors to take part in the growth of the platform that is changing the future of private equity investments.**

17. PreIPO has approximately ten employees, including Grzan who is referenced as CEO in various locations on Pre-IPO's website.



18. Mattera's involvement in PreIPO is not disclosed anywhere on its website nor was it disclosed in any of its offering or marketing materials. Further, no publicly filed incorporation documents or required annual reports filed with either the states of Wyoming or Florida contained Mattera's name. It is impossible for an investor to learn that Mattera is involved with PreIPO.

B. Mattera Controls PreIPO

19. PreIPO was incorporated in September, 2022. This was approximately nine months after Mattera completed an 11 year sentence in federal prison. The indictment alleged that Mattera and his co-conspirators made misrepresentations to investors by offering the chance to invest in special purpose entities controlled by Mattera, which falsely represented they owned shares in the stock of then-private companies such as Facebook and Groupon. However, Mattera knew that the entities he controlled did not own such stock. Instead of holding the investors' money in escrow, Mattera pilfered their funds, spending millions on personal items for himself and his family.

20. Yet, a mere nine months after completing his prison sentence, while still in the midst of his three-years of supervised release period, and also under the constraints of a permanent injunction to not engage in securities fraud again, Mattera created PreIPO. Mattera knew because of his past that he would not be able to attract investors if his name was associated with PreIPO, so he recruited front-men to be the listed founders and public faces of the company.

21. While Mattera's name is hidden from public view, this is only form over substance, as Mattera controls PreIPO, the company he founded. In fact, in PreIPO's Capitalization Table ("Cap Table"), which is a spreadsheet or table showing the equity ownership capitalization for a company, nearly 57% of the pre-financing equity in PreIPO is owned by Testudo Trust LTD ("Testudo Trust"), and 51% of the post-financing equity is owned by Testudo Trust. Testudo Trust is listed as the "Founder" on the Cap Table. Testudo Trust's sole beneficiary is Mattera. The next closest equities for pre-financing and post-financing are 17% and 15%, respectively.

22. Consistent with his equity share of PreIPO, Mattera is responsible for making every major decision of PreIPO, including:

- Having the sole power to hire and fire employees at PreIPO, including its CEO;
- Requiring his approval for any expenditure of funds, including compensation, expense reimbursements, as well as payments to outside vendors;
- Requiring that he be contemporaneously supplied with copies of all company bank statements and financial information for his review;
- Reviewing all marketing materials and offering memoranda prior to them being sent out to investors.

23. PreIPO is Mattera's company—the investing public just does not know it and they are being deceived. To wit, for every dollar that investors give to PreIPO, within 24 hours, at least 13.6% and up to 14.9% of their contribution are wired directly to either Mattera's personal account or to Relief Defendant Boss Global, his alter ego. Grzan and all the other officers each receive at least 4.5%.

C. Defendants Raised At Least \$4.2 Million from At Least 50 Investors Through an Unregistered Securities Offering

24. From at least March 2022 and continuing through the present, PreIPO, through Mattera and Grzan have raised at least \$4.2 million from at least 50 investors residing in various states, including several in Florida, through sales of securities in an unregistered offering. The securities being sold are in the form of common stock in PreIPO.

25. This offering has not been registered with the Commission. Instead, PreIPO filed a Form D in April 2022 and a slightly amended Form D in October 2022, claiming exemption from registration, with the intent to raise up to \$8.75 million from investors. PreIPO offered its common stock to investors at a price of \$5.33 per share.

26. Through April 2023, PreIPO has not generated any revenues from its business operations.

27. The offering materials that PreIPO has distributed to investors include a “confidential private placement memorandum,” other marketing materials, a “subscription agreement,” and a “purchaser questionnaire,” which is a “check-the-box” type self-certification accredited investor questionnaire. In reality, Defendants have taken no steps to verify whether investors actually qualify as accredited investors and are simply relying on the representations from investors who merely check the box that they are accredited.

28. Grzan held sole responsibility for drafting all offering materials, including the private placement memoranda, business plan, and other marketing materials sent to investors. Grzan provided these documents to Mattera, who confirmed that Grzan had done a “great job,” before they were used in soliciting investors.

29. PreIPO has solicited investors through various methods, including an in-house team of sales agents who are “cold calling” prospective investors. Grzan supervised the sales agents

and acted as the “closer” on calls with potential investors. Specifically, sales agents have been instructed to pass the phone to Grzan to complete sales of securities to interested investors.

30. In addition to using sales agents, PreIPO has also solicited investors through its website. On the website, investors are told that “[a]fter completing the \$8.75M Seed round, PreIPO Corp. will be ideally positioned to fund massive growth through revenue generation” and that the company “is ready to transact its [approximately] \$1B of private investment deals for revenue generation.”

31. Investors sent their money to PreIPO either by check or wire transfer. Investor funds were then deposited into PreIPO’s bank accounts, on which Grzan is a signatory. Mattera is not named as a signatory on any of PreIPO’s bank accounts. Yet, in January 2023, Mattera’s wife, who had never been an officer or director of PreIPO, was added as a signatory on the accounts.

32. The PreIPO common stock offered and sold by the Defendants is a security within the meaning of Section 2(a)(1) of the Securities Act, and Section 3(a)(10) of the Exchange Act. The investments in PreIPO constitute investment contracts in that investors committed funds to participate in an investment opportunity; their fortunes were inextricably tied to the success or failure of PreIPO’s management; and their reasonable expectation of profits were derived from PreIPO management’s efforts. In addition, PreIPO’s offering materials provided to investors identified the common shares as securities.

D. Defendants Made Material Misrepresentations and Omissions to Investors in Connection with the Offering of PreIPO’s Securities

(1) Defendants’ Misstatements Regarding PreIPO’s Management

33. Defendants PreIPO, Mattera, and Grzan have made misstatements and omissions to investors and prospective investors regarding the identity of PreIPO’s highest-ranking executive

officer. Specifically, PreIPO's offering materials and website identify Grzan as being the company's CEO and include a biography that touts Grzan's experience as a "Serial C-Suite executive in the investment banking, private equity, and commercial banking sectors." Prior iterations of the offering materials used until August 31, 2022, identified a different individual as the company's CEO.

34. These statements made to investors regarding the company's management are false and misleading. In reality, Mattera, a securities recidivist, is and has been at all times, the *de facto* CEO of PreIPO. Mattera has exercised complete control over all aspects of PreIPO's business and operations and he is responsible for making or approving every major decision for the company. In fact, Mattera fired the former purported CEO of PreIPO after a disagreement and replaced him with Grzan.

(2) Defendants' Misstatements and Omissions Regarding Use of Investor Funds

35. Defendants PreIPO, Mattera, and Grzan have made misstatements and omissions regarding the use of investor proceeds and are misusing investor funds. The private placement memoranda (PPM) provided to investors include a "Use of Proceeds" section that specifically states:

Proceeds from the Offering will be used to pay the costs of the Offering, for working capital, including, expansion of the management team development of the operating platform and business-related costs and expenses.

In other marketing materials distributed to investors, PreIPO claims that it is using its offering for "[f]unding massive growth" and that the company is "poised to realize huge revenue through a combination of spreads, arbitrages, and licensing fees." On PreIPO's website, in the available "Company Deck," investors are also told that the company "is ready to transact its ~\$1B of private investment deals for revenue generation."

36. These representations are false and misleading. PreIPO's PPM and other offering materials fail to disclose to investors that of the \$4.2 million raised from investors, only about \$244,000, or 6% of investor money, has been towards the purchase of third-party software to support PreIPO's purported online platform.

37. Instead, in just a little over a year, PreIPO has used about \$1.7 million, or more than 42% of the offering proceeds, to make undisclosed payments to Mattera, Grzan, and three other officers of PreIPO. The payments attributable to Mattera through a combination of his personal account and that of Boss Global's account totaled approximately \$875,750. The payments attributable to Grzan totaled approximately \$270,000.

38. Specifically as to Mattera's alter-ego, Boss Global, which has no apparent business function, received approximately \$859,432 out of the \$875,750 of investor funds attributable to Mattera, for no apparent legitimate purpose. And, true to Mattera's modus operandi for which he has been criminally convicted and also subject to a permanent injunction from the Commission, Mattera has used investor money for his own personal use, spending several hundred thousand dollars on credit card bills and also spending toward financing high-end vehicles, amongst other expenditures.

39. Mattera's actual business plan appears to be to continue to raise investor money for his own personal consumption while spending minimum amounts on PreIPO's actual functionality.

V. CLAIMS FOR RELIEF

COUNT I

**Violations of Section 17(a)(1) of the Securities Act
(as to all Defendants)**

40. The Commission adopts by reference paragraphs 1 through 39 of this Complaint.

41. Since at least March 2022 and continuing through the present, Defendants, in the offer or sale of securities by use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, knowingly or recklessly, directly or indirectly employed devices, schemes, or artifices to defraud.

42. By reason of the foregoing, Defendants violated and, unless enjoined, are reasonably likely to continue to violate Section 17(a)(1) of the Securities Act [15 U.S.C. § 77q(a)(1)].

COUNT II

**Violations of Section 17(a)(2) of the Securities Act
(as to all Defendants)**

43. The Commission adopts by reference paragraphs 1 through 39 of this Complaint.

44. Since at least March 2022 and continuing through the present, Defendants, in the offer or sale of securities by use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly, negligently obtained money or property by means of untrue statements of material facts and omissions to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.

45. By reason of the foregoing, Defendants violated and, unless restrained and enjoined, are reasonably likely to continue to violate Section 17(a)(2) of the Securities Act [15 U.S.C. § 77q(a)(2)].

COUNT III

**Violations of Section 17(a)(3) of the Securities Act
(as to all Defendants)**

46. The Commission adopts by reference paragraphs 1 through 39 of this Complaint.

47. Since at least March 2022 and continuing through the present, Defendants, in the offer or sale of securities by use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly, negligently engaged in transactions, practices, or courses of business which have operated, are now operating or will operate as a fraud or deceit upon the purchasers.

48. By reason of the foregoing, Defendants violated and, unless enjoined, are reasonably likely to continue to violate Section 17(a)(3) of the Securities Act [15 U.S.C. § 77q(a)(3)].

COUNT IV

**Violations of Section 10(b) and Rule 10b-5(a) of the Exchange Act
(as to all Defendants)**

49. The Commission adopts by reference paragraphs 1 through 39 of this Complaint.

50. Since at least March 2022 and continuing through the present, Defendants, directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails, knowingly or recklessly employed devices, schemes or artifices to defraud in connection with the purchase or sale of any security.

51. By reason of the foregoing, Defendants violated and, unless enjoined, are reasonably likely to continue to violate Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)], and Exchange Act Rule 10b-5(a) [17 C.F.R. § 240.10b-5(a)].

COUNT V

**Violations of Section 10(b) and Rule 10b-5(b) of the Exchange Act
(as to all Defendants)**

52. The Commission adopts by reference paragraphs 1 through 39 of this Complaint.

53. Since at least March 2022 and continuing through the present, Defendants, directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails, knowingly or recklessly made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading, in connection with the purchase or sale of any security.

54. By reason of the foregoing, Defendants violated and, unless enjoined, are reasonably likely to continue to violate Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)], and Exchange Act Rule 10b-5(b) [17 C.F.R. § 240.10b-5(b)].

COUNT VI

**Violations of Section 10(b) and Rule 10b-5(c) of the Exchange Act
(as to all Defendants)**

55. The Commission adopts by reference paragraphs 1 through 39 of this Complaint.

56. Since at least March 2022 and continuing through the present, Defendants, directly or indirectly, by use of any means or instrumentality of interstate commerce, or of the mails, knowingly or recklessly engaged in acts, practices, and courses of business which have operated, are now operating or will operate as a fraud upon any person in connection with the purchase or sale of any security.

57. By reason of the foregoing, Defendants violated and, unless enjoined, are reasonably likely to continue to violate Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)], and Exchange Act Rule 10b-5(c) [17 C.F.R. § 240.10b-5(c)].

COUNT VII

**Violations of Sections 5(a) and 5(c) of the Securities Act
(as to all Defendants)**

58. The Commission adopts by reference paragraphs 1 through 39 of this Complaint.

59. Since at least March 2022 and continuing through the present, the Defendants, directly or indirectly, have made use of the means or instruments of transportation or communication in interstate commerce or of the mails to sell securities, when no registration statement was in effect with the Commission as to such securities, and have made use of the means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell such securities when no registration statement had been filed with the Commission as to such securities.

60. There were no applicable exemptions from registration.

61. By reason of the foregoing, Defendants violated and, unless enjoined, are reasonably likely to continue to violate Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. § 77e(a), (c)].

COUNT VIII

Violations of Section 20(a) of the Exchange Act – Control Personal Liability
(As to Mattera)

62. The Commission adopts by reference paragraphs 1 through 39 of this Complaint.

63. From March 2022 and continuing through the present, Mattera has been, directly or indirectly, a control person of PreIPO for purposes of Section 20(a) of the Exchange Act, 15 U.S.C. § 78t(a).

64. From March 2022 through the present, PreIPO has violated Section 10(b) and Rule 10b-5 of the Exchange Act.

65. As a control person of PreIPO, Mattera is jointly and severally liable with and to the same extent as PreIPO for each of its violations of Section 10(b) and Rule 10b-5 of the Exchange Act.

66. By reason of the foregoing, Mattera has violated and, unless restrained and enjoined, is reasonably likely to continue to violate, Sections 10(b) and 20(a), and Rule 10b-5 of the Exchange Act, 15 U.S.C. § 78j(b) and § 78t(a), and 17 C.F.R. § 240.10b-5.

COUNT IX

Unjust Enrichment
(as to Relief Defendant Boss Global)

67. The Commission adopts by reference paragraphs 1 through 39 of this Complaint.

68. The Relief Defendant Boss Global obtained funds as part, and in furtherance of, the securities violations alleged above without a legitimate claim to those funds, and under those circumstances it is not just, equitable or considerable for the Relief Defendant to retain the funds. The Relief Defendant was unjustly enriched.

69. Relief Defendant should be ordered to disgorge the funds it received as a result of Defendants' violations of the federal securities laws.

VI. RELIEF REQUESTED

WHEREFORE, the Commission respectfully requests the Court find the Defendants committed the violations alleged, and:

I.

Temporary Restraining Order and Preliminary Injunction

Issue a Temporary Restraining Order and Preliminary Injunction, restraining and enjoining the Defendants from violating Sections 5(a) and 5(c) and 17(a) of the Securities Act, and Sections 10(b) and Rule 10b-5 of the Exchange Act, and additionally as to Defendant Mattera, Section 20(a) of the Exchange Act.

II.

Permanent Injunction

Issue a Permanent Injunction enjoining PreIPO, Mattera, and Grzan from violating Sections 5(a), 5(c), and 17(a) of the Securities Act [15 U.S.C. §§ 77e(a), 77e(c), 77q(a)], and Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], and additionally as to Defendant Mattera, Section 20(a) of the Exchange Act.

III.

Asset Freeze and Accounting

Issue an order freezing assets of PreIPO, Mattera, Grzan, and the Relief Defendant Boss Global until further notice of this Court, and further ordering Defendants PreIPO, Mattera, Grzan, and the Relief Defendant Boss Global to provide the Court with a sworn accounting.

IV.

Records Preservation

Issue an order restraining and enjoining PreIPO, Mattera, Grzan, and Relief Defendant Boss Global, and each of their directors, officers, agents, servants, employees, attorneys, depositories, banks, and those persons in active concert or participation with any one or more of them, and each of them, from, directly or indirectly, destroying, mutilating, concealing, altering, disposing of, or otherwise rendering illegible in any manner, any of the books, records, documents, correspondence, brochures, manuals, papers, ledgers, accounts, statements, obligations, files and other property of or pertaining to PreIPO, Mattera, Grzan, and Relief Defendant Boss Global, wherever located and in whatever form, electronic or otherwise, that refer or relate to the acts or courses of conduct alleged in this Complaint, until further Order of this Court.

V.

Disgorgement and Prejudgment Interest

Issue an Order directing PreIPO, Mattera, Grzan, and Relief Defendant Boss Global to disgorge all ill-gotten gains, including prejudgment interest, resulting from the acts and/or courses of conduct alleged in this Complaint.

VI.

Civil Penalty

Issue an Order directing PreIPO, Mattera, and Grzan to pay civil money penalties 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. § 78(d)(3)].

VII.

Officer and Director Bar

Issue an Order barring Mattera and Grzan, pursuant to Section 20(e) of the Securities Act [15 U.S.C. § 77t(d)], and Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], from serving as an officer or director of any company that has a class of securities registered with the Commission pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l], or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

VIII.

Further Relief

Grant such other and further relief as may be necessary and appropriate.

IX.

Retention of Jurisdiction

Further, the Commission respectfully requests the Court retain jurisdiction over this action in order to implement and carry out the terms of all orders and decrees that it may enter, or to entertain any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court.

X.

Demand for Jury Trial

The Commission hereby demands a trial by jury on any and all issues in this action so triable.

Dated: August 14, 2023

Respectfully submitted,

By:



Russell Koonin
Senior Trial Counsel
Fla. Bar No. 474479
Direct Dial: (305) 982-6390
Email: kooninr@sec.gov

Attorney for Plaintiff
Securities and Exchange Commission
801 Brickell Avenue, Suite 1950
Miami, FL 33131
Telephone: (305) 982-6300
Facsimile: (305) 536-4154