

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT ADVISERS ACT OF 1940
Release No. 4645 / February 8, 2017

ADMINISTRATIVE PROCEEDING
File No. 3-17832

In the Matter of

Thomas A. Guerriero,

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 203(f) OF THE
INVESTMENT ADVISERS ACT OF 1940,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Thomas A. Guerriero (“Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, Respondent admits the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in paragraph III.2 and III.4 below, and consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 203(f) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Guerriero, age 39, resided in Deerfield Beach, Florida, and is currently incarcerated in the Federal Detention Center in Miami, Florida. He is the founder and CEO of Oxford City Football Club, Inc. ("Oxford City"), a microcap issuer based in Deerfield Beach, Florida. Guerriero was associated with Oxford City Investments, LLC, an investment adviser registered in Florida from at least July 2012 to March 2014. At various times between 1998 and 2005, Guerriero held Series 7, 24, and 63 licenses, as well as a Series 66 license in 2009. All of these licenses have expired.

2. On January 26, 2017, a final judgment was entered by consent against Guerriero, permanently enjoining him from future violations of Sections 5 and 17(a) of the Securities Act of 1933, and Sections 20(b) and 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Oxford City Football Club, Inc., et al., Civil Action Number 15-CV-62594 (KMW), in the United States District Court for the Southern District of Florida.

3. The Commission's Complaint alleged that, from as early as April 2013 through at least October 2015, Guerriero knowingly engaged in unregistered offerings of Oxford City stock, made material misrepresentations and omissions to investors, ran a boiler room, and used other deceptive tactics to sell Oxford City stock to unaccredited and unsophisticated investors. Oxford City and Guerriero raised more than \$6.5 million from more than 150 investors through these offerings, which were not registered with the Commission and had no valid exemptions. Guerriero oversaw the boiler room and also created and provided to investors business plans and other promotional materials that contained material misrepresentations concerning Oxford City's business.

4. On May 13, 2016, Guerriero was convicted of one count of conspiracy to commit wire and mail fraud in violation of Title 18 United States Code, Sections 1349 before the United States District Court for the Southern District of Florida, in United States v. Thomas A. Guerriero, Crim. Information No. 15-60317-CR-BLOOM.

5. A final judgment in the criminal case was entered against Guerriero on May 17, 2016. Guerriero was sentenced to a prison term of 151 months followed by three years of supervised release and ordered to make restitution in the amount of \$6,600,000. In connection with his conviction, Guerriero admitted in a Factual Proffer that from July 2013 through July 2015:

- (a) he conspired with others to defraud over 150 individuals and raised approximately \$6.6 million from investors;
- (b) the conspiracy occurred by means of materially false and fraudulent pretenses, as well as material omissions, to knowingly devise a scheme and artifice to defraud and to obtain money and property through the delivery of certain mail matter and through certain wire communications;

- (c) he and his co-conspirators solicited investors located throughout the United States to buy shares of Oxford City stock directly from the company for what purported to be private placement offerings, but were actually unregistered public offerings; and
- (d) that he and his co-conspirators made numerous materially false and fraudulent oral and written statements to investors to induce them to provide him money.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Guerriero's Offer.

Accordingly, it is hereby ORDERED pursuant to Section 203(f) of the Advisers Act, that Respondent Guerriero be, and hereby is barred from association with any investment adviser, broker, dealer, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Brent J. Fields
Secretary