

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

CASE NO:

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

VINCENT J. CAPUTO,

Defendant.

COMPLAINT FOR INJUNCTIVE AND OTHER RELIEF

Plaintiff Securities and Exchange Commission (“Commission”) alleges:

I. INTRODUCTION

1. From July 2018 to April 2019, Defendant Vincent J. Caputo (“Caputo”) served as an unregistered broker on behalf of TBG Holdings Corporation (“TBG”), a South Florida company that claims to assist startups or small public companies with their capital raising efforts. During that time, Caputo offered and sold shares of the health management company MediXall Group, Inc. (“MediXall”), a microcap company quoted on the OTC Markets Group, Inc. Caputo personally solicited dozens of investors nationwide and sold over \$500,000 of MediXall stock, advised investors about the merits of the investments, provided investors with offering materials, and directed them on how and where to send payments. For his efforts, Caputo received transaction-based compensation, in the form of commissions, of approximately \$25,000 for his sales of MediXall stock.

2. At all relevant times, Caputo was not registered as a broker-dealer with the Commission or associated with a registered broker-dealer, and thus Caputo was not permitted to sell MediXall's securities.

3. By engaging in this conduct, Caputo violated Section 15(a)(1) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78o(a)(1)]. The Commission seeks an injunction against Caputo from future violations of this provision, as well as disgorgement of ill-gotten gains with prejudice interest thereon, a penny stock bar, and a civil money penalty.

II. DEFENDANT

4. Caputo, age 54, resides in Fort Lauderdale, Florida. From July 2018 to April 2019, Caputo worked for TBG as a sales agent, and performed investor relations functions for MediXall. From 1992 until 2000, Caputo was registered as an associated person and worked for various introducing brokers registered with the Commodity Futures Trading Commission ("CFTC") and the National Futures Association ("NFA"). The NFA charged Caputo in 1994 and 1995, alleging he engaged in fraudulent and deceptive sales solicitations. As a result, in March 1998, Caputo was temporarily barred from NFA membership for 1 year, and again, in April 1999, he was temporarily barred for six months. Caputo does not hold any securities licenses and has never been registered as or associated with a Commission registered broker-dealer.

III. OTHER RELEVANT ENTITIES

5. MediXall, is a Nevada corporation with its principal place of business in Fort Lauderdale, Florida. MediXall's common stock is quoted on the OTC Markets Group, Inc. under the ticker symbol MDXL. During the relevant period, MediXall's securities qualified as a "penny stock" because they did not meet any of the exceptions from the definition of a "penny stock," as defined by Section 3(a)(51) of the Exchange Act and Rule 3a51-1 thereunder.

6. TBG is a Florida corporation with its principal place of business in Fort Lauderdale, Florida. During the relevant period, TBG purported to be a venture capital firm. TBG claims to assist companies, including MediXall, with their capital raising efforts. TBG is not registered with the Commission as a broker-dealer or in any other capacity.

IV. JURISDICTION

7. This Court has jurisdiction over this action pursuant to Sections 21(d), 21(e), and 27(a) of the Exchange Act [15 U.S.C. §§ 78u(d), 78u(e) and 78aa(a)].

8. This Court has personal jurisdiction over Caputo and venue is proper in the Southern District of Florida. Caputo resides in this district and during the time relevant to this action, he transacted business constituting the violations alleged in this Complaint, while working with TBG, a company headquartered in Fort Lauderdale, Florida.

9. In connection with the conduct alleged in this Complaint, Caputo, 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 or communication in interstate commerce, and of the mails.

V. FACTUAL ALLEGATIONS

A. The MediXall Offering

10. During the relevant time period, TBG held itself out to the public as a “Venture Capital Firm for the Masses” that purportedly assisted startups or small public companies with their capital raising efforts and identified investment opportunities for accredited investors at a discount. TBG assisted MediXall with its capital raising efforts by selling its securities to investors.

11. From at least 2018 through 2020, TBG’s principals hired and directed sales agents, including Caputo, to solicit investors nationwide to purchase shares of MediXall stock. TBG’s principals provided sales agents with the information and support to solicit investors to purchase shares of MediXall stock. This included providing sales agents with sales materials, sales pitches, and sending press releases, subscription agreements, and other offering materials to investors.

12. Sales agents, including Caputo, often worked in tandem as “fronters” and “closers.” “Fronters” used lead lists to contact investors to introduce TBG and MediXall, and to get investors to opt-in to receive MediXall press releases and marketing materials. “Closers” followed up with these investors to advise investors about the merits of MediXall securities, and to sell them shares of MediXall stock. From investor proceeds, sales agents, including Caputo, were paid transaction-based compensation, in the form of commissions, for their sales of MediXall stock.

**B. Caputo Acted as an Unregistered Broker in Violation of
Section 15(a) of the Exchange Act**

13. In or around July 2018, TBG hired Caputo as a sales agent. Caputo acted as both a “fronter” and a “closer,” contacting investors via various means, including emails, telephone calls, and postal mail to solicit investors to opt-in to receive MediXall’s press releases or to purchase securities.

14. Caputo held himself out as a financial professional and the senior vice president of TBG while actively soliciting investors to buy MediXall stock through telephone calls, emails, and postal mail. Among other things, Caputo regularly participated in the securities transactions by providing investors with MediXall’s Private Placement Memorandums and other offering materials, and sending and receiving subscription agreements to and from investors. Caputo also guided investors as to how and where to send their funds, and advised investors on the merits of the investments.

15. For example, in emails, Caputo told investors that MediXall is a public company actively trading on the “OTCQB under the symbol ‘MDXL.’” He advised investors that MediXall had created and launched MediXall.com, which he described as a new generation healthcare marketplace platform, and likened it as “the Priceline.com for Healthcare management.” He provided investors with news, videos, and other information regarding the company and encouraged investors to not miss the opportunity to invest as the company was “rapidly evolving”.

16. While pitching MediXall’s stock to investors, Caputo instilled a sense of urgency by telling investors that MediXall’s stock price was set to nearly double in price, from \$.60 to \$1.00, within days.

17. For his efforts, TBG paid Caputo approximately \$25,000 in transaction-based compensation, which he received for raising over \$500,000 from dozens of investors.

18. At no point was Caputo registered as or associated with a Commission registered-broker dealer while he offered and sold MediXall stock to investors.

CLAIMS FOR RELIEF

COUNT I

Violations of Section 15(a)(1) of the Exchange Act

19. The Commission repeats and re-alleges Paragraphs 1 through 18 of this Complaint as if fully set forth herein.

20. From July 2018 to April 2019, Caputo, directly or indirectly, by the use of the mails or any means or instrumentality of interstate commerce effected transactions in, or induced or attempted to induce the purchase or sale of securities, while he was not registered with the Commission as a broker or dealer or when he was not associated with an entity registered with the Commission as a broker-dealer in accordance with Section 15(b) of the Exchange Act, 15 U.S.C. § 78o(b).

21. By reason of the foregoing, Caputo violated, and unless enjoined is reasonably likely to continue to violate, Section 15(a)(1) of the Exchange Act [15 U.S.C. § 78o(a)(1)].

RELIEF REQUESTED

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

A.

Permanent Injunctive Relief

Issue a permanent injunction enjoining Caputo from violating Section 15(a)(1) of the Exchange Act.

B.

Penny Stock Bar

Issue an Order permanently barring Caputo from participating in any offering of a penny stock, pursuant to Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)].

C.

Disgorgement and Prejudgment Interest

Issue an Order directing Caputo to disgorge all ill-gotten gains or proceeds received, with prejudgment interest thereon, as a result of the acts and/or courses of conduct complained of herein.

D.

Civil Money Penalties

Issue an Order directing Caputo to pay a civil money penalty pursuant to Section 21(d) of the Exchange Act.

E.

Further Relief

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

F.

Retention of Jurisdiction

Further, the Commission respectfully requests that 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.

September 9, 2022

Respectfully submitted,

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