

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 81751 / September 28, 2017

ADMINISTRATIVE PROCEEDING
File No. 3-18231

In the Matter of

**SUCCESS HOLDING
GROUP INTERNATIONAL,
INC.,**

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 12(j) OF THE
SECURITIES EXCHANGE ACT OF 1934,
MAKING FINDINGS, ACCEPTING
SETTLEMENT, IMPLEMENTING
SETTLEMENT, AND STAYING
PROCEEDINGS TO IMPLEMENT
SETTLEMENT**

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against Success Holding Group International, Inc. (“Success Holding” or “Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement of Success Holding Group International, Inc. Regarding Administrative Proceedings Pursuant to Section 12(j) of the Securities Exchange Act of 1934 (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, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over it and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 12(j) of the Securities Exchange Act of 1934, Making Findings, Accepting Settlement, Implementing Settlement, and Staying Proceedings to Implement Settlement (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds¹ that:

A. Success Holding Group International, Inc. (CIK 1572699) is a Nevada corporation with its registered address in Fort Wayne, Indiana and its operations in Taiwan. According to its most recent Form 10-K, Success Holding is "in the business of conducting training seminars primarily in China and the business of investing in the production of Internet short films in China ... [and] developing a specialty drink." The Respondent's common stock is registered with the Commission pursuant to Section 12(g) of the Exchange Act and is traded on OTCQB under the symbol SHGT. Success Holding registered that stock pursuant to Section 12(g) on November 5, 2014. The majority of Success Holding's shares are owned by Success Holding Group Corp., a company owned and controlled by Success Holding's principals.

B. Success Holding has failed to comply with Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder while its common stock was registered with the Commission in that Success Holding has not filed an annual report on Form 10-K since it filed its Form 10-K for the year ended December 31, 2014 in March 2015 and has not filed any periodic or quarterly reports on Form 10-Q for any period subsequent to the quarter ended June 30, 2015.

IV.

Section 12(j) of the Exchange Act provides as follows:

The Commission is authorized, by order, as it deems necessary or appropriate for the protection of investors to deny, to suspend the effective date of, to suspend for a period not exceeding twelve months, or to revoke the registration of a security, if the Commission finds, on the record after notice and opportunity for hearing, that the issuer of such security has failed to comply with any provision of this title or the rules and regulations thereunder. No member of a national securities exchange, broker, or dealer shall make use of the mails or any means or instrumentality of interstate commerce to effect any transaction in, or to induce the purchase or sale of, any security the registration of which has been and is suspended or revoked pursuant to the preceding sentence.

V.

Success Holding in an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order ("Cease-and-Desist Order") entered against it on

¹ The findings herein are made pursuant to Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

September 28, 2017, has undertaken to, by no later than 5:30 p.m. ET on October 15, 2017, file with the Commission the following filings (the “Filings”):

- (1) a Form 10-K containing financial results for the yearly and quarterly periods set forth in Attachment A to the Cease-and-Desist Order;
- (2) a Form 10-Q for the quarterly period ended March 31, 2017; and
- (3) a Form 10-Q for the quarterly period ended June 30, 2017.

VI.

IT IS HEREBY ORDERED THAT, if Success Holding complies with the undertakings in paragraph 12 of the Cease-and-Desist Order, and if the Division of Enforcement does not notify Success Holding of a deficiency or deficiencies pursuant to paragraph 13(1) of the Cease-and-Desist Order, or if the Division of Enforcement notifies Success Holding of a deficiency or deficiencies pursuant to paragraph 13(1) of the Cease-and-Desist Order and Success Holding resubmits the Filings pursuant to paragraph 13(2) of the Cease-and-Desist Order, and the Division of Enforcement does not advise Success Holding within 30 calendar days following the date of the resubmitted Filings (or, if the last day of the period falls on a weekend or federal holiday, on the first business day immediately thereafter) of the nature of any deficiency or deficiencies in the Filings, then the Division of Enforcement shall notify the Office of the Secretary of the Commission of Success Holding’s compliance with the undertakings in paragraph 12 of the Cease-and-Desist Order and, upon receiving notice from the Division of Enforcement, the Office of the Secretary of the Commission shall immediately enter an Order Terminating Administrative Proceedings Pursuant to Section 12(j) of the Securities Exchange Act of 1934, in the form agreed to in the Offer and attached to the Offer as Exhibit A, terminating this proceeding without the requested remedy of revocation of the registration of each class of Success Holding’s securities registered pursuant to Exchange Act Section 12, pursuant to Section 12(j) of the Exchange Act.²

VII.

IT IS FURTHER ORDERED THAT, if Success Holding fails to comply with the undertakings in paragraph 12 of the Cease-and-Desist Order, or if Success Holding makes each of the Filings by 5:30 p.m. ET on October 15, 2017, but the Division of Enforcement concludes, in consultation with the Division of Corporation Finance and any other appropriate staff, that any of the Filings fails to comply with the undertaking set forth in paragraph 12 of the Cease-and Desist Order and Success Holding fails to resubmit the Filings pursuant to paragraph 13(2) of the Cease-and Desist Order, or if Success Holding resubmits such Filings and the Division of Enforcement concludes, in consultation with the Division of Corporation Finance and any other appropriate staff, that any such Filings fail to remedy the identified deficiency or deficiencies, the Division of

² This Order applies to all classes of Respondent’s securities registered pursuant to Section 12 of the Exchange Act, whether or not such securities are specifically identified by ticker symbol or otherwise in this Order

Enforcement shall notify the Office of the Secretary of the Commission and Success Holding of its conclusion within 30 calendar days following this failure (or, if the last day of the period falls on a weekend or federal holiday, on the first business day immediately thereafter), and, upon receiving notice from the Division of Enforcement, the Office of the Secretary of the Commission shall immediately enter an Order Making Findings and Revoking Registration of Securities Pursuant to Section 12(j) of the Securities Exchange Act of 1934, in the form agreed to in the Offer and attached to the Offer as Exhibit B, revoking the registration of each class of Success Holding's securities registered pursuant to Exchange Act Section 12, pursuant to Section 12(j) of the Exchange Act.

VIII.

IT IS FURTHER ORDERED THAT this proceeding is stayed until the Division of Enforcement notifies the Office of the Secretary of the Commission to enter an order pursuant to Section VI or VII above.

By the Commission.

Brent J. Fields
Secretary