

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 92423 / July 15, 2021**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 5780 / July 15, 2021**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-20400**

**In the Matter of**

**DAVID AARON ROCKWELL,**

**Respondent.**

**ORDER INSTITUTING  
ADMINISTRATIVE PROCEEDINGS  
PURSUANT TO SECTION 15(b) OF  
THE SECURITIES EXCHANGE ACT  
OF 1934 AND SECTION 203(f) OF THE  
INVESTMENT ADVISERS ACT OF 1940  
AND NOTICE OF HEARING**

**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 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against David Aaron Rockwell (“Respondent” or “Rockwell”).

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. RESPONDENT**

1. Rockwell, age 45, is a resident of Cape Coral, Florida. During the period of the misconduct described in paragraph B.3 below, Rockwell was associated with two dually-registered broker-dealer and investment adviser firms, in Fort Myers, Florida—one from from December 2015 through approximately November 2018 and the other from November 2018 through approximately June 2019. Rockwell also formed, owned, and operated Gralyn Financial Services LLC (“Gralyn”), purported to be a financial service firm. From 2000 through 2015, Rockwell was associated with other broker-dealers registered with the Commission. In February 2020, FINRA barred Rockwell from association with any FINRA member in any capacity for failing to respond to a FINRA request for information. *See* FINRA case No. 2019062440602.

B. RESPONDENT'S CRIMINAL CONVICTION

2. On September 9, 2020, Rockwell was indicted on six counts of wire fraud in violation of Title 18, United States Code, Section 1343, and two counts of bank fraud in violation of Title 18, United States Code, Section 1344. On January 13, 2021, Rockwell pled guilty to the entire indictment (without a plea agreement) before the United States District Court for the Middle District of Florida, in *United States v. David Aaron Rockwell*, Case No. 2:20-cr-107, and the Court accepted his plea and adjudicated him guilty on January 21, 2021. On June 1, 2021, Rockwell was sentenced to 63 months in prison and forfeiture of \$1,018,000.

3. In connection with his plea, Rockwell admitted that beginning in October 2017, Rockwell began to convert and misappropriate monies belonging to his clients. Specifically, he applied for and obtained two lines of credit at a bank in the total amount of \$700,000 in his clients' names without their knowledge or permission, using his clients' assets as collateral. Rockwell caused the bank to transfer the loan proceeds to an account at another bank in the name of his clients but that Rockwell controlled. Between November 2017 and July 2018, he wrote checks on this bank account payable to Gralyn totaling approximately \$695,000, which he deposited into a Gralyn account he controlled. Rockwell used approximately \$400,000 of the misappropriated funds to purchase a home in Fort Myers, FL with his then girlfriend.

4. In connection with his plea, Rockwell further admitted that he also convinced a client to invest in a real estate company, which Rockwell touted as a great opportunity to invest in low income housing in Florida. In the Fall of 2018, Rockwell duped the client into providing Rockwell with \$418,000 for the purpose of making certain real estate investments. However, Rockwell used at least \$318,000 of the money for his own benefit (including paying credit card bills) rather than the intended use of real estate investments. He also bought Harley Davidson products and used funds to buy a home in Cape Coral, Florida in Gralyn's name.

**III.**

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations set forth in Section II hereof are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations;

B. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 15(b) of the Exchange Act;

C. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 203(f) of the Advisers Act; and

D. Whether, pursuant to Section 15(b) of the Exchange Act, it is appropriate and in the public interest to bar Respondent from participating in any offering of penny stock,

including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock; or inducing or attempting to induce the purchase or sale of any penny stock.

#### IV.

IT IS ORDERED that a public hearing before the Commission for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed by further order of the Commission, pursuant to Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice, 17 C.F.R. § 201.220(b).

IT IS FURTHER ORDERED that the Division of Enforcement and Respondent shall conduct a prehearing conference pursuant to Rule 221 of the Commission's Rules of Practice, 17 C.F.R. § 201.221, within fourteen (14) days of service of the Answer. The parties may meet in person or participate by telephone or other remote means; following the conference, they shall file a statement with the Office of the Secretary advising the Commission of any agreements reached at said conference. If a prehearing conference was not held, a statement shall be filed with the Office of the Secretary advising the Commission of that fact and of the efforts made to meet and confer.

If Respondent fails to file the directed Answer, or fails to appear at a hearing or conference after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310.

This Order shall be served forthwith upon Respondent by any means permitted by the Commission's Rules of Practice.

The Commission finds that it would serve the interests of justice and not result in prejudice to any party to provide, pursuant to Rule 100(c) of the Commission's Rules of Practice, 17 C.F.R. § 201.100(c), that notwithstanding any contrary reference in the Rules of Practice to service of paper copies, service to the Division of Enforcement of all opinions, orders, and decisions described in Rule 141, 17 C.F.R. § 201.141, and all papers described in Rule 150(a), 17 C.F.R. § 201.150(a), in these proceedings shall be by email to the attorneys who enter an appearance on behalf of the Division, and not by paper service.

Attention is called to Rule 151(b) and (c) of the Commission's Rules of Practice, 17 C.F.R. § 201.151(b) and (c), providing that when, as here, a proceeding is set before the Commission, all papers (including those listed in the following paragraph) shall be filed with the Office of the Secretary and all motions, objections, or applications will be decided by the Commission.

The Commission finds that it would serve the interests of justice and not result in prejudice to any party to provide, pursuant to Rule 100(c) of the Commission's Rules of Practice, 17 C.F.R. § 201.100(c), that notwithstanding any contrary reference in the Rules of Practice to filing with or disposition by a hearing officer, all filings, including those under Rules 210, 221, 222, 230, 231, 232, 233, and 250 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.210, 221, 222, 230, 231, 232, 233, and 250, shall be directed to and, as appropriate, decided by the Commission. This proceeding shall be deemed to be one under the 75-day timeframe specified in Rule of Practice 360(a)(2)(i), 17 C.F.R. § 201.360(a)(2)(i), for the purposes of applying Rules of Practice 233 and 250, 17 C.F.R. §§ 201.233 and 250.

The Commission finds that it would serve the interests of justice and not result in prejudice to any party to provide, pursuant to Rule 100(c) of the Commission's Rules of Practice, 17 C.F.R. § 201.100(c), that the Commission shall issue a decision on the basis of the record in this proceeding, which shall consist of the items listed at Rule 350(a) of the Commission's Rules of Practice, 17 C.F.R. § 201.350(a), and any other document or item filed with the Office of the Secretary and accepted into the record by the Commission. The provisions of Rule 351 of the Commission's Rules of Practice, 17 C.F.R. § 201.351, relating to preparation and certification of a record index by the Office of the Secretary or the hearing officer are not applicable to this proceeding.

The Commission will issue a final order resolving the proceeding after one of the following: (A) The completion of post-hearing briefing in a proceeding where the public hearing has been completed; (B) The completion of briefing on a motion for a ruling on the pleadings or a motion for summary disposition pursuant to Rule 250 of the Commission's Rules of Practice, 17 C.F.R. § 201.250, where the Commission has determined that no public hearing is necessary; or (C) The determination that a party is deemed to be in default under Rule 155 of the Commission's Rules of Practice, 17 C.F.R. § 201.155, and no public hearing is necessary.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Vanessa Countryman  
Secretary