

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

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 5931 / December 20, 2021**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-20684**

**In the Matter of**

**DAVID HENRY HANSEN,**

**Respondent.**

**ORDER INSTITUTING**  
**ADMINISTRATIVE PROCEEDINGS**  
**PURSUANT TO 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 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against David Henry Hansen (“Respondent”).

**II.**

After an investigation, the Division of Enforcement alleges that:

1. Respondent, 49 years old, is a resident of Queens Creek, Arizona. Respondent was the President and Chief Executive Officer, majority owner, and control person of Yellowstone Partners, LLC (“Yellowstone Partners”), an investment adviser formerly registered with the Commission. From January 2006 until May 2017, Respondent was an investment advisor representative under Yellowstone Partners.

2. On August 17, 2021, a final judgment was entered by consent against Respondent, permanently enjoining him from future violations of Sections 204(a), 206(1), and 206(2) of the Advisers Act, and Rules 204-2(a)(1) and 204-2(e)(1) thereunder, in the civil action entitled

Securities and Exchange Commission v. Yellowstone Partners, LLC et al., Civil Action Number 4:19-cv-00374, in the United States District Court for the District of Idaho.

3. As alleged in the Commission's complaint, Respondent, as an investment advisor representative associated with Yellowstone Partners, caused Yellowstone Partners to overbill investment advisory clients as part of a fraudulent scheme to inflate his and his co-defendants' income. In addition, Respondent failed to maintain current investment advisory agreements for each client and to keep such records easily accessible for a period of five years, as required by firm procedures, the Advisors Act, and the rules thereunder.

4. On November 25, 2019, Respondent pled guilty to one count of wire fraud in violation of Title 18 United States Code, Section 1343, before the United States District Court for the District of Idaho, in United States v. Hansen, Crim. Information No. 4:18-cr-00346. On November 4, 2020, a judgment in the criminal case was entered against Respondent. He was sentenced to a prison term of 60 months followed by three years of supervised release and ordered to make restitution in the amount of \$2,215,764.31.

5. In connection with that plea, Respondent admitted, *inter alia*, that:

- (a) From approximately 2008 through approximately April 2016, Respondent was the Chief Executive Officer and 90-percent partner in Yellowstone Partners;
- (b) Clients of Yellowstone Partners entrusted their monies to Yellowstone Partners to invest and manage on their behalf. In exchange, Yellowstone Partners earned fees for its services. Yellowstone Partners' fees were set forth in investment agreements between Yellowstone Partners and its clients;
- (c) From April 2008 through April of 2016, Respondent knowingly and intentionally devised a scheme to defraud clients of Yellowstone Partners by obtaining money or property by means of false and fraudulent pretenses, representations, and promises. Specifically, the scheme was to fraudulently bill clients for fees to which Yellowstone Partners was not entitled under the terms of the investment agreements or otherwise; and
- (d) Through this overbilling scheme, Respondent fraudulently obtained client funds and used them to enrich himself and to fund Yellowstone Partners' operations.

### 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; and

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

#### 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(a), (b) and (c) of the Commission's Rules of Practice, 17 C.F.R. § 201.151(a), (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 electronically in administrative proceedings using the Commission's Electronic Filings in Administrative Proceedings (eFAP) system access through the Commission's website,

[www.sec.gov](http://www.sec.gov), at <http://www.sec.gov/eFAP>. Respondent also must serve and accept service of documents electronically. 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.

For the Commission, by its Secretary, pursuant to delegated authority.

Vanessa A. Countryman  
Secretary