

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 101056 / September 17, 2024

ADMINISTRATIVE PROCEEDING
File No. 3-22133

In the Matter of

**Dixon Mitchell
Investment Counsel
Inc.,**

Respondent.

**ORDER INSTITUTING CEASE-
AND-DESIST PROCEEDINGS
PURSUANT TO SECTION 21C OF
THE SECURITIES EXCHANGE
ACT OF 1934, MAKING FINDINGS,
AND IMPOSING A CEASE-AND-
DESIST ORDER**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 (“Exchange Act”), against Dixon Mitchell Investment Counsel Inc. (“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, 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 Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order (“Order”) as set forth below.

III.

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

Summary

From December 2006 through December 2023, Respondent had investment discretion over at least \$100 million of reportable securities and was therefore obligated to file quarterly Forms 13F beginning in February 2007. However, Respondent failed to file Forms 13F until January 2024.

Respondent

1. Respondent, a Canadian investment adviser and an “institutional investment manager” as defined in Section 13(f) of the Exchange Act, is a Canadian company headquartered in Vancouver, British Columbia, Canada. Respondent, which provides investment planning and management to individuals and entities, is not registered with the Commission in any capacity. As of December 31, 2023, Respondent had total regulatory assets under management of approximately \$3.65 billion.

Background

2. Section 13(f)(1) of the Exchange Act and Rule 13f-1 thereunder require that institutional investment managers file Forms 13F with the Commission on a quarterly basis if they exercise investment discretion over “Section 13(f) Securities” having an aggregate fair market value of at least \$100 million. Section 13(f) Securities are equity securities of a class described in Rule 13f-1(c) under the Exchange Act. A list of these securities - called the Official List of Section 13(f) Securities - is available on the Commission’s website.¹ The Official List of Section 13(f) Securities primarily includes U.S. exchange-traded stocks (*e.g.*, NYSE, AMEX, NASDAQ), shares of closed-end investment companies, and shares of exchange-traded funds (ETFs). Certain convertible debt securities, equity options, and warrants are on the Official List. Pursuant to Rule 13f-1(b), an investment manager is deemed to exercise discretion over all accounts for which any person or entity under the control of the investment manager exercises investment discretion. Form 13F requires such institutional investment managers, among other things, to disclose to the Commission the fair market value of its Section 13(f) Securities under management. Forms 13F filed with the Commission are available to the public on the Commission’s website.

3. One Congressional purpose in enacting Section 13(f)(1) of the Exchange Act was to create “a central depository of historical and current data about the investment activities of institutional investment managers” to assist investors and government regulators. S. Rep. No. 94-75, 94th Cong., 2d Sess. 82-85 (1975).

Facts

4. On the last trading day of December 2006, Respondent exercised investment discretion over Section 13(f) Securities with a fair market value of at least \$100 million.

¹ <https://www.sec.gov/divisions/investment/13flists>.

5. Because Respondent exercised investment discretion over at least \$100 million worth of Section 13(f) Securities on the last trading day of at least one month in 2006, Respondent was obligated to disclose its 2006 year-end holdings of Section 13(f) Securities by filing a Form 13F with the Commission within 45 days of December 31, 2006.

6. Subsequently, Respondent's holdings of Section 13(f) Securities continued to be at least \$100 million. Thus, from February 2007 until the present, Respondent has had an obligation to file Forms 13F on a quarterly basis. Respondent, however, failed to file any Forms 13F prior to January 2024.

7. In late 2023, Respondent self-reported to the Commission's staff its failure to file Forms 13F.

8. On January 17, 2024, Respondent filed sixty-nine Forms 13F, which covered the period from the quarter ending December 31, 2006, to the quarter ending December 31, 2023, inclusive.

9. Respondent's Form 13F filing for the quarter ending December 31, 2023 showed that, as of December 31, 2023, Respondent held positions in fifty-seven different Section 13(f) Securities, with a total market value of approximately \$1,879,508,772.

Violations

10. As a result of the conduct described above, Respondent violated Section 13(f)(1) of the Exchange Act and Rule 13f-1 thereunder by failing to file Forms 13F.

Respondent's Self-Reporting, Cooperation, and Remedial Efforts

In determining to accept the Offer, the Commission considered Respondent's self-reporting to the Commission staff of its violations and cooperation afforded to the Commission staff. The Commission also considered certain remedial acts promptly undertaken by Respondent following its discovery of the violations at issue.

IV.

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

Accordingly, pursuant to Section 21C of the Exchange Act, it is hereby ORDERED that:

A. Respondent cease and desist from committing or causing any violations and any future violations of Section 13(f)(1) of the Exchange Act and Rule 13f-1 promulgated thereunder.

B. Respondent acknowledges that the Commission is not imposing a civil penalty based upon its self-reporting, cooperation, and remediation in a Commission investigation. If at any

time following the entry of the Order, the Division of Enforcement (“Division”) obtains information indicating that Respondent knowingly provided materially false or misleading information or materials to the Commission, or in a related proceeding, the Division may, at its sole discretion and with prior notice to the Respondent, petition the Commission to reopen this matter and seek an order directing that the Respondent pay a civil money penalty. Respondent may contest by way of defense in any resulting administrative proceeding whether it knowingly provided materially false or misleading information, but may not: (1) contest the findings in the Order; or (2) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

By the Commission.

Vanessa A. Countryman
Secretary