

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT ADVISERS ACT OF 1940
Release No. 6806 / December 30, 2024

ADMINISTRATIVE PROCEEDING
File No. 3-22385

In the Matter of

STEVEN J.
SUSOEFF,

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 203(f) OF THE
INVESTMENT ADVISERS ACT OF 1940,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS

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 Steven J. Susoeff (“Susoeff” or “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 him and the subject matter of these proceedings and the findings contained in paragraphs 1 and 2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 203(f) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

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

1. Susoeff was the sole owner, officer, and control person of Steve Susoeff, LLC dba Meritage Financial Group ("Meritage Financial"), a state-registered investment adviser registered with the states of Nevada and California. Susoeff is 57 years old and a resident of Henderson, Nevada.

2. On December 23, 2024, a final judgment was entered by consent against Susoeff, permanently enjoining him from future violations of Sections 17(a) of the Securities Act of 1933 ("Securities Act"), Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 10b-5 thereunder, and Sections 206(1) and 206(2) of the Advisers Act, as set forth in the judgment entered in the civil action entitled Securities and Exchange Commission v. Steven J. Susoeff, et al., Civil Action Number 2:23-cv-00173-JCM-EJY, in the United States District Court for the District of Nevada.

3. The Commission's complaint alleged that between January 2021 and July 2021, Susoeff and Meritage Financial engaged in a fraudulent cherry-picking scheme in breach of their fiduciary duties to their clients. The Commission's complaint alleged that Susoeff used Meritage Financial's omnibus trading account to disproportionately allocate a number of favorable trades (*i.e.*, trades that had a positive first day return) to three accounts held by his friend, his girlfriend, and himself (the "Favored Accounts"), while disproportionately allocating a number of unfavorable trades (*i.e.*, trades that had negative first day returns) to the accounts his other clients (the "Disfavored Accounts"). The Complaint alleged that as a result, for the time period at issue, the Favored Accounts enjoyed first day positive returns, while the Disfavored Accounts suffered negative first day returns.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 203(f) of the Advisers Act that Respondent Susoeff be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization with the right to apply for reentry after five years to the appropriate self-regulatory organization, or if there is none, to the Commission.

Any application for reentry by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, compliance with the Commission's order and payment of any or all of the following: (a) any disgorgement or civil penalties ordered by a Court against the Respondent in any action brought by the Commission; (b) any disgorgement amounts ordered against the Respondent for which the Commission waived payment; (c) any arbitration award

related to the conduct that served as the basis for the Commission order; (d) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (e) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Vanessa A. Countryman
Secretary