

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

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-19507**

**In the Matter of**

**Seen on Screen TV, Inc. and**  
**The Pulse Network, Inc.**

**Respondents.**

**DIVISION OF ENFORCEMENT’S MOTION TO DISMISS THE**  
**PULSE NETWORK FROM THE PROCEEDINGS AND BRIEF IN SUPPORT**

The Division of Enforcement (“Division”), by counsel, hereby moves the Commission to dismiss The Pulse Network, Inc. (“TPNI”) from this administrative proceeding, brought under Section 12(j) of the Securities Exchange Act of Exchange Act of 1934 (“Exchange Act”). TPNI is no longer registered under Exchange Act Section 12. Accordingly, the Division believes it is appropriate to dismiss the proceedings against TPNI.

**BRIEF IN SUPPORT OF MOTION TO**  
**DISMISS TPNI FROM THE PROCEEDINGS**

On September 24, 2019, the Commission issued an Order Instituting Proceedings and Notice of Hearing pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“OIP”) against Seen on Screen TV, Inc. (“SONT”) and TPNI. SONT was served with the OIP on September 26, 2019, and TPNI was served with the OIP on September 27, 2019. On November 20, 2019, the Division filed a Motion for Default against SONT and TPNI and served it by UPS.

On January 15, 2020, TPNI filed a Form 15-12G, certifying that the issuer had only 25 shareholders of record and terminating its registration pursuant to Rules 12-4g(a)(1) and 12h-3(b)(1)(i). According to TPNI's last annual report filed on Form 10-K for the fiscal year ended December 31, 2017, the issuer had only 26 shareholders of record. TPNI's Form 15 became effective 90 days later -- April 15, 2020. In December 2020, the Commission issued an Order to Show Cause why SONT's securities should not be revoked due to its default. The Commission has ordered the Division of Enforcement to file a written submission about the status of this case with respect to TPNI. Previously, in similar situations, after an issuer's Form 15 has become effective, the Division has moved for dismissal of administrative proceedings against that issuer. *See, e.g., Colorado Goldfields, Inc.*, Exchange Act Release No. 86270 (March 7, 2019) and Exchange Act Release No. 87236 (Oct. 4, 2019).

In *Colorado Goldfields, Inc.*, the Commission issued an OIP pursuant to Exchange Act Section 12(j) on September 18, 2018 against the issuer Colorado Goldfields, Inc. ("CGFI"),<sup>1</sup> and CGFI was served with the OIP on September 21, 2018. *See Colorado Goldfields, Inc.*, Exchange Act Release No. 86270 (March 7, 2019). The Administrative Law Judge ("ALJ") in *Colorado Goldfields, Inc.*, stated that "[t]he same day service of the OIP was made on Colorado Goldfields, that issuer filed with the Commission a Form 15 seeking to terminate voluntarily the registration of its securities under Exchange Act Section 12(g)." *Id.* The ALJ explained that "[u]nder Rule 12g-4(a), an issuer's registration is terminated ninety days after the issuer files the

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<sup>1</sup> According to the OIP, as of July 16, 2018, CGFI was quoted on OTC Link, had two market makers and was eligible for the "piggyback" exception of Exchange Act Rule 15c2-11(f)(3). As of September 18, 2019, TPNI was quoted on OTC Link, had six market makers and was eligible for the "piggyback" exception of Exchange Act Rule 15c2-11(f)(3).

Form 15,” and “suspension or revocation of registration are the only remedies available in a proceeding instituted under Exchange Act Section 12(j).” *Id.* As a result, the ALJ directed “the Division of Enforcement to file an additional written submission about the status of this case with respect to Colorado Goldfields.” *Id.*

In October 2019, the ALJ stated that:

In its Form 15, Colorado Goldfields certified that the approximate number of holders of record was 120 as of September 21, 2018. Under Rule 12g-4(a), an issuer's registration is terminated 90 days after the issuer files a Form 15—in this case December 20, 2018. On March 19, 2019, the Division of Enforcement moved to dismiss this proceeding against Colorado Goldfields.

*Colorado Goldfields, Inc.*, Exchange Act Release No. 87236 (Oct. 4, 2019). The ALJ granted the Division’s motion to dismiss CGFI.

The Commission also has found it appropriate to dismiss administrative proceedings under Exchange Act Section 12(j) when an issuer has filed a Form 15 after an OIP has been instituted and the Form 15 has become effective. *See, e.g., American Patriot Brands, Inc. a/k/a the Grilled Cheese Truck, Inc.*, Release No. 90888 (Jan. 11, 2021) (dismissing Section 12(j) proceeding where respondent filed a Form 15 after an OIP was instituted, the Form 15 became effective, and respondent no longer had a class of securities registered under Exchange Act Section 12); *Expleo Solutions, Inc.*, Exchange Act Release No. 78638 (Aug. 22, 2016) (same); *Ruby Creek Resources, Inc.*, Exchange Act Release No. 76060 (Sept. 30, 2015) (same); *DRC Ventures, Inc.*, Exchange Act Release No. 74153, (Jan. 27, 2015) (same).

Here, since TPNI filed a Form 15 after the OIP was instituted, the Form 15 became effective as of April 15, 2020, and it no longer has a class of securities registered under

Exchange Act Section 12, it is appropriate to dismiss this administrative proceeding against TPNI.

**CONCLUSION**

For the reasons set forth above, the Division respectfully requests that the Commission order the dismissal of the proceedings against The Pulse Network, Inc.

Dated: March 25, 2021

Respectfully submitted,

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**CERTIFICATE OF SERVICE**

I hereby certify that true copies of the Division of Enforcement's Motion to Dismiss The Pulse Network from the Proceedings and Brief in Support were served on the following on this 25<sup>th</sup> day of March, 2021, in the manner indicated below:

By Email:

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