

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 101003 / September 12, 2024

Admin. Proc. File No. 3-21626

In the Matter of
EMPOWER CLINICS, INC.

ORDER TO SHOW CAUSE

On September 7, 2023, the Securities and Exchange Commission issued an order instituting proceedings (“OIP”) against Empower Clinics, Inc. (“Respondent”) pursuant to Section 12(j) of the Securities Exchange Act of 1934.¹ On July 2, 2024, the Commission issued a scheduling order directing that, based on the parties’ agreement during a prehearing conference, the Division of Enforcement’s motion for summary disposition was due by July 31, 2024, Respondent’s opposition was due by August 30, 2024, and the Division’s reply was due by September 30, 2024.² The Division filed its motion for summary disposition on July 31, 2024. As of the date of this order, Respondent has not filed an opposition brief.

Accordingly, Respondent is ORDERED to SHOW CAUSE by September 26, 2024, why the registration of its securities should not be revoked by default due to its failure to respond to the Division’s motion. Respondent’s submission shall address the reasons for its failure to timely file an opposition brief and address the substance of the Division’s request that the Commission revoke the registration of Respondent’s securities.

When a party defaults, the allegations in the OIP may be deemed to be true and the Commission may determine the proceeding against that party upon consideration of the record without holding a public hearing.³ The failure to timely oppose a dispositive motion is itself a

¹ *Empower Clinics, Inc.*, Exchange Act Release No. 98315, 2023 WL 5830476 (Sept. 7, 2023).

² *Empower Clinics, Inc.*, Exchange Act Release No. 100454, 2024 WL 3291368 (July 2, 2024).

³ Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, 201.180; *see Empower Clinics*, 2023 WL 5830476, at *4 (“The Commission will issue a final order resolving the proceeding after . . . the determination that a party is deemed to be in default . . .”).

basis for a finding of default;⁴ it may result in the determination of particular claims, or the proceeding as a whole, adversely to the non-moving party and may be deemed a forfeiture of arguments that could have been raised at that time.⁵

If Respondent fails to respond to this order to show cause, it may be deemed in default, the proceeding may be determined against it, and the registration of its securities may be revoked.⁶ If Respondent responds to this order to show cause, the Division may file a reply within 14 days after its service. Upon review of the filings in response to this order, the Commission will either direct further proceedings by subsequent order or issue a final order resolving the matter.

The parties' attention is directed to the e-filing requirements in the Rules of Practice.⁷ We also remind the parties that any document filed with the Commission must be served upon all participants in the proceeding and be accompanied by a certificate of service.⁸

For the Commission, by the Office of the General Counsel, pursuant to delegated authority.

Vanessa A. Countryman
Secretary

⁴ Rules of Practice 155(a)(2), 180(c), 17 C.F.R. §§ 201.155(a)(2), 201.180(c); *see, e.g., Behnam Halali*, Exchange Act Release No. 79722, 2017 WL 24498, at *3 n.12 (Jan. 3, 2017).

⁵ *See, e.g., McBarron Cap. LLC*, Exchange Act Release No. 81789, 2017 WL 4350655, at *3–5 (Sept. 29, 2017); *Bennett Grp. Fin. Servs., LLC*, Exchange Act Release No. 80347, 2017 WL 1176053, at *2–3 (Mar. 30, 2017), *abrogated in part on other grounds by Lucia v. SEC*, 138 S. Ct. 2044 (2018); *Apollo Publ'n Corp.*, Securities Act Release No. 8678, 2006 WL 985307, at *1 n.6 (Apr. 13, 2006).

⁶ *See* Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, 201.180.

⁷ *See* Rules of Practice 151, 152(a), 17 C.F.R. §§ 201.151, 201.152(a) (providing procedure for filing papers with the Commission and mandating electronic filing in the form and manner posted on the Commission's website); *Instructions for Electronic Filing and Service of Documents in SEC Administrative Proceedings and Technical Specifications*, <https://www.sec.gov/efapdocs/instructions.pdf>. Parties generally also must certify that they have redacted or omitted sensitive personal information from any filing. Rule of Practice 151(e), 17 C.F.R. § 201.151(e).

⁸ *See* Rule of Practice 150, 17 C.F.R. § 201.150 (generally requiring parties to serve each other with their filings); Rule of Practice 151(d), 17 C.F.R. § 201.151(d) (“Papers filed with the Commission . . . shall be accompanied by a certificate stating the name of the person or persons served, the date of service, the method of service, and the mailing address or email address to which service was made, if not made in person.”).