

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 81843 / October 10, 2017

ADMINISTRATIVE PROCEEDING
File No. 3-18246

In the Matter of

CHRISTOPHER CASTALDO,

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934,
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 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Christopher Castaldo (“Castaldo” 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, Respondent admits the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Sections III.2 and III.4 below, and consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, 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. Between in or about May 2011 and January 2014, Castaldo defrauded investors in ForceField Energy Inc. (“ForceField”), an issuer with common stock registered pursuant to Section 12(b) of the Exchange Act that was subject to Exchange Act reporting obligations pursuant to Section 13(a). Among other things, Castaldo received transaction-based compensation in the form of undisclosed commissions from ForceField’s Chairman, Richard St. Julien (“St. Julien”), to solicit investments in ForceField’s securities. Castaldo did so without being registered with the Commission as a broker or dealer. Castaldo, 46 years old, is a resident of Glen Head, New York.

2. On October 6, 2017, a final judgment was entered by consent against Respondent, permanently enjoining him from future violations of Sections 17(a) and (b) of the Securities Act of 1933, and Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder in the civil action entitled Securities and Exchange Commission v. Richard St. Julien et al., Civil Action Number 16 Civ. 2193, in the United States District Court for the Eastern District of New York.

3. The Commission’s Complaint alleged that Respondent defrauded investors by, inter alia, accepting undisclosed commissions from St. Julien to solicit investors to buy ForceField securities. The Complaint also alleged that Respondent solicited investors to purchase ForceField securities without being registered with the Commission as a broker or dealer.

4. On March 1, 2017, Respondent pleaded guilty to one count of conspiracy to commit securities fraud in violation of 18 U.S.C. §§ 371 and 3551, before the United States District Court for the Eastern District of New York, in United States v. Christopher F. Castaldo, Crim. Superseding Indictment No. 16-234.

5. The count of the criminal superseding indictment to which Respondent pleaded guilty alleged, inter alia, that Respondent conspired to use and employ manipulative and deceptive devices and contrivances, contrary to Rule 10b-5, by employing devices, schemes, and artifices to defraud; making untrue statements of material fact and omitting to state material facts necessary in order to make the statements made not misleading; and engaging in acts, practices, and courses of businesses that operated as a fraud and deceit upon actual and potential investors in ForceField’s securities by the use of means and instrumentalities of interstate commerce and the mails.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Castaldo 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; and

Pursuant to Section 15(b)(6) of the Exchange Act Respondent Castaldo be, and hereby is barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for

purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

Any reapplication for association 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, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) 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 (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

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

Brent J. Fields
Secretary