

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 88423 / March 19, 2020

ADMINISTRATIVE PROCEEDING
File No. 3-19731

In the Matter of

GERALD C. PARKER,

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 Gerald C. Parker (“Parker” 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 paragraph III.2 below, which are admitted, Respondent 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. At all relevant times, Parker, 76, a resident of Juno Beach, Florida, did not hold any securities licenses and was not registered with the Commission pursuant to Section 15(a) of the Exchange Act, nor was he associated with a registered broker-dealer. Parker is the president and chief executive officer of Social Voucher.com, Inc. ("Social Voucher"), a Florida corporation established by Parker in June 2013 with its principal place of business in Lake Park, Florida. Between June 2014 and February 2016, North Dakota, Colorado, and Massachusetts securities regulators issued cease-and-desist orders by consent against Parker and Social Voucher for offering and selling unregistered securities and making misstatements and omissions to investors in their states. From June 2013 to June 2018, Parker acted as a broker and a person associated with a broker by (a) directly soliciting investors to purchase Social Voucher securities, and (b) hiring sales agents to solicit Social Voucher investors, paying the sales agents commissions ranging from 35% to 50%.

2. On March 9, 2020, a Final Judgment of Permanent Injunction and Other Relief was entered by consent against Parker, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) 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. Gerald C. Parker, Civil Action Number 1:19-CV-23944, in the United States District Court for the Southern District of Florida.

3. The Commission's complaint alleged that from June 2013 to June 2018, Parker, both personally and through sales agents, raised approximately \$20.5 million from about 400 investors. Social Voucher, through Parker and the sales agents, told prospective investors that the offering proceeds would be used to develop and launch its purported mobile coupon application. Investors were provided with offering materials that described this "proprietary mobile platform" and claimed that Social Voucher had implemented an "operating model designed to maximize ROI [Return on Investment] to shareholders." Contrary to the representations made to investors, Social Voucher, through Parker, spent a significant portion of the \$20.5 million raised from investor on purposes unrelated to the development and launching of the mobile coupon application, including \$9.6 million for sales agent commissions and \$4.6 million for Parker's personal expenses

IV.

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

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

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

Vanessa A. Countryman
Secretary