

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
(Release No. 96216 / November 3, 2022)

ADMINISTRATIVE PROCEEDING File No.
3-21227

In the Matter of

JOHN C. AHEARN,

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 17A 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 17A of the Securities Exchange Act of 1934 (“Exchange Act”) against John C. Ahearn (“Respondent” or “Ahearn”).

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 17A 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. Ahearn, 61, resides in Erie, Colorado. Ahearn was the President of Manhattan Transfer Registrar Company ("Manhattan Transfer") from May 2003 until January 2018 and an associated control person until barred by a May 17, 2018 Commission Order ("Commission Order"). *In the Matter of Manhattan Transfer Registrar Company and John C. Ahearn*, Exchange Act Rel. 83267 (May 17, 2018). The Commission Order required, among other things, that Ahearn cease and desist from violating Section 5(a) and 5(c) of the Securities Act of 1933 ("Securities Act") and barred Ahearn from association with, among other entities, any transfer agent with the right to apply for reentry after five years. In a parallel matter, Ahearn was charged with one count of conspiracy to sell unlawfully unregistered securities, pled guilty and was sentenced to 54 months probation and ordered to pay \$133,570.50 in restitution. *U.S. v. Ahearn et al.*, Case No. 17-20883-CR-KMW (S.D. Fla. Dec. 14, 2017).

2. On October 26, 2022, a final judgment was entered by consent against Ahearn, permanently enjoining him from future violations of Section 17A(c)(4)(C) of the Exchange Act, in the civil action entitled Securities and Exchange Commission v. Manhattan Transfer Registrar Company, et al., Civil Action Number 9:22-cv-81457-AMC, in the United States District Court for the Southern District of Florida.

3. The Commission's complaint alleged, among other things, that Ahearn violated the Commission Order and Section 17A(c)(4)(C) of the Exchange Act when Ahearn acted as Inspector of Elections on behalf of transfer agent Manhattan Transfer and participated in the conduct of Manhattan Transfer's transfer agent business at an issuer's annual shareholder meeting on May 22, 2018.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 17A of the Exchange Act, that Respondent Ahearn be, and hereby is barred from association with any transfer agent, broker, dealer, investment adviser, municipal securities dealer, municipal advisor, or nationally recognized statistical rating organization.

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.

By the Commission.

Vanessa A. Countryman
Secretary