

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 97243 / April 4, 2023**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-21357**

**In the Matter of**

**MICHAEL T. MORRIS,**

**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 Michael T. Morris (“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 paragraphs B.2 and B.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. Morris, 70 years old, is a resident of New York, New York. Morris was a principal and co-founder of Halcyon Cabot Partners, Ltd., a broker-dealer formerly registered with the Commission, from 2010 to 2015. He was associated with a number of other registered broker-dealers prior to that starting in 1989.

2. On March 31, 2023, a final judgment was entered by consent against Morris, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 ("Securities Act") and Sections 9(a) and 10(b) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. DiScala, et al., 14-cv-4346 (ENV), in the United States District Court for the Eastern District of New York.

3. The Commission's complaint alleged that from late 2012 through August 2013, Morris engaged in a scheme to manipulate the price of the stock of CodeSmart Holdings, Inc. ("CodeSmart") by engaging in matched trading. The complaint also alleged that Morris received and sold shares of CodeSmart, the offer and sale of which was not registered.

4. On September 6, 2018, Morris pled guilty to one count of securities fraud conspiracy in violation of 18 U.S.C. § 371 before the United States District Court for the Eastern District of New York, in United States v. DiScala, 14 cr. 399 based on his involvement in matched trading in CodeSmart. On March 4, 2022, a judgment in the criminal case was entered against Morris. He was sentenced to a prison term of 6 months followed by two years of supervised release and ordered to make restitution of \$112,575.35 and \$27,526 in forfeiture.

### IV.

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

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

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