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*Appearing pursuant to Local Civil Rule 83.5(e)

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

-against-

HENRY FORD f/k/a
CLEOTHUS LEFTY JACKSON and
FALLCATCHER, INC.,

Defendants.

Case No. _____

COMPLAINT

Plaintiff Securities and Exchange Commission (the “Commission”), for its Complaint against defendants Henry Ford (“Ford”), formerly known as Cleothus Lefty Jackson, and Fallcatcher, Inc. (“Fallcatcher” and, together with Ford, “Defendants”) alleges as follows:

SUMMARY

1. In mid-2018, Fallcatcher, a purported biometric device and software start-up, and Ford—its founder and chief information officer, among other things, and a convicted felon—defrauded approximately fifty investors of approximately \$5 million. Defendants did so by selling

shares of Fallcatcher's stock based on material misrepresentations about large insurers' and state governments' interest in Fallcatcher's technology.

2. Fallcatcher purportedly sought to create, market, and sell biometric devices and software to track patients receiving treatment for opioid and other drug addictions in order to prevent medical billing fraud on insurers and government agencies.

3. In approximately June 2018, Ford—who had pleaded guilty seven years earlier to conspiracy to commit wire fraud for his role in a mortgage fraud scheme—gave a presentation about Fallcatcher to potential investors. In that presentation, which was videotaped and later circulated to other potential investors, Ford falsely claimed that well-known insurers and state governments had expressed interest in Fallcatcher's technology.

4. Ford began his presentation to potential investors by showing them a copy of a letter of interest (the "Letter")—purportedly addressed to Ford from a large insurance company that is a household name (the "Insurer")—on a large screen. Pointing to the Letter on the screen, Ford announced: "This is why we are here." The Letter claimed to express the Insurer's interest in initiating a pilot program using Fallcatcher's technology.

5. In his presentation, Ford claimed that Fallcatcher had offers not only from the Insurer but also from at least one other major insurance company and five states' health agencies to begin pilot programs with Fallcatcher's technology.

6. In reality, Ford knew that the Letter was fabricated and that neither the Insurer nor any other insurer or state health agency had expressed any interest in using Fallcatcher's purported technology for a pilot program or in otherwise doing business with Fallcatcher.

7. Based on these material misrepresentations, Fallcatcher raised approximately \$5 million between approximately August and September 2018 from about fifty investors—many of whom live in Montgomery County, Pennsylvania.

8. By approximately September 13, 2018, Ford had received at least \$150,000 from investors' funds and his wife ("Ford's Wife"), purportedly then Fallcatcher's chief operating officer, had received \$120,000 from investors' funds, in both cases purportedly as accrued salaries.

9. In late 2018 or early 2019, upon learning of the Commission's investigation, Ford fabricated an email to try to conceal his fraud. The email purported to show that a consultant, retained by Ford, had sent Ford the Letter by email in January 2018. In reality, the consultant's purported email address did not then and does not now exist. Ford later produced the fabricated email to the Commission, as if it were genuine.

10. As the Commission's investigation continued and while Ford and Fallcatcher were represented by counsel, Ford, who served as a director on Fallcatcher's Board of Directors, and Fallcatcher's other directors signed a Board Resolution. The resolution agreed that Fallcatcher would not disburse any portion of the funds raised from investors for any purpose without providing three business days' notice to Commission counsel.

11. Starting on approximately May 2, 2019—and even continuing while Commission counsel discussed potential settlement terms with Fallcatcher's then-counsel—Ford secretly caused Fallcatcher to violate the Board Resolution. Among other disbursements and without notice to Commission counsel, Ford caused to be transferred over \$1 million, including almost \$250,000 to himself and over \$16,000 to his wife from a Fallcatcher bank account holding investors' funds.

VIOLATIONS

12. By virtue of the foregoing conduct and as alleged further herein, Ford and Fallcatcher violated Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77q(a)], Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)], and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

13. Unless Ford and Fallcatcher are permanently restrained and enjoined, they will again engage in the acts, practices, transactions, and courses of business set forth in this Complaint or in acts, practices, transactions, and courses of business of a similar type and object.

NATURE OF THE PROCEEDINGS AND RELIEF SOUGHT

14. The Commission brings this action pursuant to the authority conferred upon it by Securities Act Section 20(b) [15 U.S.C. § 77t(b)] and Exchange Act Section 21(d) [15 U.S.C. § 78u(d)] and seeks a final judgment: (i) permanently restraining and enjoining Ford and Fallcatcher from violating Securities Act Section 17(a) [15 U.S.C. § 77q(a)], Exchange Act Section 10(b) [15 U.S.C. § 78j(b)], and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5]; (ii) requiring Ford and Fallcatcher to disgorge the ill-gotten gains they received as a result of the violations and to pay prejudgment interest thereon, pursuant to Exchange Act Section 21(d)(5) [15 U.S.C. § 78u(d)(5)]; (iii) ordering Ford and Fallcatcher to pay civil money penalties, pursuant to Securities Act Section 20(d) [15 U.S.C. § 77t(d)] and Exchange Act Section 21(d)(3) [15 U.S.C. § 78u(d)(3)]; and (iv) ordering any other relief the Court may deem just and appropriate. The Commission further seeks, during the pendency of this action, orders temporarily and preliminarily freezing Defendants' assets and prohibiting Defendants from destroying, altering, or concealing documents and an order permitting certain expedited discovery concerning Defendants' assets.

JURISDICTION AND VENUE

15. The Court has jurisdiction over this action pursuant to Securities Act Section 22(a) [15 U.S.C. § 77v(a)] and Exchange Act Section 27 [15 U.S.C. § 78aa].

16. Ford and Fallcatcher have, directly or indirectly, made use of the means or instrumentalities of interstate commerce or of the mails, in connection with the transactions, acts, practices, and courses of business alleged in this Complaint.

17. Venue lies in this District under Securities Act Section 22(a) [15 U.S.C. § 77v(a)] and Exchange Act Section 27 [15 U.S.C. § 78aa] because, among other things, Ford and Fallcatcher made fraudulent misrepresentations to potential investors in meetings that took place in Montgomery County, Pennsylvania, within this District.

DEFENDANTS

18. **Ford**, age 45, resides in Port St. Lucie, Florida. Ford founded Fallcatcher and its predecessor entity and, at various times during 2018, served as Fallcatcher's chief information officer, vice president, and chief product officer. Ford is currently a member of Fallcatcher's Board of Directors. After Fallcatcher's stock offering to investors concluded in approximately September 2018, Ford owned 40% of Fallcatcher and controlled the majority of Fallcatcher's shares through a voting trust. Ford's Wife purportedly served as Fallcatcher's chief operating officer during at least part of 2018. On March 8, 2011, Ford pleaded guilty to one count of conspiracy to commit wire fraud in a criminal proceeding involving mortgage fraud, captioned *United States v. Cleothus Lefty Jackson a/k/a Henry Oliver Ford, et al.* (later changed to *United States v. Henry Oliver Ford a/k/a Cleothus Lefty Jackson*), No. 2:10-cr-00717-SRB (D. Ariz.). In his plea agreement, Ford admitted, among other things, that he or someone acting at his direction "would sometimes prepare a verification of employment which falsely represented that a straw buyer was employed at a certain business." On December 12, 2011, Judge Susan R. Bolton sentenced Ford to thirty months of incarceration, with credit for time served, and five years of supervised release thereafter.

19. **Fallcatcher** is a Delaware corporation that had its principal place of business in West Palm Beach, Florida, during at least part of 2018. With a predecessor entity organized under Florida law, Fallcatcher purportedly operated for the purpose of creating, marketing, and selling biometric devices and software to track patients receiving treatment for substance addiction. Fallcatcher's stock is privately held.

FACTS

A. Ford Starts Trying to Raise Funds for Fallcatcher.

20. In approximately March 2017, Ford incorporated an entity, also called “Fallcatcher, Inc.,” in Florida. That entity voluntarily dissolved on January 14, 2019.

21. On approximately May 21, 2018, Ford incorporated Fallcatcher as a Delaware corporation.

22. From at least May through December 2018, Fallcatcher’s technology—to the extent it existed—was in an early developmental stage.

23. From at least May through December 2018, Fallcatcher had no formal offers from any insurance company, including the Insurer, or any state government agency to conduct a pilot program with Fallcatcher’s technology, as Ford knew.

24. In late May 2018, Ford sought assistance from an acquaintance (the “Salesman”)—who had access to a network of investors through his own business, which included investments in life settlement funds—in raising funds for Fallcatcher from investors.

25. On May 27, 2018, Ford sent the Salesman an email about Fallcatcher and its fundraising efforts. Ford told the Salesman that Fallcatcher was “offering 27,500,000 shares of Non Voting Class Common Stock at a price of .275 per share.”

26. In the same email, Ford described Fallcatcher’s technology as “a system designed to thwart the epidemic of Heroin abuse that is coupled with no system of accountability.” Ford claimed:

[W]e identify where the patient is, the treatment they received, the medications that have been prescribed and create a profile that updates every 2 milliseconds making ‘Doc shopping’ an improbability. Once a patient is prescribed an opiate, it is registered with every Fallcatcher Device, simultaneously. With our system, patients can not use another person [sic] insurance card, to see the doctor and the doctor can not send in bills without them being physically there at the treatment facility.

27. Ford further claimed in his email that insurance companies “receive feed back through our Electronic Surveys that inform them of what the patient received during the treatment session in real-time, directly from the patient.... [I]n this manner, the Insurance companies can access the patients [*sic*] records, healthcare status and personal sentiments with just a few clicks of the mouse!” Ford concluded: “Our system is the only one of its kind and we have the support of the Local and Federal Government for deployment.”

28. The signature block on Ford’s email identified him as Fallcatcher’s “CIO,” or chief information officer.

29. On June 5, 2018, the Salesman, emailing potential investors in his network, forwarded Ford’s May 27 email to them and included the Salesman’s own pitch to invest in Fallcatcher.

30. In his own email pitch to potential investors, the Salesman announced (emphases in original): “We are GOING to raise **\$3 Million**; are YOU going to be a part of it?”

31. The Salesman’s email continued:

Fallcatcher is a patient kiosk check-in system for the Addiction Recovery Treatment sector, that has comprehensive hardware and software elements allowing for simultaneous tracking of patient behavior, compliance, traffic flows, billing, success and failure. It is expected that Fallcatcher will be bought by a major insurance provider for a substantial price to eliminate the billions of dollars spent on fraudulent billing/activity. The Fallcatcher initiative has the support of numerous government officials (i.e. Congressman/Senators) in Florida, Pennsylvania, New Jersey, Kentucky, and Ohio. I have known the CEO, Henry Ford, for years and tracked his advancement of this product.

32. In the same email, the Salesman invited potential investors to attend one of four investor information sessions with Ford: (1) on June 19, 2018 at a restaurant in Trooper, Pennsylvania, where dinner was included; (2) on June 20, 2018, in King of Prussia, Pennsylvania, where lunch was included; (3) on June 20, 2018, at a golf club in Lafayette Hill, Pennsylvania, where dinner was included; and (4) on June 21, 2018, in Mount Laurel, New Jersey. The Salesman urged

potential investors to reply to his assistant to reserve a seat at one of these presentations.

33. In his email, the Salesman also told the potential investors that the minimum investment in Fallcatcher was \$75,000 and that “cash or IRA [individual retirement account] money” could be invested.

B. Ford Makes Fraudulent Statements to Potential Investors.

34. On approximately June 20, 2018, Ford made a presentation in person to potential investors in Lafayette Hill, Pennsylvania (Montgomery County), and the Salesman made introductory remarks. This presentation was videotaped.

35. Ford began his June 20 presentation by introducing himself as Fallcatcher’s founder and representing: “Fallcatcher is a new technology that we spent the last three years building, basically to curtail the opioid issue that has ballooned up into a full-blown crisis.”

36. In his very next sentence—within the first thirty seconds of his approximately thirty-minute presentation—Ford pointed to a large screen behind him and claimed: “This is why we’re here.” On the screen, Ford showed the potential investors the Letter, purportedly from the Insurer’s subsidiary, an investment arm.

37. On letterhead with the Insurer’s logo, the undated Letter purported to be addressed to “Mr. Henry Ford” of Fallcatcher and purported to have the signatory’s name and telephone number redacted.

38. Among other things, the Letter claimed:

[W]e are highly interested in [Fallcatcher’s] technology. [The Insurer’s investment arm] is interested in initiating a pilot to determine if your system is suitable for our corporation’s efforts to provide quality healthcare. We are willing to provide a venue for your proof of concept. We have discussed the benefits that your system may offer and the overall impact that it will have on the healthcare industry and we are interested in pursuing further dialogue.

We are prepared to offer a venue for the Pilot and we are prepared to move forward as soon as your organization is prepared to do so.... We will do all that we can to establish the incubation in which the system can be evaluated.

Contingent upon the success of the Beta test of implementing your proprietary touchpad system, our organization will decide if/when we will exercise a purchase option.

39. After putting the Letter on the screen, Ford claimed: “This is an invitation from [the Insurer] for us to do a pilot of our system.”

40. Ford then claimed: “[W]e have nine offers for pilots, between major insurance companies and local government agencies, such as Health & Human Services.”

41. Later in his presentation, Ford reiterated that Fallcatcher had “pending pilot offers...right now” from the Insurer, another major insurance company that he named, and two other companies.

42. Ford then claimed in even more detail that the health agencies of five states had expressed an interest in starting a pilot program with Fallcatcher’s technology:

Here are the states that we have already spoken to, the health and human services [sic]: Pennsylvania, Kentucky, Ohio, Florida, New Jersey. They have actually looked at the [demonstration] video, talked to a gentlemen that we have..., he is a lobbyist in Washington DC that we hired a few months ago, because what we want to do is actually make usage of the Fallcatcher system.... So these states right here have said, we’re in, as soon as you guys are ready to start doing your pilot, we are ready to go.

43. Ford ended his presentation by telling the potential investors: “I’m hoping that we get your support in this endeavor to help change people lives. There’s a lot of money that can be made.”

44. From at least June 27 through July 25, 2018, after informing Ford that he was doing so, the Salesman sent emails to potential investors with a link to the videotaped presentation, in case they “could not make it to the Fall Catcher presentation” or “wanted to hear it again.”

45. In one such email on July 19, 2018, on which the Salesman copied Ford, the Salesman continued to pitch investors on investing in Fallcatcher and included a link to the videotaped presentation. The Salesman’s email claimed: “The hope and belief...is that a large

insurance carrier swoops in and acquires Fallcatcher within the first year at a staggering dollar amount.”

46. In reality, the Insurer’s letter was a fabrication and the Insurer had never provided Fallcatcher with the Letter or any other letter of interest, as Ford knew.

47. Indeed, Ford emailed and spoke with several of the Insurer’s senior employees in May 2018 and again in October 2018 to see whether the Insurer would be interested in running a pilot program with Fallcatcher, but Ford never mentioned the Letter to them. Nor did the Insurer ever express any interest in a pilot program in any of its communications with Ford.

48. As Ford also knew, Fallcatcher’s purported lobbyist—who had done some preliminary research for Fallcatcher in early 2018 at Ford’s request but no lobbying—had never contacted any state official or agency on Fallcatcher’s behalf or been instructed to contact any state official or agency on Fallcatcher’s behalf.

C. Ford Makes Fraudulent Misrepresentations to at Least One Investor By Telephone, and Fallcatcher Raises Approximately \$5 Million from Investors.

49. In approximately late August 2018, Fallcatcher finalized a “Confidential Private Placement Offering Memorandum” describing Fallcatcher and its offering of 20 million shares of Fallcatcher common stock at a price of \$0.50 per share.

50. While the offering memorandum mentioned Ford’s prior guilty plea, the memorandum said nothing about whether Fallcatcher had or had not received invitations or offers from the Insurer, other insurers or companies, or state agencies to participate in pilot programs.

51. On August 22, 2018, Ford emailed prospective Fallcatcher investors and said (emphases in original): “**We are ready to start taking investor dollars!** ... Cash or IRA dollars can be used.”

52. In his email, Ford invited prospective investors to attend one of four “Paperwork Signing Sessions” on August 29 and 30, 2018, at a hotel in King of Prussia, Pennsylvania

(Montgomery County), where investors would sign paperwork and make their investments in Fallcatcher. He instructed prospective investors “to RSVP to this email to confirm [their] attendance” at one of the events (emphasis omitted).

53. On approximately September 6, 2018, Ford spoke with a prospective investor by telephone, after she had received a copy of the offering memorandum but before she invested in Fallcatcher later that month.

54. In that phone conversation, Ford reiterated that Fallcatcher had already received a commitment from the Insurer and another large insurer to use Fallcatcher’s technology in a pilot program, among other things.

55. From approximately late August through September 2018, approximately fifty investors—including the investor to whom Ford had spoken by telephone—collectively invested approximately \$5 million in Fallcatcher, in return for shares of Fallcatcher’s common stock at a price of \$0.50 per share.

56. From these investor funds, Ford received approximately \$150,000 and his wife received approximately \$120,000, as “accrued salaries” from Fallcatcher according to the offering memorandum.

D. Ford Tries To Cover Up His Fraud

57. In February and March 2019, Ford falsely testified under oath in the Commission’s investigation.

58. Among other things, Ford claimed that he had received the Letter from a consultant whom Ford had hired. Ford claimed that he had paid the consultant \$2,500 for consulting services via a Western Union wire transfer, which Ford claimed he had paid for with cash.

59. Ford further claimed that the consultant had since died.

60. Ford later produced to the Commission an email, purportedly dated January 24, 2018, which claimed to be from the consultant to Ford. The consultant's email address appeared to be from a major email service provider (the "Email Provider").

61. In the purported email, the consultant appeared to forward the Letter—with the name and contact number for the signatory redacted—to Ford. The consultant purported to request that Ford not contact the letter's signatory directly, because the consultant had a "close relationship" with the signatory.

62. In reality, the Email Provider has no record that the consultant's purported email address has ever been a registered email address with the Email Provider.

63. Nor does Western Union have any record that Ford ever sent more than \$1,500 to anyone between January 2014 and January 2019 or that the consultant ever received a wire transfer through Western Union.

E. Ford's Recent Transfers of Investor Funds to Himself

64. On January 18, 2019, Ford's counsel sent Commission counsel an email stating that he was "authorized to represent that absent further notice, Henry Ford personally will not spend money" then held in two Fallcatcher bank accounts that contained funds raised from investors, "other than otherwise consistent with Board approval and/or corporate obligations."

65. On January 25, 2019, Fallcatcher's Board of Directors, including Ford, agreed to a Board Resolution requiring Fallcatcher to provide three business days' notice to Commission counsel before disbursing any funds from Fallcatcher's relevant bank accounts.

66. On April 12, 2019, pursuant to the Board Resolution, Fallcatcher's then-counsel notified Commission counsel of a potential payment Fallcatcher sought to make from investor funds. Commission counsel expressed concern about the payment, and Fallcatcher's then-counsel informed the Commission that Fallcatcher would not make the payment.

67. On April 15, 2019—in anticipation of a transfer of Fallcatcher’s funds from one bank to another—Fallcatcher’s Board of Directors, including Ford, signed a Board Resolution requiring Fallcatcher to provide three business days’ notice to Commission counsel before disbursing any funds raised from investors, regardless of which bank held the funds.

68. On approximately April 29, 2019, Fallcatcher transferred the funds it had raised from investors to an account at its new bank.

69. Approximately three days later, Ford secretly caused Fallcatcher to transfer over \$223,000 to himself from Fallcatcher’s new bank account without any notice to Commission counsel.

70. On May 15, 2019, even after Commission counsel had begun discussing potential settlement terms with Fallcatcher’s then-counsel, Ford secretly caused Fallcatcher to transfer over \$25,000 to himself from Fallcatcher’s new bank account without any notice to Commission counsel.

71. Between May 2 and May 15, 2019, Fallcatcher transferred over \$850,000 to other recipients from Fallcatcher’s new bank account without any notice to Commission counsel.

72. On May 17, 2019, Fallcatcher’s then-counsel informed the Commission that Fallcatcher had terminated him.

FIRST CLAIM FOR RELIEF
Violations of Securities Act Section 17(a)
(Both Defendants)

73. Paragraphs 1 through 72 are re-alleged and incorporated by reference as if fully set forth herein.

74. Defendants Ford and Fallcatcher, directly or indirectly, singly or in concert, in the offer or sale of securities and by the use of the means or instruments of transportation or communication in interstate commerce, knowingly or recklessly have: (a) employed devices, schemes, or artifices to defraud; (b) obtained money or property by means of untrue statements of a

material fact or omissions of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or (c) engaged in transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon the purchaser.

75. By reason of the foregoing, Defendants Ford and Fallcatcher, directly or indirectly, singly or in concert, have violated, and unless enjoined will again violate, Securities Act Section 17(a) [15 U.S.C. § 77q(a)].

SECOND CLAIM FOR RELIEF
Violations of Exchange Act Section 10(b) and Rule 10b-5 Thereunder
(Both Defendants)

76. Paragraphs 1 through 72 are re-alleged and incorporated by reference as if fully set forth herein.

77. Defendants Ford and Fallcatcher, directly or indirectly, singly or in concert, in connection with the purchase or sale of securities and by the use of the means or instrumentalities of interstate commerce, of the mails, or of the facilities of a national securities exchange, knowingly or recklessly have: (a) employed devices, schemes, or artifices to defraud; (b) made untrue statements of a material fact or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or (c) engaged in acts, transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon other persons.

78. By reason of the foregoing, Defendants Ford and Fallcatcher, directly or indirectly, singly or in concert, have violated, and unless restrained and enjoined will again violate, Exchange Act Section 10(b) [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully requests that this Court grant the following relief:

I.

Enter an Order temporarily and preliminarily freezing the assets of Ford and Fallcatcher;

II.

Enter an Order restraining and enjoining Ford and Fallcatcher from destroying, altering, or concealing documents;

III.

Enter an Order permitting the parties to obtain expedited discovery concerning Defendants' assets, including any assets transferred from Defendants to non-party recipients;

IV.

Enter a Final Judgment permanently enjoining Ford and Fallcatcher and their agents, servants, employees and attorneys and all persons in active concert or participation with any of them from violating, directly or indirectly, Securities Act Section 17(a) [15 U.S.C. § 77q(a)], Exchange Act Section 10(b) [15 U.S.C. § 78j(b)], and Rule 10b-5 [17 C.F.R. § 240.10b-5];

V.

Enter a Final Judgment ordering Ford and Fallcatcher to disgorge all ill-gotten gains they received directly or indirectly, with prejudgment interest thereon, as a result of the alleged violations;

VI.

Enter a Final Judgment ordering Ford and Fallcatcher to pay civil money penalties under Securities Act Section 20(d) [15 U.S.C. § 77t(d)] and Exchange Act Section 21(d) [15 U.S.C. § 78u(d)(3)];

VII.

Granting any other and further relief this Court may deem just and appropriate.

Dated: New York, New York
May 22, 2019

A handwritten signature in blue ink that reads "Marc Berger / PK". The signature is written in a cursive style and is positioned above a horizontal line.

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*Appearing pursuant to Local Civil Rule 83.5(e)