

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 72921 / August 26, 2014

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 3577 / August 26, 2014

ADMINISTRATIVE PROCEEDING
File No. 3-12817

	: ORDER GRANTING APPLICATION FOR : REINSTATEMENT TO APPEAR AND PRACTICE : BEFORE THE COMMISSION AS AN ACCOUNTANT : RESPONSIBLE FOR THE PREPARATION OR : REVIEW OF FINANCIAL STATEMENTS REQUIRED : TO BE FILED WITH THE COMMISSION
In the Matter of Paul R. Venesky, CPA	

On September 20, 2007, Paul R. Venesky, CPA (“Venesky”) was suspended from appearing or practicing before the Commission as an accountant as a result of settled public administrative proceedings instituted by the Commission against Venesky pursuant to Rule 102(e)(3)(i) of the Commission's Rules of Practice.¹ This order is issued in response to Venesky’s application for reinstatement to appear and practice before the Commission as an accountant responsible for the preparation or review of financial statements required to be filed with the Commission.

The Commission found that Venesky had been permanently enjoined by a United States District Court from future violations of Sections 10(b) and 13(b)(5) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rules 10b-5, 13b2-1, and 13b2-2 thereunder, and aiding and abetting violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11 and 13a-13 thereunder. In its complaint in the injunctive action, the Commission alleged, among other things, that Venesky, in his role as the controller of OMG Americas (“OMGA”), aided and abetted fraudulent accounting practices in September 2001 and prior.² This conduct resulted in OM Group, Inc. (“OM”) filing materially false and misleading financial statements in the company’s annual report on Form 10-K for the fiscal year ended December 31, 2001 and, in part, the fiscal year ended December 31, 2002. According to the complaint, Venesky recorded numerous erroneous and unsupported accounting entries at the

¹ See Accounting and Auditing Enforcement Release No. 2722 dated September 20, 2007. Venesky was permitted, pursuant to the order, to apply for reinstatement after three years upon making certain showings.

² OMG Americas was a wholly owned subsidiary of OM.

direction of OM's former Chief Financial Officer and former Controller to OMGA's books and records, which were consolidated into OM's financial statements. These accounting practices allegedly included, among other things, recording inaccurate inventory estimates, and recording erroneous journal entries related to certain litigation involving OMGA. In addition, the complaint alleges that Venesky, in part, failed to provide sufficient information to OM's independent auditor about the accounting entries and estimates.

In his capacity as a preparer or reviewer, or as a person responsible for the preparation or review, of financial statements of a public company to be filed with the Commission, Venesky attests that he will undertake to have his work reviewed by the independent audit committee of any company for which he works, or in some other manner acceptable to the Commission, while practicing before the Commission in this capacity. Venesky is not, at this time, seeking to appear or practice before the Commission as an independent accountant. If he should wish to resume appearing and practicing before the Commission as an independent accountant, he will be required to submit an application to the Commission showing that he has complied and will comply with the terms of the original suspension order in this regard. Therefore, Venesky's suspension from practice before the Commission as an independent accountant continues in effect until the Commission determines that a sufficient showing has been made in this regard in accordance with the terms of the original suspension order.

Rule 102(e)(5) of the Commission's Rules of Practice governs applications for reinstatement, and provides that the Commission may reinstate the privilege to appear and practice before the Commission "for good cause shown."³ This "good cause" determination is necessarily highly fact specific.

On the basis of information supplied, representations made, and undertakings agreed to by Venesky, it appears that he has complied with the terms of the September 20, 2007 order suspending him from appearing or practicing before the Commission as an accountant, that no information has come to the attention of the Commission relating to his character, integrity, professional conduct or qualifications to practice before the Commission that would be a basis for adverse action against him pursuant to Rule 102(e) of the Commission's Rules of Practice, and that Venesky, by undertaking to have his work reviewed by the independent audit committee of any company for which he works, or in some other manner acceptable to the Commission, in his practice before the Commission as a preparer or reviewer of financial statements required to be filed with the Commission, has shown good cause for reinstatement. Therefore, it is accordingly,

ORDERED pursuant to Rule 102(e)(5)(i) of the Commission's Rules of Practice that Paul R. Venesky, CPA is hereby reinstated to appear and practice before the Commission as an

³ Rule 102(e)(5)(i) provides:

"An application for reinstatement of a person permanently suspended or disqualified under paragraph (e)(1) or (e)(3) of this section may be made at any time, and the applicant may, in the Commission's discretion, be afforded a hearing; however, the suspension or disqualification shall continue unless and until the applicant has been reinstated by the Commission for good cause shown." 17 C.F.R. § 201.102(e)(5)(i).

accountant responsible for the preparation or review of financial statements required to be filed with the Commission.

By the Commission.

Jill M. Peterson
Assistant Secretary