

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 78085 / June 15, 2016**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 4426 / June 15, 2016**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-17298**

**In the Matter of**

**Clark S. Gardner,**

**Respondent.**

**ORDER INSTITUTING  
ADMINISTRATIVE PROCEEDINGS  
PURSUANT TO SECTION 15(b) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
AND SECTION 203(f) OF THE  
INVESTMENT ADVISERS ACT OF 1940,  
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”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Clark S. Gardner (“Gardner” 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, Respondent admits the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Sections III.2 below, and consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940, 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. Respondent was a registered representative who, from December 2013 until May 2014, was associated with a broker-dealer and investment adviser registered with the Commission. From February 2002 until December 2013, Respondent was associated with a broker-dealer registered with the Commission. Respondent, age 55, is a resident of Orem, Utah.

2. On February 12, 2016, Respondent pleaded guilty to four counts of securities fraud, a second degree felony, in violation of Utah Code Ann. § 61-1-1 before the Third District Court, Salt Lake County, State of Utah, in *State of Utah v. Clark Smith Gardner*, Case No. 151906284. On March 25, 2016, Respondent was sentenced to a suspended term of not less than one year or more than fifteen years in the Utah State Prison. Respondent was sentenced to seven years of probation and ordered to pay restitution in an amount to be determined.

3. The counts of the criminal information to which Respondent pled guilty alleged, inter alia, that in connection with the offer, purchase or sale of securities, commencing on or about November 2011 through April 2014, Respondent obtained money and property by means of materially false and misleading statements or omitted to state material facts necessary in order to make the statements made, in light of the circumstance under which they were made, not misleading or engaged in an act, practice or course of business which operated or would operate as a fraud or deceit.

#### IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, and Section 203(f) of the Advisers Act, that Respondent Gardner 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 Gardner 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, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served

as the basis for the Commission order; (c) 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 (d) 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.

Brent J. Fields  
Secretary