



BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE
FOR THE STATE OF TENNESSEE

TENNESSEE SECURITIES DIVISION,)

Petitioner,)

v.)

LIRIO, LLC,)

Respondent.)

TSD No.: 19-036

CONSENT ORDER

The Securities Division of the Tennessee Department of Commerce and Insurance (“Division”), and Lirio, LLC (“Respondent”), by and through undersigned counsel, agree to the entry and execution of this Consent Order in accordance with Tennessee Code Annotated (“Tenn. Code Ann.”) § 48-1-116, and Tenn. Code Ann. §§ 48-1-101 to 48-1-201 of the Tennessee Securities Act of 1980 (“Act”), as amended, subject to the approval of the Commissioner of the Department (“Commissioner”).

I. PARTIES

1. Lirio, LLC is claiming an exemption from registration provided by Tenn. Code Ann. § 48-1-103(b).

2. The Division is the lawful agent through which the Commissioner discharges the administration of the Act pursuant to Tenn. Code Ann. § 48-1-115.

II. GENERAL STIPULATIONS

3. It is expressly understood that this Consent Order is subject to the Commissioner's acceptance and has no force and effect until such acceptance is evidenced by the entry and execution of this Consent Order by the Commissioner. Entry and execution of this Consent Order by the Commissioner shall occur when the Commissioner signs and dates this Consent Order.

4. It is expressly understood that this Consent Order is in the public interest, necessary for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act.

5. This Consent Order is executed by the Commissioner, the Division, and the Respondent to avoid further administrative action with respect to the findings of fact described herein. Should this Consent Order not be accepted by the Commissioner, it is agreed that presentation to and consideration of this Consent Order by the Commissioner shall not unfairly or illegally prejudice the Commissioner from further participation or resolution of these proceedings.

6. The Respondent fully understands that this Consent Order will in no way preclude additional proceedings by the Commissioner against the Respondent for acts and/or omissions not specifically addressed in this Consent Order nor for facts and/or omissions that do not arise from the facts or transactions herein.

7. The Respondent fully understands that this Consent Order will in no way preclude proceedings by state government representatives, other than the Commissioner, for acts or omissions addressed specifically in this Consent Order, violations of law under statutes, rules, or regulations of the State of Tennessee that arise out of the facts, acts, or omissions contained in this Consent Order, or acts or omissions addressed specifically herein that result from the execution of this Consent Order.

8. The Respondent waives all further procedural steps and all rights to seek judicial review of, or otherwise challenge the validity of this Consent Order, the stipulations and imposition of discipline contained herein, or the consideration and entry and execution of this Consent Order by the Commissioner.

III. FINDINGS OF FACT

9. The Respondent granted stock options on the following eight (8) dates: May 1, 2018; October 19, 2018; December 1, 2018; January 1, 2019; March 1, 2019; March 11, 2019; April 8, 2019; and May 13, 2019.

10. Based on the exercise price on the sales report the Respondent submitted to the Division, the total amount of stock options granted equaled seven hundred forty-six thousand, two hundred twenty-three dollars and thirty-one cents (\$746,223.31).

11. Although stock options were granted eight (8) different times, starting as early as May 1, 2018, the Respondent inadvertently failed to timely make any notice filing per Tenn. Code Ann. § 48-1-103(b)(9)(A)(iii). Thereafter, the Respondent notice filed one (1) time with the Division and it only did so on August 7, 2019, which is over one (1) year delinquent per Tenn. Code Ann. § 48-1-103(b)(9)(A)(iii).

IV. CONCLUSIONS OF LAW

12. Pursuant to Tenn. Code Ann. § 48-1-115(a), the responsibility for the administration of the Act is vested in the Commissioner. The Division is the lawful agent through which the Commissioner discharges this responsibility pursuant to Tenn. Code Ann. § 48-1-115(b).

13. Tenn. Code Ann. § 48-1-116 sets forth that the Commissioner may make, promulgate, amend, and rescind such orders as are necessary to carry out the provisions of the Act

upon a finding that such order is in the public interest, necessary for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act.

14. Tenn. Code Ann. § 48-1-104 provides that it is unlawful for any person to sell a security in this State unless it is registered, exempted by Tenn. Code Ann. § 48-1-103, or covered. Tenn. Code Ann. § 48-1-104 also authorizes the Commissioner to impose civil penalties “in an amount not to exceed ten thousand dollars (\$10,000) per violation, or in an amount not to exceed twenty thousand dollars (\$20,000) per violation if an individual who is a designated adult is a victim.”

15. Any transaction involving the issuance of a security pursuant to Tenn. Code Ann. § 48-1-103(b)(9)(A)(iii) must: comply with Tenn. Code Ann. §§ 48-1-103(b)(9)(B) and (C); meet the requirements established by the Securities Act of 1933; and file with the Commissioner no later than fifteen (15) days after the first sale in this state a notice of transaction (“notice filing”), accompanied by a consent to service of process, and a non-refundable filing fee of five hundred dollars (\$500).

16. The Findings of Fact detailed above show that the Respondent failed to comply with Tenn. Code Ann. § 48-1-103(b)(9)(A)(iii) by not filing with the Commissioner no later than fifteen (15) days after the first sale in this state a notice filing, and this occurred eight (8) different times.

17. The Commissioner finds the following relief appropriate, in the public interest, and necessary for the protection of investors.

V. ORDER

NOW, THEREFORE, based on the foregoing, including the Respondent's waiver of the right to a hearing and appeal under the Act and the Tennessee Uniform Administrative Procedures Act, Tenn. Code Ann. §§ 4-5-101 *et seq.*, and the Respondent's admission to the jurisdiction of the Commissioner, the Commissioner finds that the Respondent agrees to the entry and execution of this Consent Order to settle this matter as evidenced by the Respondent's signature.

IT IS ORDERED, pursuant to Tenn. Code Ann. § 48-1-116, that the Respondent shall:

1. **COMPLY** with the Act, as amended, and all rules promulgated thereunder; and
2. **PAY A CIVIL PENALTY** to the State of Tennessee of eight thousand dollars (\$8,000.00) on behalf of the Respondent. The payment of such civil penalty shall be made by check payable to the Tennessee Department of Commerce and Insurance. Page one (1) of this Consent Order must accompany the payment for reference. Payment shall be remitted within thirty (30) days after the entry and execution of this Consent Order, as evidenced by the Commissioner's signature, and mailed to the attention of:

**State of Tennessee
Department of Commerce and Insurance
Attn: Virginia Smith
Davy Crockett Tower
500 James Robertson Parkway
Nashville, Tennessee 37243**

3. The Respondent's failure to comply with the terms of this Consent Order, including the manner and method of payment of the civil penalty described above, shall result in further administrative disciplinary action, which may include the assessment of additional civil penalties.

4. **IT IS FURTHER ORDERED** that this Consent Order represents the complete and final resolution of and discharge of all administrative and civil claims, demands, actions, and causes of action by the Commissioner against the Respondent for violations of the Act with respect

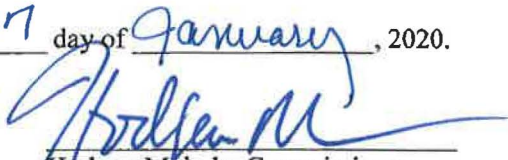
to the transactions involved in the above-referenced facts. However, excluded from and not covered by this paragraph, are any claims by the Division arising from or relating to the enforcement of the Consent Order provisions contained herein.

5. This Consent Order is in the public interest and the best interests of the Parties. It represents a settlement of the controversy between the Parties and is for settlement purposes only. By the signatures affixed below, the Respondent affirmatively states the following: the Respondent freely agrees to the entry and execution of this Consent Order; the Respondent waives the right to a hearing on, or a review of, the matters, the Findings of Fact, and the Conclusions of Law underlying this Consent Order or the enforcement of this Consent Order; and the Respondent encountered no threats or promises of any kind by the Commissioner, the Division, or any agent or representative thereof.

6. By signing this Consent Order, the Commissioner, Division, and the Respondent affirmatively state their agreement to be bound by the terms of this Consent Order and aver that no promises or offers relating to the circumstances described herein, other than the terms of settlement as set forth in this Consent Order, are binding upon them.

7. This Consent Order may be executed in two (2) or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same document. The facsimile, email or other electronically delivered signatures of the parties shall be deemed to constitute original signatures, and facsimile or electronic copies shall be deemed to constitute duplicate originals.

ENTERED AND EXECUTED this 27 day of January, 2020.



Hodgen Mainda, Commissioner
Department of Commerce and Insurance

APPROVED FOR ENTRY AND EXECUTION:




Kevin Douglas,
Attorney for Lirio, LLC



Elizabeth Bowling
Assistant Commissioner for Securities
Department of Commerce and Insurance



Mike West, CEO
Lirio, LLC



Virginia Smith, BPR #31248
Associate General Counsel for Securities
Department of Commerce and Insurance