UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 53820 / May 17, 2006

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 2430 / May 17, 2006

ADMINISTRATIVE PROCEEDING
File No. 3-11714

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

On October 20, 2004, John M. Wong ("Wong") was denied the privilege of appearing or practicing as an accountant before the Commission as a result of settled public administrative proceedings instituted by the Commission against Wong pursuant to Rule 102(e)(1)(ii) of the Commission's Rules of Practice.[1] This order is issued in response to Wong'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.

Wong was alleged to have engaged in improper professional conduct in connection with performing the reviews and audits of the financial statements filed by Gemstar-TV Guide International, Inc. ("Gemstar") from the quarter ended September 30, 1999 through the fiscal year ended March 31, 2000. During this time, Wong was employed as the engagement partner for KPMG LLP's audits and reviews of the financial statements of Gemstar. As the engagement partner, Wong allegedly failed to exercise professional care and skepticism, failed to obtain sufficient competent evidential matter and over-relied on Gemstar's management representations with respect to the audit and review of Gemstar's financial statements. In addition, Wong allegedly failed to take appropriate action to correct disclosures that did not comply with GAAP and were inconsistent with Gemstar's financial statements. Finally, Wong allegedly failed to render accurate audit reports.

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[1] *See* Accounting and Auditing Enforcement Release No. 2125 dated October 20, 2004. Wong was permitted, pursuant to the order, to apply for reinstatement after one year upon making certain showings.

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, Wong 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. Wong 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, Wong'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.

Wong is currently subject to probation under the California Board of Accountancy that is scheduled to end in March 2008. Failure to abide by the terms of the probation could result in the revocation of Wong's CPA license pending notice and an opportunity to be heard by the California Board of Accountancy. Wong has attested that he will notify the Commission if he is found to have violated the terms of the probation. He has also attested that he understands that the revocation of his CPA license could result in the revocation of the reinstatement of his privilege to appear or practice before the Commission as a preparer or reviewer, or as a person responsible for the preparation or review, of financial statements required to be filed with the Commission.

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."[2] This "good cause" determination is necessarily highly fact specific.

On the basis of information supplied, representations made, and undertakings agreed to by Wong, it appears that he has complied with the terms of the October 20, 2004 order denying him the privilege of 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 Wong, 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,

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[2] 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).

ORDERED pursuant to Rule 102(e)(5)(i) of the Commission's Rules of Practice that John M. Wong, CPA is hereby reinstated 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.

By the Commission.

Nancy M. Morris
Secretary