

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 67661 / August 15, 2012**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 3445 / August 15, 2012**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14984**

**In the Matter of**

**OMAR ALI RIZVI,**

**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  
AND NOTICE OF HEARING**

**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 Omar Ali Rizvi (“Respondent” or “Rizvi”).

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. Respondent**

1. Rizvi, a resident of Fullerton, California, incorporated Bellwether Venture Capital Fund I, Inc. (“Bellwether”) in September 2002. Bellwether was an investment company based in California from 2002 through at least 2007. Through Strategy Partners, LLC, a private company Rizvi owned and controlled, Rizvi controlled Bellwether.

2. From January 23, 2003, through September 14, 2005, Bellwether sold securities to 172 investors in unregistered securities transactions, realizing proceeds of more than \$1.8 million. During this period, Strategy Partners served as an investment adviser to Bellwether. Rizvi and Strategy Partners served as brokers in Bellwether's securities offerings. And Rizvi was associated with registered broker GlobalVest Group, Inc. and with registered investment adviser Bellwether Advisors, LLC.

### **B. Entry of the Injunction**

3. On July 24, 2012, a judgment was entered against Rizvi, permanently enjoining him from future violations of Sections 5 and 17(a) of the Securities Act of 1933 ("Securities Act") and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder in the civil action entitled *Securities and Exchange Commission v. Omar Ali Rizvi, et al.*, Civil Action Number 8:10-cv-01632-JVS -FFM, in the United States District Court for the Central District of California.

4. The Commission's complaint alleged, among other things, that Rizvi offered and sold Bellwether securities in an unregistered securities offering that raised more than \$1.8 million from investors throughout the United States. The complaint alleged that, in the offering, Rizvi misrepresented to investors material facts regarding, among other things, Bellwether's status as a business development company and the persons who managed Bellwether. On March 6, 2012, the court issued a summary-judgment order, finding, among other things, that Rizvi violated anti-fraud provisions of the federal securities laws by misrepresenting material facts in Bellwether securities offerings from January 23, 2003, through September 14, 2005.

## **III.**

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations set forth in Section II hereof are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations;

B. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 15(b) of the Exchange Act; and

C. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 203(f) of the Advisers Act.

## **IV.**

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondent personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 210 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

For the Commission, by its Secretary, pursuant to delegated authority.

Elizabeth M. Murphy  
Secretary