

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 59849 / April 30, 2009**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13459**

**In the Matter of**

**Paul M. Gozzo,**

**Respondent.**

**ORDER INSTITUTING**  
**ADMINISTRATIVE PROCEEDINGS**  
**PURSUANT TO SECTION 15(b) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**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”) against Paul M. Gozzo (“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, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.2. below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, 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. Paul M. Gozzo, age 32, is a resident of Jupiter, Florida, and was Managing Director and sole owner of PMG Capital, LLC. Gozzo has been associated with the following registered broker-dealers in a variety of capacities: Fano Securities (1998-1999), Worldco, LLC (1999-2001), Lion's Group Trading, LLC (2002-2003), Gryphon Financial Securities Corporation (2005-2006), W. Quillen Securities (2007), Source Capital Group, Inc. (2007-2008) and Merger & Acquisition Capital Services, Inc. (2008). Gozzo has held Series 7, 24, and 55 licenses at various points between 1999 and 2008.

2. On April 17, 2009, a final judgment was entered by consent against Gozzo, permanently enjoining him from future violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Paul M. Gozzo and PMG Capital, LLC, Civil Action Number 09-80432 in the United States District Court for the Southern District of Florida. The court also entered an order prohibiting Gozzo from participating in the offering of penny stock and ordering him to pay \$402,678 in disgorgement and \$35,110 in prejudgment interest (subject to a reduction for court-ordered restitution in a related criminal proceeding).

3. The Commission's complaint alleged that Gozzo, in coordination with others, manipulated the stock of numerous issuers to artificially maintain the stock prices for himself and others who liquidated their positions in the otherwise thinly traded stocks at inflated prices. While acting as a "consultant" for the issuers, Gozzo routinely engaged in manipulative trading in their stocks, including placing manipulative orders to support artificially high stock prices, trading in multiple accounts at several brokerage firms to give the appearance of greater market depth, coordinating trading with others to increase trading volume and prices, and coordinating with others who controlled the public float of stocks while manipulating the stock prices.

#### IV.

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

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(6) of the Exchange Act that Respondent Gozzo be, and hereby is barred from association with any broker or dealer;

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.

Elizabeth M. Murphy  
Secretary