

STATE OF CALIFORNIA
BUSINESS, CONSUMER SERVICES AND HOUSING AGENCY
DEPARTMENT OF FINANCIAL PROTECTION AND INNOVATION

TO: Vahe Ter-Martirosyan
Los Angeles County, California

DESIST AND REFRAIN ORDER

(For violations of sections 25210 and 25401 of the Corporations Code)

The California Commissioner of Financial Protection and Innovation finds that:

1. At all relevant times, Vahe Ter-Martirosyan (Ter-Martirosyan), was an individual at an unknown location within Los Angeles County, California.

2. Beginning at least as early as 2019, Ter-Martirosyan held himself out as a representative of Fidelity Investments Ltd. (Fidelity), who could sell shares of stock in the company Airbnb, Inc. (Airbnb) before its initial public offering (IPO).

3. Section 25004 of the Corporate Securities Law of 1968 (“CSL”), Corp. Code § 25000, *et seq.*, defines “broker-dealer” as any person engaged in the business of effecting transactions in securities in this state for the account of others or for his own account. CSL section 25210, subdivision (a), prohibits a broker-dealer from effecting any transaction in or induce or attempt to induce the purchase or sale of any security in this state unless the broker-dealer has first applied for and secured from the commissioner a certificate, then in effect, authorizing that person to act in that capacity.

4. Ter-Martirosyan has never sought or obtained a certificate to act as a broker-dealer under CSL section 25210 or identified or noticed an exemption from the licensure requirement.

5. Despite not obtaining a certificate to act as a broker-dealer under CSL section 25210, at least one person in California provided money to Ter-Martirosyan to purchase several pre-IPO Airbnb shares. In exchange for the money, Ter-Martirosyan provided the purchaser with a Share Purchase Agreement (SPA) that purported to convey several hundred pre-PIO Airbnb shares from Fidelity to the purchaser.

1 6. However, after providing the money to Ter-Martirosyan to make the purchase, none of
2 the securities mentioned in the SPA were conveyed to the purchaser, and Ter-Martirosyan kept the
3 money.

4 7. In connection with the offer or sale of these securities, Ter-Martirosyan made the
5 following untrue statements of material fact:

6 a. Ter-Martirosyan falsely claimed that had authority to act on behalf of Fidelity
7 to engage in sales of securities such as those mentioned in the SPA.

8 b. Ter-Martirosyan falsely claimed to have the ability to convey pre-IPO shares
9 of Airbnb when he did not.

10 c. Ter-Martirosyan falsely claimed that, upon receiving payment as set forth in
11 the SPA, he would provide access to pre-IPO Airbnb shares. However, Ter-Martirosyan did not
12 deliver those shares or provide access to those shares even after receiving money from the purchaser
13 in connection with the sale.

14 Based on the foregoing findings, the Commissioner of Financial Protection and Innovation is
15 of the opinion that Vahe Ter-Martirosyan offered or sold securities in this state by means of written
16 or oral communications which included untrue statements of material facts or omitted to state a
17 material fact necessary in order to make the statements made, in the light of the circumstances under
18 which they were made, not misleading, in violation of CSL section 25401.

19 Pursuant to CSL section 25532, Vahe Ter-Martirosyan is hereby ordered to desist and refrain
20 from offering or selling or buying or offering to buy any security in the State of California, including
21 but not limited to investment contracts, by means of any written or oral communication which
22 includes an untrue statement of a material fact or omits to state a material fact necessary in order to
23 make the statements made, in the light of the circumstances under which they were made, not
24 misleading.

25 Also, based on the foregoing findings, the Commissioner of Financial Protection and
26 Innovation is of the opinion that Ter-Martirosyan is subject to the laws regulating broker-dealers
27 under the CSL. Furthermore, the Commissioner finds that Ter-Martirosyan has effected transactions
28 in, or induced, or attempted to induce the purchase or sale of, securities as a broker-dealer, without

1 having first applied for and secured from the Commissioner a certificate authorizing him to act in that
2 capacity, in violation of CSL section 25210.

3 Pursuant to CSL section 25532, Vahe Ter-Martirosyan is hereby ordered to desist and refrain
4 from conducting business as a broker-dealer, unless and until certification has been made under said
5 law or unless exempt.

6 This Order is necessary, in the public interest, for the protection of investors and consistent
7 with the purposes, policies and provisions of the Corporate Securities Law of 1968.

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9 Dated: January 12, 2021
10 Sacramento, California

MANUEL P. ALVAREZ
Commissioner of Financial Protection and Innovation

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By _____
MARY ANN SMITH
Deputy Commissioner
Enforcement Division

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