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 Deputy Commissioner  
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12 BEFORE THE DEPARTMENT OF FINANCIAL PROTECTION AND INNOVATION  
 13 OF THE STATE OF CALIFORNIA

<p>14 In the Matter of:</p> <p>15 THE COMMISSIONER OF FINANCIAL          16 PROTECTION AND INNOVATION,          17 Complainant,          18 v.          19 MAGISTER CAPITAL MANAGEMENT, LLC          20 Respondent.          21</p>	<p>CRD NO.: 281819</p> <p>STATEMENT IN SUPPORT OF ORDER TO          DISCONTINUE VIOLATIONS PURSUANT          TO CORPORATIONS CODE SECTION 25249</p>
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23 The Commissioner of Financial Protection and Innovation (Commissioner) alleges and  
 24 charges as follows:

- 25 1. MAGISTER CAPITAL MANAGEMENT, LLC (MAGISTER CAPITAL  
 26 MANAGEMENT, LLC) is a California formed Limited Liability Company, with its principal office  
 27 located at 111 DEERWOOD RD. SUITE 200, SAN RAMON, CA 94583.

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1           2.       MAGISTER CAPITAL MANAGEMENT, LLC holds a valid investment adviser  
2 certificate issued by the Commissioner pursuant to Corporations Code section 25230. MAGISTER  
3 CAPITAL MANAGEMENT, LLC is assigned Central Registration Depository (CRD) Number of  
4 281819.

5           3.       ZAPATA, CARLOS, ROBERTO (CRD 3052245) is the 100% owner and investment  
6 adviser representative of MAGISTER CAPITAL MANAGEMENT, LLC.

7           4.       On June 30, 2022, the Commissioner instructed MAGISTER CAPITAL  
8 MANAGEMENT, LLC to file an annual amendment to its Form ADV in Investment Adviser  
9 Registration Depository (IARD) no later than 30 days after June 30, 2022, the date of the letter.

10          5.       According to the IARD, investment adviser has not filed an annual updating  
11 amendment to its Form ADV for 2022. Pursuant to California Code of Regulations, title 10, section  
12 260.241.4, subdivision (e), a licensed investment adviser shall file an annual updating amendment, in  
13 accordance with the instructions in Form ADV, with IARD in accordance with its procedures for  
14 transmission to the Commissioner within ninety (90) days of the end of the investment adviser's  
15 fiscal year.

16          6.       To date, the MAGISTER CAPITAL MANAGEMENT, LLC did not file an update to  
17 its Form ADV on IARD.

18          7.       Corporations Code section 25241 provides, in relevant part, that:  
19               (a) Every broker-dealer or investment adviser licensed under Section  
20 25230 shall make and keep accounts, correspondence, memorandums,  
21 papers, books, and other records and shall file financial and other  
22 reports as the commissioner by rule requires . . .

23          8.       Corporations Code section 25242, subdivision (c)(2), states in relevant part, that:  
24               (c) The commissioner may summarily suspend or revoke the  
25 certificate of a broker-dealer or investment adviser if he or she . . . (2)  
26 fails to file any report required under Section 25241 within 10 days  
27 after notice by the commissioner that the report is due.

28          9.       Cal. Code of Regs., tit. 10, section 260.241.4, provides:  
              (a) Each licensed broker-dealer and each licensed investment adviser  
shall, upon any change in the information contained in its application  
for a certificate (other than financial information contained therein)

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promptly file an amendment to such application setting forth the changed information.

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(d) A licensed investment adviser shall file changed information contained in its Form ADV with the Investment Adviser Registration Depository (“IARD”) in accordance with its procedures for transmission to the Commissioner.

(e) A licensed investment adviser shall file an annual updating amendment, in accordance with the instruction in Form ADV, with IARD in accordance with its procedures for transmission to the Commissioner within ninety (90) days of the end of the investment adviser’s fiscal year.

(f) A licensed investment adviser shall notify the Commissioner of the employment or engagement of any new investment adviser representative, as defined in Section 25009.5(a) of the Code and the termination thereof in accordance with Section 260.236.1.

10. Corporations Code section 25249 authorizes the Commissioner to issue an order directing any investment adviser to discontinue any violation of the Financial Code, Corporations Code, or any rules promulgated thereunder. Specifically, Corporations Code section 25249 provides, in pertinent part, that:

If, after examination or investigation, the commissioner has reasonable grounds to believe that any broker-dealer or investment adviser has violated any law or rule binding upon it, the commissioner shall, by written order addressed to the broker-dealer investment adviser, direct the discontinuance of the violation. The order shall be effective immediately, but shall not become final except in accordance with the provisions of Section 25251.

11. Corporations Code section 25251 provides, in relevant part, that:

(a) No order issued pursuant to Section 25249 or 25250 may become final except after notice to the affected broker-dealer or investment adviser of the commissioner’s intention to make the order final and of the reasons for the finding. The commissioner shall also notify the broker-dealer or investment adviser that upon receiving a request the matter shall be set for hearing to commence within 15 business days after receipt of the request. The broker-dealer or investment adviser may consent to have the hearing commence at a later date. If no hearing is



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13. Therefore, pursuant to Corporations Code section 25249, the Commissioner has issued an order directing MAGISTER CAPITAL MANAGEMENT, LLC to discontinue violating Corporations Code section 25241, subdivision (a), as well as California Code of Regulations, title 10, section 260.241.4, subdivision (e).

WHEREFORE, good cause showing, and pursuant to Corporations Code section 25251, the Commissioner the Commissioner finds this action is appropriate, in the public interest, for the protection of investors, and consistent with the purposes fairly intended by the policies and procedures of the Corporate Securities Law of 1968 (Corp. Code, § 25000 et seq.).

Dated: September 8, 2022

CLOTHILDE V. HEWLETT  
Commissioner of Financial Protection and Innovation

By \_\_\_\_\_  
BALBIRO KAZLA  
Deputy Commissioner  
Broker-Dealer Investment Adviser Division