

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

**SECURITIES EXCHANGE ACT OF 1934  
Release No. 101059 / September 17, 2024**

**INVESTMENT ADVISERS ACT OF 1940  
Release No. 6704 / September 17, 2024**

**ADMINISTRATIVE PROCEEDING  
File No. 3-22136**

**In the Matter of**

**MASON  
INVESTMENT  
ADVISORY  
SERVICES, INC.**

**Respondent.**

**ORDER INSTITUTING  
ADMINISTRATIVE AND CEASE-  
AND-DESIST PROCEEDINGS,  
PURSUANT TO SECTION 21C OF  
THE SECURITIES EXCHANGE  
ACT OF 1934 AND SECTION 203(e)  
OF THE INVESTMENT ADVISERS  
ACT OF 1940, MAKING FINDINGS,  
AND IMPOSING REMEDIAL  
SANCTIONS AND A CEASE-AND-  
DESIST ORDER**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative and cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 (“Exchange Act”) and Section 203(e) of the Investment Advisers Act of 1940 (“Advisers Act”), against Mason Investment Advisory Services, Inc. (“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 it and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934 and Section 203(e) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial

Sanctions and a Cease-and-Desist Order (“Order”) as set forth below.

### III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

#### **Summary**

From at least December 2019 through the present, Respondent, a registered investment adviser, has had investment discretion over at least \$100 million of reportable securities and was therefore obligated to file quarterly Forms 13F beginning by at least February 2020. However, Respondent failed to file Forms 13F until February 2024.

#### **Respondent**

1. Respondent, an investment adviser registered with the Commission and an “institutional investment manager” as defined in Section 13(f) of the Exchange Act, is a Delaware corporation with its principal place of business in Reston, Virginia. Respondent offers personal financial planning services, investment management for private individuals and families, and investment advisory services for institutional non-profit organizations. As of April 23, 2024, Respondent had total regulatory assets under management of \$12.2 billion. In 2021, the Commission filed settled charges against Respondent for breaches of fiduciary duty in connection with its mutual fund share class selection practices and the receipt of fees by its affiliated broker-dealer between February 2014 and September 2016. *See In re Mason Investment Advisory Services, Inc.*, Advisers Act Rel. No. 5719 (Apr. 15, 2021).

#### **Background**

2. Section 13(f)(1) of the Exchange Act and Rule 13f-1 thereunder require that institutional investment managers file Forms 13F with the Commission on a quarterly basis if they exercise investment discretion over “Section 13(f) Securities” having an aggregate fair market value of at least \$100 million. Section 13(f) Securities are equity securities of a class described in Rule 13f-1(c) under the Exchange Act. A list of these securities - called the Official List of Section 13(f) Securities - is available on the Commission’s website.<sup>1</sup> The Official List of Section 13(f) Securities primarily includes U.S. exchange-traded stocks (*e.g.*, NYSE, AMEX, NASDAQ), shares of closed-end investment companies, and shares of exchange-traded funds (ETFs). Certain convertible debt securities, equity options, and warrants are on the Official List. Pursuant to Rule 13f-1(b), an investment manager is deemed to exercise discretion over all accounts for which any person or entity under the control of the investment manager exercises investment discretion. Form 13F requires such institutional investment managers, among other things, to disclose to the Commission the fair market value of its Section 13(f) Securities under management. Forms 13F filed with the Commission are available to the public on the Commission’s website.

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<sup>1</sup> <http://www.sec.gov/divisions/investment/13flists.htm>.

3. One Congressional purpose in enacting Section 13(f)(1) of the Exchange Act was to create “a central depository of historical and current data about the investment activities of institutional investment managers” to assist investors and government regulators. S. Rep. No. 94-75, 94th Cong., 2d Sess. 82-85 (1975).

### **Facts**

4. Beginning on the last trading day of December 2019, Respondent exercised investment discretion over Section 13(f) Securities with a fair market value of at least \$100 million.

5. Because Respondent exercised investment discretion over at least \$100 million worth of Section 13(f) Securities on the last trading day of at least one month in 2019, Respondent was obligated to disclose its 2019 year-end holdings of Section 13(f) Securities by filing a Form 13F with the Commission within 45 days of December 31, 2019.

6. Subsequently, Respondent’s holdings of Section 13(f) Securities continued to be at least \$100 million. Thus, from at least February 2020 until the present, Respondent has had an obligation to file Forms 13F on a quarterly basis. Respondent, however, failed to file any Forms 13F prior to February 2024.

7. On February 13, 2024, Respondent filed its first Form 13F, for the quarter ending December 31, 2023. That filing showed that, as of December 31, 2023, Respondent held positions in 64 different Section 13(f) Securities, with a total market value of approximately \$1.4 billion.

8. In August 2024, Respondent filed 19 Forms 13F, which covered the period from the quarter ending March 31, 2019, to the quarter ending September 30, 2023, inclusive.

### **Violations**

9. As a result of the conduct described above, Respondent willfully<sup>2</sup> violated Section 13(f)(1) of the Exchange Act and Rule 13f-1 thereunder by failing to file Forms 13F from the quarter ending December 31, 2019, to the quarter ending September 30, 2023.

### **Respondent’s Remedial Efforts**

In determining to accept the Offer, the Commission considered certain remedial acts promptly undertaken by the Respondent.

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<sup>2</sup> “Willfully,” for purposes of imposing relief under Section 203(e) of the Advisers Act, “means no more than that the person charged with the duty knows what he is doing.” *Wonsover v. SEC*, 205 F.3d 408, 414 (D.C. Cir. 2000) (quoting *Hughes v. SEC*, 174 F.2d 969, 977 (D.C. Cir. 1949)). There is no requirement that the actor “also be aware that he is violating one of the Rules or Acts.” *Tager v. SEC*, 344 F.2d 5,8 (2d Cir. 1965). The decision in *The Robare Group, Ltd. v. SEC*, which construed the term “willfully” for purposes of a differently structured statutory provision, does not alter that standard. 922 F.3d 468, 478-79 (D.C. Cir. 2019) (setting forth the showing required to establish that a person has “willfully omit[ted]” material information from a required disclosure in violation of Section 207 of the Advisers Act).

#### IV.

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

Accordingly, pursuant to Section 21C of the Exchange Act and Section 203(e) of the Advisers Act, it is hereby ORDERED that:

A. Respondent cease and desist from committing or causing any violations and any future violations of Section 13(f)(1) of the Exchange Act and Rule 13f-1 promulgated thereunder.

B. Respondent is censured.

C. Respondent shall, within 30 days of the entry of this Order, pay a civil money penalty in the amount of \$525,000 to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. § 3717.

Payment must be made in one of the following ways:

- (1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center  
Accounts Receivable Branch  
HQ Bldg., Room 181, AMZ-341 6  
500 South MacArthur Boulevard  
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Mason Investment Advisory Services, Inc. as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Nicholas Heinke, Associate Regional Director, Division of Enforcement, Securities and Exchange Commission, 1961 Stout Street, Suite 1700, Denver, CO 80294.

Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the

deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, it shall not argue that it is entitled to, nor shall it benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that it shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

By the Commission.

Vanessa A. Countryman

Secretary