

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 101124 / September 20, 2024

ADMINISTRATIVE PROCEEDING
File No. 3-22154

In the Matter of

KEITH D. BEEKMEYER and
ANDREW M. BYE,

Respondents.

ORDER INSTITUTING CEASE-AND-DESIST PROCEEDINGS PURSUANT TO SECTION 21C OF THE SECURITIES EXCHANGE ACT OF 1934, MAKING FINDINGS, AND IMPOSING A CEASE-AND-DESIST ORDER

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 (the “Exchange Act”) against Keith D. Beekmeyer (“Beekmeyer”) and Andrew M. Bye (“Bye”) (collectively, “Respondents”).

II.

In anticipation of the institution of these proceedings, Respondents have 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 them and the subject matter of these proceedings, which are admitted, and except as provided herein in Section V, Respondents consent to the entry of this Order Instituting Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order (“Order”), as set forth below.

III.

On the basis of this Order and Respondents’ Offer, the Commission finds¹ that:

¹ The findings herein are made pursuant to Respondents’ Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

Summary

1. This matter concerns failures on the part of the officers of Newpoint Financial Corp. (“Newpoint”), Chief Executive Officer Keith D. Beekmeyer and Chief Risk Officer Andrew M. Bye, to make filings with the Commission required under the securities laws. Specifically, Beekmeyer and Bye failed to file disclosures with the Commission reflecting their beneficial ownership of Newpoint shares. Through separate companies they control, both Beekmeyer and Bye acquired more than 5% of the single outstanding class of Newpoint securities, yet neither Beekmeyer nor Bye filed with the Commission a Schedule 13D reporting such ownership, thereby violating Section 13(d) of the Exchange Act and Rule 13d-1 thereunder. In addition, both Beekmeyer and Bye failed to file Forms 3 and 5 required under Section 16(a) of the Exchange Act and Rule 16a-3 thereunder.

Respondents

2. **Keith David Beekmeyer**, age 61, is a British citizen who resides in the United Kingdom. Beekmeyer has been Chairman of Newpoint since February 9, 2021, and he has served as Chief Executive Officer of Newpoint since January 28, 2022, reacquiring a title he previously held from February 2021 through August 2021.

3. **Andrew Malcolm Bye**, age 59, is a British citizen who resides in the United Kingdom. Bye has been the Chief Risk Officer and a Director of Newpoint since February 2021.

Facts

4. Beekmeyer and Bye reside in the United Kingdom, where their business interests include a financial firm that seeks to provide commercial indemnities and guarantees to insurance companies. In September 2020, as part of their efforts to expand business operations to the United States, Beekmeyer and others arranged a “reverse merger,” using a Wyoming-based limited liability company to acquire a controlling stake in a dormant, Delaware-based, publicly traded company and subsequently renamed the firm Newpoint Financial Corp. As a result of this transaction, Beekmeyer and Bye gained control over a Delaware corporation bearing the name Newpoint Financial Corp., whose shares (“NPFC”) are quoted and traded on OTC Link. Newpoint has a class of common stock registered under Section 12(g) of the Exchange Act.

5. In connection with the reverse merger establishing Newpoint, separate companies controlled by Beekmeyer and Bye obtained significant equity stakes in the new publicly traded Newpoint company. A company Beekmeyer controls as Managing Partner acquired 10,837,500 restricted shares in Newpoint, comprising a 56.6% stake of the single class of outstanding Newpoint common stock registered under Section 12(g) of the Exchange Act. A company Bye controls as Managing Partner acquired 3,825,000 restricted shares in Newpoint, comprising a 19.9% stake of the same single class of outstanding Newpoint common stock. Neither Beekmeyer nor Bye, nor the companies they control, filed with the Commission a Schedule 13D, notwithstanding the obligation in Section 13(d) of the Exchange Act and Rule 13d-1 thereunder for any person who has acquired more than 5% of any class of equity security registered under Section

12 to make such a filing.

6. In addition to not filing a Schedule 13D, neither Beekmeyer nor Bye has ever filed with the Commission forms pursuant to Section 16(a) of the Exchange Act and Rule 16a-3 thereunder, which require every person who is the beneficial owner of more than 10% of any class of any equity security registered pursuant to Section 12 of the Exchange Act, or who is an issuer's director or officer, to make certain filings. In its annual report filed with the Commission on Form 10-K for the year ended December 31, 2021, Newpoint stated that it expected Beekmeyer and Bye to make the delinquent Section 16(a) filings. Notwithstanding Newpoint's expectation, no such Section 16(a) filings have been made.

Violations

7. As a result of the conduct described above, Beekmeyer and Bye violated Section 13(d) of the Exchange Act and Rule 13d-1 thereunder. Section 13(d) of the Exchange Act and Rule 13d-1 thereunder together require any person who directly or indirectly acquires "beneficial ownership" of more than 5% of a class of registered equity securities described in Rule 13d-1(i)(1) to file a Schedule 13D to report such ownership. At the relevant time, the deadline to file a Schedule 13D was 10 days.² Here, Beekmeyer and Bye failed to file Schedule 13D.

8. In addition, as a result of the conduct described above, Beekmeyer and Bye violated Section 16(a) of the Exchange Act and Rule 16a-3 thereunder. Under Section 16(a) of the Exchange Act, Rule 16a-2 and Rule 16a-3, every person who is directly or indirectly the beneficial owner of more than 10% of a class of registered equity securities that has voting rights, or who is an issuer's director or officer, must file Form 3 within 10 days after becoming subject to the reporting obligation and must file Form 5 within 45 days after the issuer's fiscal year-end to report any transactions or holdings that should have been, but were not, reported on Form 3 during the issuer's most recent fiscal year. Violations of Sections 13(d) and 16(a) do not require scienter. Here, Beekmeyer and Bye failed to file Form 3 or Form 5.

Undertakings

9. Beekmeyer and Bye have undertaken to:

- a. Within 10 days of the entry of this Order, make or cause to be made the filings necessary to be compliant with Sections 13(d) and 16(a) of the Exchange Act;
- b. Within 15 days of the entry of this Order, certify, in writing, compliance with the undertakings ordered pursuant to Section IV.B below. The certification shall

² On October 10, 2023, the Commission adopted amendments to the rules governing beneficial ownership reporting under Sections 13(d) and 13(g) to update and shorten certain filing deadlines (the "2023 Amendments"). Modernization of Beneficial Ownership Reporting, SEC Release No. 34-98704 (Oct. 10, 2023), 88 Fed. Reg. 76896 (Nov. 7, 2023). Among other provisions, the 2023 Amendments shortened the deadline for filing the initial statement on Schedule 13D from 10 days to 5 business days. *Id.* at 76897, 76906. Compliance with this new deadline has been required since February 5, 2024. *See id.* at 76942.

identify the undertaking(s), provide written evidence of compliance in the form of a narrative, and be supported by exhibits sufficient to demonstrate compliance. The certification and supporting material shall be submitted to Celia D. Moore, Assistant Director, Securities and Exchange Commission, Boston Regional Office, 33 Arch Street, 24th Floor, Boston, MA 02110.

c. For good cause shown, the Commission staff may extend any of the procedural dates relating to these undertakings. Deadlines for procedural dates shall be counted in calendar days, except that if the last day falls on a weekend or federal holiday, the next business day shall be considered the last day.

IV.

In view of the foregoing, the Commission deems it appropriate to impose the sanctions agreed to in the Offer of Respondents Beekmeyer and Bye.

Accordingly, pursuant to Sections 21C of the Exchange Act, it is hereby ORDERED that:

A. Beekmeyer and Bye cease and desist from committing or causing any violations and any future violations of Sections 13(d) and 16(a) of the Exchange Act and Rules 13d-1 and 16a-3 thereunder.

B. Beekmeyer and Bye shall comply with the undertakings enumerated in Section III, paragraphs 9.a and 9.b above.

C. Beekmeyer and Bye shall, within 10 days of the entry of this Order, each pay a civil money penalty in the amount of \$25,000 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) Respondents may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondents 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) Respondents 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
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying the Respondent(s) and the file number of the proceedings; a copy of the cover letter and check or money order must be sent to Celia D. Moore, Assistant Director, Securities and Exchange Commission, 33 Arch Street, Boston, MA 02110, or such other address as the Commission staff may provide.

D. 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, Respondents agree that in any Related Investor Action, they shall not argue that they are entitled to, nor shall they benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondents' payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondents agree that they 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 Respondents 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.

V.

It is further Ordered that, solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, the findings in this Order are true, and that such findings shall be accepted and deemed true, without further proof by any party, in any nondischargability proceeding involving the Commission, and that any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by the Respondents under this Order or any other judgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by the Respondents of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. §523(a)(19). This paragraph is explicitly limited to preventing discharge in bankruptcy of the obligations owed by Respondents to the Commission under the terms of this Order and in no way prevents Respondents from defending other actions or claims by a non-Commission creditor in a bankruptcy proceeding.

By the Commission.

Vanessa A. Countryman
Secretary