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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES

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COMMONWEALTH OF PENNSYLVANIA :
DEPARTMENT OF BANKING AND :
SECURITIES, BUREAU OF SECURITIES :
COMPLIANCE AND EXAMINATIONS :

DOCKET No. 210009 (SEC-CAO)

v.

LUMINARY CAPITAL, LLC :
MATTHEW CHRISTOPHER FITZGERALD :

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, acting through the Department of Banking and Securities ("Department"), Bureau of Securities Compliance and Examinations ("Bureau"), has conducted an investigation of the business practices of Luminary Capital, LLC ("Luminary") and Matthew Christopher Fitzgerald ("Fitzgerald"). Based on the results of its investigation, the Bureau has concluded that Luminary and Fitzgerald operated in violation of the Pennsylvania Securities Act of 1972, 70 P.S. § 1-101 *et seq.* ("1972 Act"). Luminary and Fitzgerald, in lieu of litigation, and without admitting or denying the allegations herein, and intending to be legally bound, hereby agree to the terms of this Consent Agreement and Order ("Order").

BACKGROUND

1. The Department is the Commonwealth of Pennsylvania's administrative agency authorized and empowered to administer and enforce the 1972 Act.
2. The Bureau is primarily responsible for administering and enforcing the 1972 Act for the Department.
3. Luminary (CRD # 283241) was, at all times material herein, a Pennsylvania limited liability company with an address at Redacted

4. From in or about April 2016 until December 2019, Luminary was registered pursuant to Section 301(c) of the 1972 Act, 70 P.S. § 1-301(c), as an investment adviser.

5. From in or about April 2016 until December 2019, Fitzgerald (CRD # 1987925) was registered pursuant to Section 301(c) of the 1972 Act, 70 P.S. § 1-301(c), as an investment adviser representative of Luminary.

6. From in or about April 2016 until December 2019, Fitzgerald was the chief executive officer and chief compliance officer of Luminary.

7. As the chief executive officer and chief compliance officer of Luminary, Fitzgerald acted as an "affiliate" of Luminary within the meaning of Section 102(b) of the 1972 Act, 70 P.S. § 1-102(b), and, as such, caused Luminary to commit the herein stated acts which violated the 1972 Act.

8. Regulation 303.012(i) provides that "[a]n investment adviser registered under the [1972 Act] shall take steps necessary to ensure that material information contained in its Form ADV and exhibits remains current and accurate. If a material statement made in Form ADV and exhibits becomes incorrect or inaccurate the investment adviser shall file with the Department an amendment on Form ADV within 30 days of the occurrence of the event which requires the filing of the amendment." 10 Pa. Code § 303.012(i).

9. On Luminary's Form ADV, Luminary listed its address at
Redacted

10. Luminary did not file an amendment to its Form ADV within 30 days of changing its address to Redacted

11. Regulation 404.011(c)(1) provides that "[a]n investment adviser shall [d]eliver or offer in writing to deliver to each of its clients the current brochure and any current brochure

supplements required under subsection (b) [of Regulation 404.011] without charge at least once a year." 10 Pa. Code § 404.011(e)(1).

12. Luminary did not deliver or offer in writing to deliver a brochure annually to each of its clients.

VIOLATIONS

13. By engaging in the acts and conduct set forth in paragraphs 3 through 10 above, Luminary and Fitzgerald have not taken steps necessary to ensure that material information contained in Form ADV remains current and accurate and have not filed with the Department an amendment on Form ADV within 30 days of the occurrence of the event which requires the filing of the amendment, in violation of Section 305(a)(v) of the 1972 Act, 70 P.S. § 1-305(a)(v), and Regulation 303.012(i), 10 Pa. Code § 303.012(i).

14. By engaging in the acts and conduct set forth in paragraphs 3 through 7 and paragraphs 11 through 12 above, Luminary and Fitzgerald did not deliver or offer in writing to deliver to each of its clients the current brochure and any current brochure supplements required under subsection 10 Pa. Code 404.011(b) without charge at least once a year, in violation of Section 305(a)(v) of the 1972 Act, 70 P.S. § 1-305(a)(v), and Regulation 404.011(e)(1), 10 Pa. Code § 404.011(e)(1).

RELIEF

15. Luminary and Fitzgerald shall pay the Department an administrative assessment in the amount of \$25,000.00. Payment shall be made by certified check or money order made payable to the "Department of Banking and Securities" and shall be mailed or delivered in person to the Bureau of Securities Compliance and Examinations located at 17 N. Second Street, Suite 1300, Harrisburg, Pennsylvania 17101.

16. The administrative assessment shall be paid as follows:

- a. \$3,125 on or before August 15, 2021;
- b. \$3,125 on or before November 15, 2021;
- c. \$3,125 on or before February 15, 2022;
- d. \$3,125 on or before May 15, 2022;
- e. \$3,125 on or before August 15, 2022;
- f. \$3,125 on or before November 15, 2022;
- g. \$3,125 on or before February 15, 2023; and
- h. \$3,125 on or before May 15, 2023,

17. Luminary and Fitzgerald are ORDERED to comply with the 1972 Act and Regulations adopted by the Department, and in particular Section 305(a)(v) of the 1972 Act, 70 P.S. § 1-305(a)(v), and Regulations 303.012(i) and 404.011(e)(1), 10 Pa. Code §§ 303.012(i), 404.011(e)(1).

18. Should Luminary and Fitzgerald fail to pay the assessment as set forth in paragraphs 15 and 16 above, the sanctions set forth elsewhere in this Order shall continue in full force and effect until full payment is made. However, this provision shall not be construed as affording Luminary and Fitzgerald the option of either paying the assessment or being indefinitely subject to the sanctions.

19. Should Luminary or Fitzgerald fail to comply with any and/or all provisions of this Order, the Department may impose additional sanctions and costs and seek other appropriate relief subject to Luminary's and Fitzgerald's rights to a hearing pursuant to the 1972 Act.

FURTHER PROVISIONS

20. Consent. Luminary and Fitzgerald hereby knowingly, willingly, voluntarily, and irrevocably consent to the entry of this Order pursuant to the Bureau's authority under the 1972 Act and agree that they understand all of the terms and conditions contained herein. Luminary and Fitzgerald, by voluntarily entering into this Order, waive any right to a hearing or appeal concerning the terms, conditions, and/or penalties set forth in this Order.

21. Entire Agreement. This Order contains the entire agreement between the Department, Luminary, and Fitzgerald. There are no other terms, obligations, covenants, representations, statements, conditions, or otherwise, of any kind whatsoever concerning this Order. This Order may be amended in writing by mutual agreement by the Department, Luminary, and Fitzgerald.

22. Binding Nature. The Department, Luminary, and Fitzgerald, and all officers, owners, directors, employees, heirs and assigns of Luminary and Fitzgerald, intend to be and are legally bound by the terms of this Order.

23. Counsel. This Order is entered into by the parties upon full opportunity for legal advice from legal counsel.

24. Effectiveness. Luminary and Fitzgerald hereby stipulate and agree that the Order shall become effective on the date the Bureau executes the Order ("Effective Date").

25. Other Enforcement Action.

- a. The Department reserves all of its rights, duties, and authority to enforce all statutes, rules, and regulations under its jurisdiction against Luminary and Fitzgerald in the future regarding all matters not resolved by this Order.

b. Luminary and Fitzgerald acknowledge and agree that this Order is only binding upon the Department and not any other local, state or federal agency, department, or office regarding matters within this Order.

26. Authorization. The parties below are authorized to execute this Order and legally bind their respective parties.

27. Counterparts. This Order may be executed in separate counterparts, by facsimile, and/or by PDF.

28. Titles. The titles used to identify the paragraphs of this document are for the convenience of reference only and do not control the interpretation of this document.

29. Finding. The Department finds that it is necessary and appropriate in the public interest and for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the 1972 Act to issue this Order.

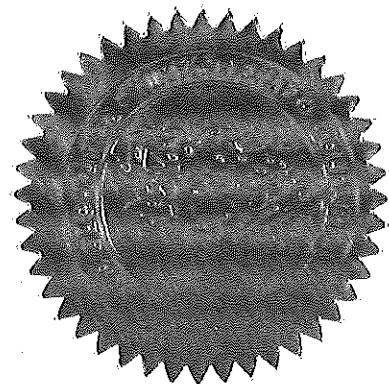
WHEREFORE, in consideration of the foregoing, including the recital paragraphs, the Commonwealth of Pennsylvania, Department of Banking and Securities, Bureau of Securities Compliance and Examinations, Luminary Capital, LLC, and Matthew Christopher Fitzgerald, intending to be legally bound, do hereby execute this Consent Agreement and Order.

**FOR THE COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES
BUREAU OF SECURITIES COMPLIANCE AND EXAMINATIONS**

Redacted

Eric Pisilli, Acting Deputy Secretary for Securities

Date: 06/21/2021



FOR LUMINARY CAPITAL, LLC /

Redacted

(Signature)

MATTHEW C. FITZGERALD
(Print Officer Name)

Date: 6/18/21

FOR MATTHEW CHRISTOPHER FITZGERALD

Redacted

(Signature)

Date: 6/18/21