

UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLUMBIA

SECURITIES AND EXCHANGE COMMISSION
500 North Capitol Street
Washington, D.C. 20549

Plaintiff,
v.

ACOUSTICA ASSOCIATES, INC.,

Defendant.

COMPLAINT FOR INJUNCTION

1. It appears to the plaintiff, Securities and Exchange Commission (“Commission”), that defendant, Acoustica Associates, Inc., is engaged and about to engage in acts and practices which constitute and will constitute violations of Section 13(a) of the Securities Exchange Act of 1934 (“Act”), 15 U.S.C. 78m(a), and certain of the rules and regulations promulgated by the Commission thereunder. The Commission brings this action pursuant to Sections 21(e) and 21(f) of the Act, 15 U.S.C. 78u(e) and 78u(f), for injunctive relief to compel defendant to comply with the requirements of Section 13(a) of the Act and the rules and regulations thereunder.

2. This Court has jurisdiction of this action under Sections 21(f) and 27 of the Act, 15 U.S.C. 78u(f) and 78aa.

3. Defendant, a corporation incorporated in the state of New York, is an issuer of common stock registered under Section 12 of the Act, 15 U.S.C. 78l, pursuant to the filing by defendant with the Commission of a registration statement for such security under Section 12(g) of the Act on September 16, 1965, which registration statement became effective on November 15, 1965.

4. Section 13(a) of the Act and the rules and regulations thereunder provide that an issuer of a security registered pursuant to Section 12 of the Act shall file certain reports with the Commission in Washington, D.C. Defendant, as such an issuer, has been required at all times material herein, and is now required, to file such reports.

5. Defendant was required by Section 13(a) of the Act and Rule 13a-1 thereunder, 17 CFR 240.13a-1, to file an annual report on Form 10-1K for the fiscal year ended February 28, 1966. The original due date of this report, as provided by Rule 13a-1, was June 28, 1966. Defendant requested, and was granted, an extension of time until July 15,

1966, pursuant to Rule 12b-25 under the Act, 17 CFR 240.12b-25, within which to file such report. Defendant failed to file such report until July 26, 1966.

6. Defendant was required by Section 13(a) of the Act and Rule 13a-1 thereunder to file an annual report on Form 10-K for the fiscal year ended February 28, 1967, on or before June 28, 1967. Defendant failed to file such report until October 9, 1967.

7. Defendant was required by Section 13(a) of the Act and Rule 13a-1 thereunder to file an annual report on Form 10-K for the fiscal year ended February 29, 1968. The original due date of this report, as provided by Rule 13a-1, was June 29, 1968. Defendant requested, and was granted, an extension of time until July 29, 1968, pursuant to Rule 12b-25 under the Act within which to file such report. Defendant failed to file such report until November 25, 1968, and failed to file the certified financial statements which were required to be included in such report until February 24, 1969.

8. Defendant was required by Section 13(a) of the Act and Rule 13a-1 thereunder to file an annual report on Form 10-K for the fiscal year ended February 28, 1969, on or before June 28, 1969. Defendant failed to file such report until October 31, 1969.

9. Under Section 13(a) of the Act, Rule 13a(1) thereunder, and Instruction 1(a) of the Instructions as to Financial Statements for Form 10-K reports, 17 CFR 249.310, defendant was required to include in its Form 10-K annual report for the fiscal year ended February 28, 1970, a certified balance sheet as of that date and a certified profit and loss statement for that fiscal year. Defendant failed to comply with the foregoing requirements in that the balance sheet as of February 28, 1970, and the profit and loss statement for the fiscal year ended February 28, 1970, both contained in defendant's annual report on Form 10-K for that fiscal year, were not certified.

10. Defendant was required by Section 13(a) of the Act and Rule 13a-13 thereunder, 17 CFR 240.13a-13, prior to the effectiveness of a revision of Rule 13a-13 on October 28, 1970 (which revision is effective for reporting periods ending after December 31, 1970) to file semi-annual reports on Form 9-K. (Revised Rule 13a-13 now requires the filing of quarterly reports on Form 10-Q.) Defendant failed to comply with the Form 9-K reporting requirements in that:

a. Defendant was required by Section 13(a) of the Act and Rule 13a-13 to file a semi-annual report for the six-month period ended August 31, 1965, on or before December 30, 1965. Defendant failed to file such report until February 8, 1966.

b. Defendant was required by Section 13(a) of the Act and Rule 13a-13 to file a semi-annual report for the six-month period ended August 31, 1966, on or before October 15, 1966. Defendant failed to file such report until February 9, 1967.

c. Defendant was required by Section 13(a) of the Act and Rule 13a-13 to file a semi-annual report for the six-month period ended August 31, 1967, on or before October 15, 1967. Defendant failed to file such report until December 19, 1967.

d. Defendant was required by Section 13(a) of the Act and Rule 13a-13 to file a semi-annual report for the six-month period ended August 31, 1968, on or before October 15, 1968. Defendant failed to file such report until March 5, 1971.

e. Defendant was required by Section 13(a) of the Act and Rule 13a-13 to file a semi-annual report for the six-month period ended August 31, 1969, on or before October 15, 1969. Defendant failed to file such report until October 19, 1970.

11. The most recent annual report on Form 10-K filed by defendant with the Commission -- the annual report for the fiscal year ended February 28, 1970, which was filed on May 25, 1970 -- stated that as of April 30, 1970, the common stock of defendant was held of record by approximately 2,100 persons and that as of February 28, 1970 defendant had \$1,875,792 in total assets (unaudited). On information and belief, the Commission alleges that there is a trading market in the common stock of defendant.

12. Without an appropriate order of this Court, defendant will continue to engage in the unlawful practices set forth herein, and in similar practices, by continuing to fail to file with the Commission reports and documents required pursuant to law.

WHEREFORE, the Commission prays that this Court:

I. Order defendant to file with the Commission forthwith an amendment to the annual report on Form 10-K for defendant for the fiscal year ended February 28, 1970, such amendment to contain a certified balance sheet as of February 28, 1970 and a certified profit and loss statement for the fiscal year ended February 28, 1970.

II. Grant a permanent injunction enjoining and restraining defendant from violating Section 13(a) of the Act and the rules and regulations thereunder by failing to file with the Commission timely and proper reports as required by such provisions.

III. Grant such other and further relief as the Court may deem appropriate.

Richard H. Rowe
Robert M. Steinbach
Mario V. Mirabelli
Attorneys for the Plaintiff

SECURITIES AND EXCHANGE COMMISSION
500 North Capitol Street
Washington, D.C. 20549
755-1644