

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 100171 / May 17, 2024**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-21940**

**In the Matter of**  
  
**Sean McManus,**  
  
**Respondent.**

**ORDER INSTITUTING**  
**ADMINISTRATIVE PROCEEDINGS**  
**PURSUANT TO SECTION 15(b) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934,**  
**MAKING FINDINGS, AND IMPOSING**  
**REMEDIAL SANCTIONS**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Sean McManus (“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 him and the subject matter of these proceedings and the findings contained in paragraph III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

**III.**

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

1. McManus, 52 years old, is a resident of Boynton Beach, Florida. McManus has worked as a consultant for Nutra Pharma Corporation (“Nutra Pharma”) since early 2013. He was previously a registered representative associated with various registered broker-dealers from 1996

through 1998. In January 2001, McManus was permanently barred by the National Association of Securities Dealers (“NASD”) (now the Financial Industry Regulatory Authority) from associating with NASD member firms in any capacity after allegedly purchasing shares of stock in the accounts of customers without customers’ knowledge or consent.

2. On May 13, 2024, a final judgment was entered by consent against McManus, permanently enjoining him from future violations of Section 17(a) of the Securities Act of 1933 and Exchange Act Sections 10(b) and 15(a) and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Nutra Pharma Corp., et al., Civil Action Number 2:18-CV-05459, in the United States District Court for the Eastern District of New York.

3. The Commission’s complaint alleged that, in connection with the sale of stock in Nutra Pharma, McManus made misstatements to prospective investors about Nutra Pharma’s business and operations. In addition, it alleged McManus acted as an unregistered broker by soliciting investments in Nutra Pharma, including through cold-calling potential investors and hosting informational dinners for potential investors, while receiving cash compensation from Nutra Pharma after investments came into the company.

#### **IV.**

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent McManus be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization with the right to apply for reentry after two years to the appropriate self-regulatory organization, or if there is none, to the Commission.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, compliance with the Commission's order and payment of any or all of the following: (a) any disgorgement or civil penalties ordered by a Court against the Respondent in any action brought by the Commission; (b) any disgorgement amounts ordered against the Respondent for which the Commission waived payment; (c) any arbitration award related to the conduct that served as the basis for the Commission order; (d) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (e) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Vanessa A. Countryman  
Secretary