

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

JUSTIN SUN, TRON FOUNDATION LIMITED,
BITTORRENT FOUNDATION LTD.,
RAINBERRY, INC., AUSTIN MAHONE, and
DEANDRE CORTEZ WAY,

Defendants.

Case No. 23-2433

JURY TRIAL DEMANDED

COMPLAINT

Plaintiff Securities and Exchange Commission (the “SEC” or “Commission”) alleges the following:

SUMMARY

1. This action arises from Defendant Justin Sun’s (“Sun”) orchestration of the unregistered offer and sale, manipulative trading, and unlawful touting of crypto asset securities.
2. Working through several companies that he owns and controls—including Defendants Tron Foundation Limited (“Tron Foundation”), BitTorrent Foundation Ltd. (“BitTorrent Foundation”), and Rainberry, Inc. (“Rainberry,” and collectively with Sun, the Tron Foundation, and the BitTorrent Foundation, the “Sun Defendants”)—Sun engineered the offer and sale of two crypto asset securities called “TRX” and “BTT.” Starting around August 2017, and continuing thereafter, the Sun Defendants engaged in a scheme to distribute billions of TRX and BTT to the public while also creating active secondary markets on which TRX and BTT could be traded.

3. The Sun Defendants offered and sold TRX and BTT as securities and were thus required to register those offers and sales with the SEC unless an exemption from registration was available. But they never did so. Despite engaging in widespread public offers and sales of TRX and BTT, and even though no exemption from registration was available, neither Sun nor his entities ever filed a registration statement with the SEC.

4. Sun also directed the manipulative wash trading of TRX to create the artificial appearance of legitimate investor interest and keep TRX's price afloat. Sun accomplished this wash trading through: the Tron Foundation, whose employees conducted the trades at Sun's direction; the BitTorrent Foundation, which, together with the Tron Foundation, owned and controlled nominee accounts used in the trading; and Rainberry, whose employees transferred funds to facilitate the trading and opened at least one nominee account used in the trading. Sun's wash trading team, working under his direction, engaged in hundreds of thousands of TRX wash trades between accounts that Sun ultimately controlled. None of those trades involved any change in beneficial ownership or had any legitimate economic purpose.

5. To drive public interest in TRX and BTT, the Sun Defendants created a publicity campaign that involved paying celebrities, including Defendants Austin Mahone ("Mahone") and DeAndre Cortez Way ("Way"), among others, to promote or tout TRX and BTT on their social media accounts, which had millions of followers. Although the celebrities were paid to promote TRX and BTT, their touts on social media did not disclose that they had been paid or the amounts of their payments. Thus, the public was misled into believing that these celebrities had unbiased interest in TRX and BTT, and were not merely paid spokespersons.

6. Additionally, Sun materially misrepresented the truth about the touting campaign to deceive investors. In February 2021, Sun stated falsely on social media, "If any celebrities are

paid to promote TRON, we require them to disclose.” In fact, Sun himself arranged the payments to celebrities and knew those payments were not disclosed.

7. By their conduct alleged herein, the Sun Defendants violated registration and anti-fraud provisions of the Securities Act of 1933 (the “Securities Act”), specifically Sections 5(a) and (c), 15 U.S.C. §§ 77e(a) and (c), and Sections 17(a)(1) and (3) of the Securities Act, 15 U.S.C. §§ 77q(a)(1) and (3). They also violated anti-manipulation and anti-fraud provisions of the Securities and Exchange Act of 1934 (the “Exchange Act”), specifically Sections 9(a)(1) and (2), 15 U.S.C. §§ 78i(a)(1) and (2), and Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5. Additionally, they aided and abetted violations of the anti-touting provision, Section 17(b) of the Securities Act, 15 U.S.C. § 77q(b), by multiple celebrities, including Mahone and Way.

8. By their conduct alleged herein, Mahone and Way violated the anti-touting provision, Section 17(b) of the Securities Act, 15 U.S.C. § 77q(b).

9. Unless restrained and enjoined, Defendants will continue to violate the federal securities laws.

JURISDICTION AND VENUE

10. The Court has subject matter jurisdiction over this action pursuant to Sections 20(b), 20(d) and 22(a) of the Securities Act, 15 U.S.C. §§ 77t(b), 77t(d) and 77v(a), and Sections 21(d) and 27(a) of the Exchange Act, 15 U.S.C. §§ 78u(d) and 78aa(a).

11. The Court has personal jurisdiction over Defendants, and venue is proper in this District pursuant to Section 22(a) of the Securities Act, 15 U.S.C. § 77v(a), and Section 27(a) of the Exchange Act, 15 U.S.C. § 78aa(a), because, among other things, some of Defendants’ acts and transactions that violated the federal securities laws occurred in this District. For example,

the Sun Defendants offered and sold TRX and/or BTT in unregistered securities transactions to investors who resided in this District. Additionally, the touting tweets by Mahone and Way described herein were sent to Twitter users across the country, including in this District.

DEFENDANTS

12. **Defendant Justin Sun** (a/k/a Yuchen Sun), age 32, is a Chinese national and crypto asset entrepreneur. Sun attended college in China and received a post-graduate degree from the University of Pennsylvania. Sun is currently the Permanent Representative of Grenada to the World Trade Organization and is believed to be living in Singapore and/or Hong Kong. At all relevant times, Sun acted through, on behalf of, and for the benefit of the Tron Foundation, the BitTorrent Foundation, and Rainberry.

13. **Defendant Tron Foundation Limited** was founded by Sun in 2017 as a Singapore Public Company Limited by Guarantee. The Tron Foundation is one of several alter-ego entities organized by Sun through which he conducted the TRX and BTT offerings and managed the development and marketing of the Tron ecosystem. From 2017 to the present, Sun has owned and controlled the Tron Foundation.

14. **Defendant BitTorrent Foundation Ltd.** (sometimes d/b/a BitTorrent) was founded by Sun in October 2018 as a Singapore Public Company Limited by Guarantee. The BitTorrent Foundation is one of several alter-ego entities organized by Sun, including the Tron Foundation, through which he conducted the BTT offerings and managed, together with Rainberry, Inc., the development and marketing of the BitTorrent protocol. From 2018 to the present, Sun has owned and controlled the BitTorrent Foundation.

15. **Defendant Rainberry, Inc.** (sometimes d/b/a BitTorrent) is a California corporation owned and managed by Sun. The corporation was founded in 2004 and operated as

BitTorrent, Inc. until June 2018, when it was acquired by Sun and renamed Rainberry, Inc. From 2018 to the present, Sun has owned and controlled Rainberry and is its only shareholder and officer.

16. **Defendant Austin Mahone**, age 26, is a U.S. citizen and a singer and songwriter residing in Miami, Florida. At or around the time of his relevant actions alleged herein, Mahone had approximately 9.1 million followers on Twitter.

17. **Defendant DeAndre Cortez Way** (a/k/a Soulja Boy), age 32, is a U.S. citizen and a singer and record producer residing in Calabasas, California. At or around the time of his relevant actions alleged herein, Way had approximately 5.2 million followers on Twitter.

BACKGROUND ON SECURITIES OFFERINGS

18. Congress enacted the Securities Act to regulate the offer and sale of securities. In contrast to commercial principles of *caveat emptor* (or buyer beware), Congress in the Securities Act enacted a regime of full and fair disclosure, requiring those who offer and sell securities to the investing public to provide sufficient, accurate information to allow investors to make informed decisions before they invest.

19. Sections 5(a) and 5(c) of the Securities Act generally require an issuer of securities to register an offering of securities through an effective registration statement before the securities are offered and sold to the public. *See* 15 U.S.C. § 77e(a) and (c). Registration statements for a securities offering provide public investors with material information about the issuer and the securities to be offered and sold.

20. Section 2(a)(1) of the Securities Act defines “security” to include a wide range of investment vehicles, including an “investment contract.” 15 U.S.C. § 77b(a)(1). An investment contract, for purposes of the Securities Act, includes any “contract, transaction or scheme

whereby a person invests his money in a common enterprise and is led to expect profits” from the efforts of others. *SEC v. W.J. Howey Co.*, 328 U.S. 293, 298-99 (1946). This broad definition is “flexible” and “capable of adaptation to meet the countless and variable schemes devised by those who seek the use of the money of others on the promise of profits.” *Id.* at 299. Courts have found that many types of investments, including crypto assets, may constitute investment contracts and thus securities. *See, e.g., SEC v. Kik Interactive Inc.*, 492 F. Supp. 3d 169, 173 (S.D.N.Y. 2020) (holding that certain crypto assets were sold as securities in unregistered transactions).

21. In analyzing whether something is a security, “form should be disregarded for substance,” *Tcherepnin v. Knight*, 389 U.S. 332, 336 (1967), “and the emphasis should be on economic realities underlying a transaction, and not on the name appended thereto.” *United Housing Found., Inc. v. Forman*, 421 U.S. 837, 849 (1975).

BACKGROUND ON CRYPTO ASSETS

22. The term “crypto asset” generally refers to an asset issued and/or transferred using distributed ledger or blockchain technology, including assets sometimes referred to as “cryptocurrencies,” “digital assets,” “virtual currencies,” “digital coins,” and “digital tokens.”

23. A blockchain or distributed ledger is a peer-to-peer database spread across a network of computers that records all transactions in theoretically unchangeable, digitally recorded data packages. The system relies on cryptographic techniques for secure recording of transactions.

24. Blockchains typically employ a consensus mechanism to “validate” transactions, which, among other things, aims to achieve agreement on a data value or on the state of the ledger. Crypto assets may be traded on crypto asset trading platforms in exchange for other

crypto assets; they may also be also be purchased or sold from the platform in exchange for fiat currency (legal tender issued by a country).

25. A blockchain “protocol” is a code, software, or algorithm that governs how a blockchain, or a feature of a blockchain, operates, including, among other things, the validation mechanism used for the particular blockchain.

26. On July 25, 2017, the SEC issued the *Report of Investigation Pursuant to Section 21(a) of the Securities Exchange Act of 1934: The DAO*, advising “those who would use . . . distributed ledger or blockchain-enabled means for capital raising[] to take appropriate steps to ensure compliance with the U.S. federal securities laws,” and finding that the offering of crypto assets at issue in that report involved investment contracts and thus securities.

FACTS

I. Sun and the Tron Foundation Launched TRX and Promoted It as an Investment

A. Sun and the Tron Foundation Established the Tron “Ecosystem”

27. No later than June 2017, Sun and the Tron Foundation began promoting the Tron “ecosystem”—i.e., a group of blockchain protocols, software code, and crypto assets controlled by Sun and the Tron Foundation—through a series of “whitepapers” that they posted on the internet. The whitepapers often referred simply to “Tron” as a shorthand for the ecosystem that Sun and the Tron Foundation controlled. The whitepapers were aimed at the investing public, including investors in the United States. At all relevant times, Sun and the Tron Foundation controlled and had ultimate authority over the statements made in the whitepapers.

28. On or about August 22, 2017, Sun and the Tron Foundation posted Tron Whitepaper Version 1.7 (the “TRX Whitepaper”) on the internet. The TRX Whitepaper explained that “TRON is a blockchain-based decentralized protocol that aims to construct a

worldwide free content entertainment system with the blockchain and distributed storage technology.” The TRX Whitepaper further explained that Tron’s protocol allowed users to publish, store, and own data, and to participate in “a decentralized content entertainment ecosystem.”

29. Additionally, the TRX Whitepaper stated that the Tron Foundation was established “to operate [the] TRON network.”

B. Sun and the Tron Foundation Marketed TRX as an Investment Before Its ICO

30. Sun and the Tron Foundation used the TRX Whitepaper to, among other things, entice investors to purchase “TRX” (also known as “TRONIX”), a crypto asset that Sun and the Tron Foundation called the “Official Token of TRON.” The TRX Whitepaper made clear that “[t]hose who wish to enter” the Tron ecosystem “must buy” TRX.

31. The TRX Whitepaper promoted an upcoming initial coin offering (“ICO”) of TRX, comprising forty percent of the 100 billion total TRX supply. The TRX Whitepaper explained that thirty-five percent of the remaining TRX would be allocated to the “TRON Foundation and the ecosystem,” fifteen percent would be allocated to a “[p]rivate offering,” and ten percent would be allocated to “Peiwo Huanle (Beijing) Technology Co., Ltd.” (“Peiwo”), another Chinese company that Sun founded, owned and controlled.

32. The TRX Whitepaper also promoted the profit potential for investors in TRX. For example, it stated: Purchasers of TRX could “share [in] *dividend growth*”; Tron’s ecosystem was designed for TRX “holders who [are] optimistic about TRON on a *long-term basis*”; “those who hold and lock [TRX] for [the] long[-term] *will be rewarded*”; “[l]ong-term investment” was “critical;” “stakeholders enjoy . . . *sustainable growth*”; and “[l]ong-term holding of stakeholders

[would] be the benchmark in the ecosystem and better lead the development of the ecology.”
(Emphasis added.)

33. The TRX Whitepaper also promoted the executive team whose efforts would supposedly lead to TRX’s success. For example, the TRX Whitepaper listed Sun as the “Founder and Chief Executive Officer” and highlighted Sun’s prior experience working for another crypto asset company, stating that the “market value of [the company] has exceeded ten billion US dollars.” Similarly, the TRX Whitepaper spotlighted other team members, emphasized their credentials, and stated that the “TRON founding team will spare no efforts to realize the development goal proposed in the white paper and expand the growth” of the Tron ecosystem.

34. The TRX Whitepaper and similar, later whitepapers promoting TRX that Sun and the Tron Foundation issued, remain on the internet and available to investors to this day.

35. From about August through September 2017, Sun and the Tron Foundation conducted the TRX ICO, offering and selling TRX to numerous purchasers who paid crypto assets—including Bitcoin (“BTC”) and Ether (“ETH”)—in exchange for TRX. In the ICO, 40% of the total available supply of TRX was offered, sold, and otherwise distributed, with the remaining TRX allocated for distribution in the proportions listed in the TRX Whitepaper—35% to the Tron Foundation and Tron ecosystem; 15% for distribution in a “private offering”; and 10% to Peiwo. Sun owned and/or controlled the Tron Foundation and Peiwo, and thus he effectively retained control over at least the 45% of TRX allocated to these entities.

C. Sun and the Tron Foundation Sought to Create a Secondary Market for TRX While Continuing to Promote TRX as an Investment

36. The “Trading Platform” is a crypto asset trading platform based in the United States. On or about March 1, 2018, Sun and the Tron Foundation took steps to get the Trading

Platform to make TRX available for trading by its customers, including investors in the U.S. That day, the Trading Platform announced publicly on Twitter that TRX was “available for trading.” Thereafter, Sun and the Tron Foundation publicly promoted each time TRX was “listed”—or made available for trading—on a new crypto asset trading platform, including the “listing” on a second U.S.-based platform on or about March 25, 2019. From on or about March 1, 2018 through approximately July 2021, Sun and the Tron Foundation tweeted more than 200 times promoting the availability of TRX for trading on crypto asset trading platforms.

37. Sun and the Tron Foundation also made other public statements promoting TRX as an investment. For example, on or about March 17, 2018, Sun and the Tron Foundation posted on the U.S.-based digital publishing platform Medium a link to an article titled “4 Reasons to Invest in Tron, Before the Main Net Launch.” The article explained that ongoing efforts by Sun and the Tron Foundation “will boost the value of TRX” and stated that investors “should invest now, while [they] still can.” The article further advised investors “considering investing in TRX” that “now is one of the best times to do it,” and that “[b]uying TRX now, while its [sic] cheap, could lead to serious returns after the Tron Main Net launches and investors rush to fill their bags.”

38. Sun and the Tron Foundation specifically targeted investors in the United States. For example, on or about September 18, 2018, the Tron Foundation tweeted, “[y]ou can now buy \$TRX directly with USD on @BittrexExchange.” That tweet linked to a Global Coin Report post stating, “[T]his is the first time that Tron has been paired with the USD in the United States.”

39. That same day, Sun tweeted, “#TRX already can be traded on @BittrexExchange, \$USD markets, \$USD/ \$TRX. First #TRX fiat trading pair in US. Go #TRON. Go #TRONICS. #TRON to the future.”

40. On or about December 15, 2019, Sun retweeted a post from another individual, which stated that investors in the United States could trade TRX “pretty much everywhere, especially with a VPN.”¹ Sun’s retweet announced, “[w]e will make \$TRX available for all [U.S.] users! More options are on the way!” Sun and the Tron Foundation worked with crypto asset trading platforms to made TRX widely available for trading by investors in the United States, who can still trade TRX on at least four U.S.-based platforms.

41. Sun and the Tron Foundation regularly publicized their ongoing efforts to increase TRX’s value. For instance, in an interview posted on November 30, 2017 to the Medium page of a popular investor in crypto assets, Sun promoted TRX’s availability for trading on four crypto asset trading platforms, and represented that “team is working hard on getting on bigger exchanges.”

42. In the same interview, Sun described a six-stage “roadmap” for future development, committing his team to a nearly eight-year development schedule. “The roadmap is on the official website, there are six stages, Exodus, Odyssey, Great Voyage, Apollo Star, Trek, Eternity. For now, we plan to make Peiwo APP compatible with TRX and complete the development of our own main chain. After the own main chain is done, we will optimize the network based [sic] different kinds of online entertainments applications.”

¹ A VPN or virtual private network uses encryption over a public network, typically the internet, to create a secure, apparently private network. Using a VPN allows a user to hide the public IP address of their device and, depending on the provider, may allow a user to select an “exit node” in a specific country or geographic region, hiding their actual location.

43. Sun and the Tron Foundation also widely publicized their efforts to manage the supply of TRX to ensure price appreciation for the benefit of TRX investors. For example, on or about June 26, 2018, Sun tweeted that “#TRON completed Coin Burn of 1 billion #TRX,” with a link to a Tron Foundation Medium post explaining that “‘Coin burn’ refers to removing tokens from the total supply” and “encourages a fair distribution of cryptocurrency, helps to control inflation and reward[s] token holders” because reducing the total supply of TRX would typically increase the value of TRX remaining in the market.

44. Later, on or about December 19, 2017, the Tron Foundation posted an “Announcement to Our *Investors*” (emphasis added) on its Medium page, stating that “[t]he 34.2518% TRX held by Tron Foundation . . . had already being locked [sic] up until January 1st, 2020,” and assuring investors that “Tron Foundation TRX will not be withdrawn or traded.” The Tron Foundation concluded this post by stating, “[w]e are working hard in order to provide security and supervision of all our investors, supporters and believers.”

45. Then, on or about June 26, 2019, the Tron Foundation posted to Medium an “Announcement on \$20 Million TRX Buy-back Plan and 2020 TRX Holding Plan,” which detailed a plan to “conduct by far the largest TRX buy-back . . . with the widest coverage in the secondary market, which will last for a year and will be conducted in several batches with no less than \$20 million.” The stated purpose of this plan was “to promote community activity and market stability.” The Medium post also assured investors that “[t]he [Tron] ‘Foundation will continue to increase our TRX holdings in the secondary market to manifest our confidence in the development of the TRON ecosystem.’”

46. On or about June 27, 2019, Sun tweeted about the \$20 million TRX buyback and included a link to an article on cointelegraph.com reiterating the details previously posted to Medium.

II. Sun and the Tron Foundation Engaged in Unregistered TRX Offers and Sales

47. TRX was offered and sold as a security, specifically as an investment contract. All TRX purchasers, including those who tendered value for TRX other than cash or crypto assets, invested in a common enterprise alongside Sun and the Tron Foundation, who at all times retained significant TRX holdings. Because the value of TRX rose or fell together for all holders, all TRX holders profited or suffered losses in amounts proportionate to their TRX holdings. As such, their fortunes—including the realization of future profits—were inextricably tied to Sun’s fortunes and to each other’s. And, given widespread promotional statements by Sun and the Tron Foundation emphasizing the Foundation’s TRX holdings, TRX purchasers reasonably expected their fortunes to be inextricably tied to those of Sun, the Tron Foundation, and each other.

48. All TRX purchasers’ and holders’ prospective profits also depended largely on efforts by Sun and the Tron Foundation to develop the Tron protocol, make TRX available for trading on crypto asset trading platforms, and promote TRX to potential investors so as to increase its secondary market price for all holders. And, given Sun and the Tron Foundation’s promotional statements, TRX purchasers and holders reasonably expected that the value of their investment would largely rise or fall on these efforts to increase TRX’s value. From at least March 2018 through February 2019, Sun and the Tron Foundation offered and sold TRX in three types of unregistered securities transactions, described below.

49. No registration statement was ever filed with the SEC or in effect with respect to any of these offers and sales of TRX, and no exemption from registration was available for these offers and sales of TRX. Thus, the offers and sales of TRX described below violated the registration provisions of the federal securities laws.

A. Offers and Sales of TRX on a U.S.-Based Crypto Asset Trading Platform

50. From on or about March 12, 2018, through February 11, 2019, Sun and the Tron Foundation offered and sold approximately 542.6 million TRX to investors, including U.S. persons who placed their orders on the Trading Platform while in the United States. Those sales generated net proceeds of more than \$31.9 million for Sun and the Tron Foundation.

B. Offers and Sales of TRX in the Tron “Emoji Contest”

51. Between August 13, 2018, and August 28, 2018, Sun and the Tron Foundation offered and sold 50,000 TRX through an online bounty program, pursuant to which Sun and the Tron Foundation transferred TRX to certain participants in exchange for completing specific tasks promoting TRX or the Tron Foundation. They referred to this specific bounty program as an “emoji contest,” which required participants to “TELL A STORY ABOUT TRON WITH EMOJIS” by posting and sharing on Facebook and/or Twitter original compositions using “TRON elements” and emojis.

52. According to an August 13, 2018 post by the Tron Foundation to its blog on Medium, creators of so-called “outstanding works,” specifically “the top 6 works with the most likes and shares on both Twitter and Facebook” would be rewarded with 31,000 TRX—16,000 TRX to the first place winner, and 3,000 TRX each to five runners-up. Another 5,000 TRX would be distributed to randomly selected participants who met the contest requirements but were not selected as winners based on the number of “likes and shares” received.

53. Sun posted a link to the Medium announcement on his own Twitter feed, writing “#TRON EMOJI CONTEST: No text, no sound, creatively tell your story with the #TRON emoji, check out the details and earn \$TRX #TRX.”

54. To enter the “emoji contest,” participants had to upload their submissions to Twitter and/or Facebook with the hashtag #TRONFUN, and tag (or “@”) ten friends as well as @tronfoundation. Friends tagged in the winning submissions would also receive TRX, with 4,000 TRX to be shared equally by the ten friends of the first place winner, and 100 TRX to be distributed to each of the ten friends tagged by the five runners-up.

55. The announcement also stated that “[w]orks and pictures of the winners will be posted on TRON official website and official Twitter account.”

56. By entering the “emoji contest,” participants provided Sun and the Tron Foundation with valuable consideration—the online promotion of the Tron platform and TRX ecosystem, promotional artwork to feature on the Tron website, and the Twitter and Facebook handles of entrants and their tagged friends—in exchange for an opportunity to receive TRX.

57. In total, Sun and the Tron Foundation distributed 50,000 TRX to winners of the “emoji contest.”

58. Neither Sun nor his entities took any steps to exclude U.S. persons from receiving TRX in this offering, and at least one of the winners who received TRX was a resident of this District.

C. Offers and Sales of TRX in the “niTRON Sharing Campaign”

59. Between December 12, 2018, and December 16, 2018, Sun and the Tron Foundation offered and sold 28,588 TRX through an online bounty program that required

participants to retweet and comment on the Tron Foundation’s tweet announcing the contest, and include the hashtag “#niTRON.”

60. According to the Tron Foundation’s tweeted announcement, three second prize winners—to be selected from among all contest entrants—would be awarded 6,666 TRX each, while five third prize winners would each receive 1,718 TRX. Two first prize winners would receive tickets to attend the 2019 “niTron Summit,” a Tron-sponsored gathering at the Yerba Buena Art Center in San Francisco to “discuss the current technological progress within the industry, the future of blockchain, and best practices to inspire others to empower the development of blockchain.”

61. By entering the niTRON sharing contest, participants provided Sun and the Tron Foundation with valuable consideration—the promotion of the Tron Foundation and the niTRON summit on Twitter—in exchange for an opportunity to receive TRX.

62. Neither Sun nor his entities took any steps to exclude U.S. persons from receiving TRX in this offering, and at least one of the winners who received TRX was a U.S. person.

III. The Sun Defendants Launch BTT and Promote It as an Investment

A. Sun Acquires Rainberry and Incorporates It into the Tron Ecosystem

63. In or about June 2018, Sun purchased BitTorrent, Inc., a company based in San Francisco, California. BitTorrent, Inc.’s technology allowed users to download and transfer digital data and files. Sun changed the company’s name to Rainberry, although its promotional materials often continue to refer to it as BitTorrent. Sun then used Rainberry and the BitTorrent Foundation, which he formed in October 2018, to offer and sell both the BitTorrent Token, a new crypto asset abbreviated as “BTT,” and TRX.

64. In a “Letter to the Community” posted to the Tron Foundation’s Medium page on July 24, 2018, Sun announced “that TRON has successfully acquired BitTorrent and all

BitTorrent products. From this day on, BitTorrent . . . will become part of the TRON ecosystem. . . . Through this acquisition, BitTorrent and TRON will combine forces, with *the TRON US team merging with the BitTorrent team*. BitTorrent possesses world-class technical talent and solid experience in decentralized protocol technology. Combining the robust capabilities of the two teams will take the technology behind the TRON ecosystem to a whole new level.” (Emphasis added).

65. Sun, the Tron Foundation, and the BitTorrent Foundation posted similar announcements to their respective Twitter accounts.

66. Consistent with Sun’s July 24, 2018 announcement, Rainberry’s operations became intertwined with those of the Tron Foundation. Rainberry employees and executives—who had previously used email addresses with the “@BitTorrent” domain—were provided with “@tron.network” email addresses, and many Rainberry employees were tasked with working on projects related to the Tron Foundation.

67. Sun and the Tron Foundation also began referring to key Rainberry personnel as “Tron” employees on social media, and Rainberry personnel and Sun, on behalf of the Tron Foundation, the BitTorrent Foundation, and Rainberry, began appearing at events like the “niTron Summit,” discussed above, to publicize Tron and TRX alongside BitTorrent and BTT.

B. The Sun Defendants Promoted BTT as an Investment

68. At all relevant times following his acquisition of BitTorrent, Inc., Sun had ultimate authority over the BitTorrent Foundation and Rainberry’s social media accounts—including the @BitTorrent Twitter and Medium accounts—and directed, controlled, and approved posts made on these platforms.

69. On or about January 3, 2019, the BitTorrent Foundation and Rainberry announced, by tweet from the BitTorrent Foundation's @BitTorrent Twitter account, the "new BitTorrent \$BTT" crypto asset, which "will be exclusively available to non-U.S. accounts on #BinanceLaunchpad, the token sale platform [operated] by leading cryptocurrency exchange @binance!"

70. In a YouTube video posted on January 4, 2019, Sun—appearing with a Rainberry executive from Rainberry's San Francisco headquarters—explained that the offer and sale of BTT was an effort to "monetize BitTorrent with the Bitcoin together." In this same video, Sun acknowledged that issuing a new BTT crypto asset was intended to bring BitTorrent's users and their "billions of devices" into the Tron ecosystem. Sun also stated that his goal was to get the "tens of millions of [BitTorrent] users . . . interested in BTT or even crypto and then they will get the TRX wallet and then they will also get into the Tron community."

71. The Sun Defendants scheduled the first offer and sale of BTT for late January 2019. Around that time, the Sun Defendants posted to BitTorrent's website a new whitepaper (the "BTT Whitepaper") to promote BTT to investors. Sun controlled and had ultimate authority over the statements made in the BTT Whitepaper.

72. The BTT Whitepaper stated that "[i]n 2018, BitTorrent formed a strategic partnership with TRON," and that the "TRON Foundation and BitTorrent Foundation are introducing a new cryptographic token, called BTT." The BTT Whitepaper further explained that BTT would be "made available as a divisible token, allowing for granular pricing."

73. The BTT Whitepaper also promoted the initial offering of BTT. It explained that 990 billion BTT would be offered and sold, and that the tokens would be distributed as follows: 6% for public sale; 2% for private sale; 9% for "[s]eed sale"; 10.1% for "Tron airdrop tokens";

10% for “BitTorrent protocol airdrop tokens”; 19% for the “BitTorrent Team and the BitTorrent Foundation”; 20% for the Tron Foundation; 19.9% for the “BitTorrent ecosystem” and 4% for “[p]artnership tokens.”

74. On or about January 29, 2019, the Sun Defendants publicly offered or caused to be offered BTT for the first time through a so-called initial exchange offering (“IEO”).

75. Like ICOs, IEOs are offerings of crypto assets to raise capital. However, IEOs are conducted by crypto asset trading platforms on behalf of crypto asset issuers—usually for a fee—and immediately provide a secondary market for crypto asset purchasers.

76. Only holders of TRX or of another specifically-identified crypto asset were eligible to purchase BTT in the IEO, and all BTT tokens offered in the IEO were sold in less than fifteen minutes.

77. Soon after the IEO, on or about January 28, 2019, Sun tweeted: “For those [who] didn’t get #BTT in the public sale, stay tuned for the #TRX airdrop! Own[ing] \$TRX will secure your chance to get \$BTT! #TRON #BitTorrent.”

78. As with TRX, the BTT Whitepaper, and similar, later whitepapers promoting BTT, remained on the internet and available to investors from February 2019 through the present.

C. The Sun Defendants Sought to Create a Secondary Market for BTT Trading While Continuing to Promote It as an Investment

79. After the BTT IEO, the Sun Defendants, acting through the BitTorrent Foundation, applied for and secured listings for BTT on various crypto asset trading platforms, including the Trading Platform.

80. Social media posts by each of the Sun Defendants created a reasonable expectation of profit for BTT investors. For instance, immediately following the BTT IEO, on

January 31, 2019, Sun tweeted that he had “[t]ak[en] the humble approach and ke[pt] the initial sale price low” to “benefit the community and reward them with decent return!” The Sun Defendants also promoted opportunities to profit from “staking” BTT on various platforms, including more than 40 tweets from January 2020 through May 2021, further promoting BTT as an investment.²

81. Later, around March 1, 2019, in a chat broadcast on Telegram,³ Sun stated that he chose to offer and sell the new BTT tokens, rather than more TRX, to avoid “diluting the value of TRX.” Sun also emphasized that his goal was to “increase[e] the value of TRX and BTT.”

82. Sun’s social media posts and public statements also highlighted increases in BTT’s price and trading volume, thus promoting BTT trading. For example, on May 6, 2019, after TRX fell from a list of “top 10 cryptocurrencies,” Sun stoked continued interest in TRX and BTT on Twitter, tweeting: “#TRON will be back to Top 10 in June! #BitTorrent will be Top 30 in Q2.” On May 29, 2019, Sun tweeted: “Mission completed. It is just a beginning. More to come,” with a link to a post announcing that TRX had returned to the top 10 and BTT had entered the top 30 cryptocurrencies.

83. The Sun Defendants announced other perceived milestones for BTT trading in the secondary market. For example, in May 2019, Sun tweeted: “\$BTT hit the 2nd place with the highest price increase over the last 24 hours among the TOP100 #Cryptos by Market

² “Staking” concerns the “proof of stake” validation protocols that certain blockchains utilize. These protocols offer rewards to those who “validate”—or confirm—transactions on the blockchain. To become a validator and obtain such rewards, holders of crypto assets must first “stake”—or commit—crypto assets (typically, the “native” crypto asset on a particular blockchain). Validators are selected based on the size of their stake, among other factors, creating an incentive to stake, or commit, greater quantities of crypto assets. The protocols incentivize validators to add legitimate transactions to the blockchain because validators are rewarded if they do and could be penalized if they do not, including by having the staked crypto assets “slashed” (or destroyed).

³ Telegram is a cross-platform messaging application commonly used by crypto asset issuers and promoters to disseminate information about crypto asset offers and sales to interested parties and potential investors.

Capitalization!” Similarly, in February 2021, @BitTorrent tweeted that “\$BTT Price Hits New High. \$BTT grew + 151% in 24 hours, +232% in 7 days. #BTT to the [sic] Mars,” with two rocket emojis.

84. The @BitTorrent Twitter account also promoted BTT’s “ROI” or “return on investment” on social media, for example by retweeting a post on July 2, 2019 comparing BTT’s “current ROI” of “11.16x” to lower ROIs of other tokens also offered through IEOs. Later, on July 19, 2021, Rainberry promoted BTT’s secondary market performance, highlighting that “[a]ccording to CryptoRank Platform, #BitTorrent is Top 3 gainer with 751% profits in 2021.”

85. In addition to promoting the BTT secondary market, the Sun Defendants also worked to make BTT available for trading on numerous crypto asset trading platforms. “Listing applications” submitted to multiple crypto asset trading platforms, including the Trading Platform, listed the BitTorrent Foundation as the applicant.

86. The Sun Defendants’ efforts to promote and grow a robust secondary market for trading in BTT were successful. According to a December 20, 2019 tweet by @BitTorrent, as of that date at least 39 crypto asset trading platforms had made available BTT for trading.

87. The availability of BTT on numerous trading platforms allowed investors in the U.S. to purchase and sell BTT, which they did. On January 5, 2019, Sun posted a livestream to YouTube in which he encouraged U.S. investors to “use the Bitcoin . . . or any cryptocurrency to buy the BTT in the future,” despite apparent restrictions on U.S. investors’ participation in the BTT IEO. On May 11, 2021, the @BitTorrent Twitter account posted a link to a video by “Mike Tha Investor” with information “for those who doesn’t [sic] know how to buy #BTT in the U.S.”

IV. The Sun Defendants Engaged in Unregistered BTT Offers and Sales

88. BTT was offered and sold as a security, specifically as an investment contract. All BTT purchasers, including those who tendered value for BTT other than cash or crypto

assets, invested in a common enterprise alongside the Sun Defendants, who at all times retained significant BTT holdings. Because the value of BTT rose or fell together for all holders, all BTT holders profited or suffered losses in amounts proportionate to their BTT holdings. As such, their fortunes—including the realization of future profits—were inextricably tied to those of the Sun Defendants and each other’s.

89. BTT purchasers’ and holders’ prospective profits also depended largely on the efforts of the Sun Defendants to develop the BitTorrent protocol, grow public interest in BTT and TRX, take steps to make BTT available for trading on crypto asset trading platforms, and promote BTT to potential investors so as to increase its secondary market price for all holders. And, given the Sun Defendants’ promotional statements, BTT purchasers and holders reasonably expected that the value of their investment would largely rise or fall on these efforts to increase BTT’s value. From at least February 2019 through October 2021, the Sun Defendants offered and sold BTT in the 9 types of unregistered securities transactions described below.

90. No registration statement was ever filed with the SEC or in effect with respect to, and no exemption from registration was available for, any of these offers and sales of BTT. Thus, the offers and sales of BTT set forth below violated the registration provisions of the federal securities laws.

A. Offers and Sales of BTT in Monthly “Airdrops”

91. From on or about February 11, 2019, through June 13, 2020, the Sun Defendants offered and sold BTT through monthly so-called “airdrops” to TRX holders.

92. In the crypto asset space, an airdrop typically refers to the distribution of crypto assets to certain recipients, purportedly without requiring them to pay cash consideration for the asset. With respect to BTT, however, the recipients had to purchase and hold TRX to be eligible

for airdrops of BTT. Indeed, anyone who purchased and held TRX in a Tron digital wallet or on a participating crypto asset trading platform received BTT regardless of their geographic location or country of citizenship.

93. On January 4, 2019, before the BTT IEO, Sun and the Tron Foundation both “teased” the BTT monthly airdrop program to their followers, tweeting, “Keep decentralizing the web, tokenizing the world’s largest decentralized file sharing protocol. Wanna know more about #BTT @BitTorrent, #BinanceLaunchpad, #niTRONSummit & #BTT airdrop plan? See you there at 8:00am, Jan 5th, 2019(PST) (4 hours later). #TRON to the future. #TRX.”

94. On January 20, 2019, the BitTorrent Foundation “unveil[ed] more details regarding BitTorrent (BTT) airdrops for TRON (TRX) holders” in a post to the @BitTorrent Medium page. Sun and the Tron Foundation each tweeted a link to the January 20, 2019, Medium post, simultaneously announcing the plan to “initiate [the] first airdrop of BitTorrent \$BTT to the TRON \$TRX holders on February 11th, 2019.”

95. The January 20, 2019, Medium post announced, “On February 11th, 2019, BitTorrent Foundation will initiate its first airdrop of BitTorrent (BTT) to TRON (TRX) holders. The snapshot”—a complete record of TRX ownership as of a specific point in time prior to the airdrop used to identify qualifying airdrop recipients—“will be taken when TRON’s block height reaches 6.6 million*. Based on this snapshot, BitTorrent Foundation will initiate its first airdrop of 10,890,000,000 BitTorrent (BTT), corresponding to 1.1% of total supply.”

96. The January 20, 2019, Medium post further announced, “Over the next 12 months following this initial airdrop, 11,880,000,000 BTT will be offered to TRX holders, corresponding to 1.2% of total supply. In 2020, the BitTorrent Foundation will airdrop

12,870,000,000 BTT, corresponding to 1.3% of the total supply, and over the next six years, the percentage airdropped will increase by 0.1% per year, reaching 1.7% in 2025.”

97. To receive BTT in these airdrops, recipients had to hold TRX tokens in “official wallets relaying on TRON’s network,” or in accounts on crypto asset trading platforms “supporting the airdrops.” As explained in the January 20, 2019, Medium post, “If you are holding TRX, you will be eligible for BTT airdrops. All official wallets relaying on TRON’s network and carrying TRX will be eligible for BTT airdrops corresponding to the amount they are holding. No minimum of TRX is required to qualify for BTT airdrops.”

98. On February 11, 2019, @BitTorrent posted an update to its Medium page announcing that the “BitTorrent (BTT) Airdrop program for TRON (TRX) holders [has been] initiated.” According to this post, “all the addresses running on TRON’s blockchain that have a TRX balance greater than or equal to 1 TRX” and all investors with “TRX stored on an exchange or a wallet supporting the official airdrop program” would receive 0.1097681177 BTT for each TRX held.

99. Following the first monthly BTT airdrops to TRX holders on February 11, 2019, from March 2019 through February 2020, the Sun Defendants airdropped an additional 990,000,000 additional BTT to TRX holders on or about the 11th day of each month.

100. Two subsequent monthly airdrops of 1,072,500,000 BTT took place on April 11 and May 11, 2020, before the @BitTorrent Medium page announced on June 13, 2020 the premature end of the airdrop program: “Today, after 16 rounds of BTT airdrops, BitTorrent Speed enjoys over 12 million monthly active users. After discussions among the BitTorrent Foundation, community developers, and community representatives, it is the community’s belief

that the monthly BTT airdrop to TRX holders has achieved its goals, and will discontinue with immediate effect.”

101. According to the June 13, 2020 post to @BitTorrent’s Medium page, “[t]hrough May 11, 2020, BTT [] completed 16 rounds of airdrops to TRX holders, airdropping a total of 25,987,500,000 BTT out of the total pool of 99,990,000,000 BTT, allowing millions of TRX holders to use BTT within the BitTorrent ecosystem.”

102. Anyone who purchased and held TRX in an “official” wallet at the time of each monthly “snapshot” received BTT regardless of their geographic location or country of citizenship. U.S. persons were not excluded from receiving, and in fact did receive, BTT through the monthly airdrop program.

103. In addition to the monthly airdrop program, the January 20, 2019 post to @BitTorrent’s Medium page announced “plans to airdrop additional 99,990,000,000 BTT, during online and offline events, corresponding to 10% of the total supply.” Sun, the BitTorrent Foundation, and Rainberry ultimately offered and sold some of these additional BTT through a number of bounty programs, detailed below.

104. On February 27, 2019, in an “Ask Me Anything” (or “AMA”) session held on the English language Telegram channel of a crypto asset trading platform, Sun explained the purpose of the monthly BTT airdrop to TRX holders: “This is a program to give our users early access to our product, and to encourage them to stick with us for the long term. We are not only airdropping to TRX holders, but also giving the BTT token to BitTorrent users through the clients. We expect over 100M active users will get to know about cryptocurrency and the first one they will experience will be BTT.”

105. Sun emphasized the airdrop program’s potential to bring BitTorrent’s 100 million users into the crypto asset community: “We will provide BTT as an early access mechanism to the 100 million active users and most of them are not cryptocurrency users. However, the 100 million users are the targeted users, and they share a lot of similarities with crypto users. Firstly, they are interested in decentralized technologies and are using peer-to-peer technology. Secondly, the majority of BitTorrent users are males between 25 and 35 years old, which is also a group very interested in cryptocurrency. Therefore, when the 100 million users receive BTT airdrops, they will start to wonder what BTT is, and what cryptocurrency is, and start to investigate.”

106. Sun also explained that the decision to target BitTorrent’s users with a new token, BTT, instead of TRX, was intended to avoid “diluting” TRX’s value for existing holders. “The BitTorrent user base is huge (~100M MAU), so we can’t provide enough TRX to then bootstrap the economy without diluting the value of TRX,” said Sun in his February 27, 2019, AMA. “Since BTT is a TRC-10 token, TRX and BTT are like a razor and a blade. It’s really important for me to give access to BTT to the TRON community and reward the TRX holders so we decided to create a 6 years long program to airdrop 10% of the total circulating supply which is pretty unique within the crypto space. *The more successful BTT is, the more successful TRX will be,*” (emphasis added).

107. By acquiring and holding TRX tokens in exchange for the opportunity to receive BTT through monthly airdrops, would-be BTT airdrop recipients provided the Sun Defendants with valuable consideration—(i) increased demand for TRX, (ii) further growth in TRX trading volume and liquidity on the secondary market, (iii) upward pressure on TRX’s secondary market

price, (iv) promotion of BTT and the BitTorrent platform to TRX's existing base of engaged crypto asset investors, and (v) the rapid development of a secondary market for BTT.

B. Offers and Sales of BTT in the “New Year 2020” Distribution

108. From on or about December 23, 2019, through January 1, 2020, the Sun Defendants offered and sold BTT through an online bounty program they referred to as the “New Year 2020” distribution.

109. To receive BTT in this distribution, participants had to follow BitTorrent on Twitter, visit BitTorrent's page on YouTube, submit online an answer to the question “why do you use Bit Torrent?” and tag friends' social media accounts—all forms of publicizing Rainberry and BTT.

110. To receive BTT in this distribution, participants also had to have or establish a BTT wallet address.

111. The Sun Defendants announced this distribution in a December 22, 2019, post to the @BitTorrent Medium page: “[t]o celebrate the coming of exciting 2020 year, BitTorrent decides to give away 7 million BTT to BitTorrent community, including a special big prize for this Christmas. Each day during the event, 10 winners will be drawn from the selected entries, starting on December 23th. Because the drawing is done randomly and each user is allowed multiple entries (see “rules” below), you could win multiple days, or even multiple times each day!”

112. According to this Medium post, 10 winners chosen daily between December 23, 2019, and January 1, 2020, would each received 50,000 BTT, with the exception of 10 winners on chosen on December 25, 2019, who would receive “a special big prize for this Christmas” of 250,000 BTT each.

113. On December 23, 2019, @BitTorrent also announced the distribution on Twitter, with a link to the December 22, 2019, Medium post, as well as a link to a website hosted by a third party that describes itself as “The Business Growth Platform,” where participants could submit contest entries.

114. According to the entry submission page, 40,484 complete entries were received.

115. By completing the steps required to enter, participants provided the Sun Defendants with valuable consideration, including advertising and publicity for Rainberry and BTT, as well as social media handles for entrants and the friends they tagged. In addition, participants who had not yet established a BitTorrent account and corresponding wallet first had to do so, increasing the apparent number of active BitTorrent users and BTT wallet holders.

116. None of the Sun Defendants took any steps to exclude U.S. persons from receiving BTT in this offering.

C. Offers and Sales of BTT in the BitTorrent “Discord Giveaway”

117. From on or about March 3, 2021, through March 15, 2021, the Sun Defendants offered and sold BTT through a bounty program they referred to as a “Discord Giveaway.”

118. On or about March 3, 2021, @BitTorrent announced this distribution on Twitter: “#BitTorrent Discord is now officially launched! With the launch of our Discord, we prepared 1 Billion \$BTT for winners who completed our requests, join here,” with a link to a third party website where participants could submit contest entries.

119. To receive BTT in this contest, participants had to join the BitTorrent Discord channel,⁴ submit entry information on a third-party platform, and engage with BitTorrent’s social

⁴ Discord is a U.S.-based online platform that describes itself as “a voice, video, and text chat app that’s used by tens of millions of people . . . to talk and hang out with their communities and friends.” Discord is commonly used by crypto asset issuers and promoters to disseminate information about crypto asset offers and sales to interested parties and potential investors.

media platforms to earn “points” by following and retweeting posts by BitTorrent on Twitter, and referring friends by providing their social media contact information.

120. According to the entry submission page, 2,691,181 complete entries were received. The total distribution of 1,000,000,000 BTT was shared among 300 winners randomly selected from among all entrants, with the top 10 winners sharing 300,000,000 BTT and the remaining 290 winners sharing 700,000,000 BTT.

121. By completing the steps required to enter, participants provided the Sun Defendants with valuable consideration, including (i) growing BitTorrent’s Discord channel, (ii) promoting BTT and the BitTorrent platform on social media, (iii) increasing apparent engagement with BitTorrent’s social media platforms, and (iv) providing their identifying information and that of their referred friends for future use by the Sun Defendants.

122. None of the Sun Defendants took any steps to exclude U.S. persons from receiving BTT in this offering.

D. Offers and Sales of BTT in “1 Million BTT Giveaway”

123. From on or about March 30, 2021, through April 2, 2021, the Sun Defendants offered and sold additional BTT through a bounty program they referred to as the “1 Million BTT Giveaway.”

124. On March 29, 2021, @BitTorrent announced the 1 Million BTT distribution on Twitter: “1,000,000 \$BTT Giveaway BitTorrent is launching a series of campaigns to giveaway 1M \$BTT to reward #BTT community for supporting us throughout.❤️. ✓Follow, Like, RT ✓Tag 3 friends 🍀30 lucky winners get 2500 \$BTT each.”

125. To become eligible to receive BTT in this distribution, participants had to follow the @BitTorrent Twitter feed, like or retweet certain BTT-related announcements, and tag three friends.

126. Thirty winners randomly selected from among all entrants were each awarded 2,500 BTT.

127. By completing the steps required to enter, participants provided the Sun Defendants with valuable consideration, including (i) promoting BTT and the BitTorrent platform on social media and to their tagged friends, (ii) increasing apparent engagement with BitTorrent's social media platforms, and (iii) providing their social media contact information and that of their friends for future use by the Sun Defendants.

128. None of the Sun Defendants took any steps to exclude U.S. persons from receiving BTT in this offering.

E. Offers and Sales of BTT in the “Design Contest”

129. From on or about March 31, 2021, through April 7, 2021, the Sun Defendants offered and sold BTT through a bounty program they referred to as a “design contest.”

130. On March 31, 2021, @BitTorrent announced the “design contest” on Twitter, directing participants to “Free your mind at #BitTorrent Design Contest and win 100,000 \$BTT! ✓Create #memes, videos or pics for BitTorrent, #BTT or @justinsuntron ✓RT + Reply with your artwork ✓Top 10 with the most likes will get 10,000 \$BTT each.”

131. To receive BTT in this contest, participants had to retweet the contest announcement along with original content in the form of a meme, video, or picture, tweet promoting and tagging BitTorrent, BTT, or Sun.

132. Ten entrants whose tweets received the most “likes” were awarded 10,000 BTT each.

133. By completing the steps required to enter, participants provided the Sun Defendants with valuable consideration, including (i) original promotional artwork, (ii) the promotion of BTT and the BitTorrent platform on social media, and (iii) increased apparent engagement with BitTorrent’s Twitter account.

134. None of the Sun Defendants took any steps to exclude U.S. persons from receiving BTT in this offering.

F. Offers and Sales of BTT in the “April Carnival”

135. From on or about April 6, 2021, through April 20, 2021, the Sun Defendants offered and sold BTT through a bounty program they referred to as the “April Carnival.”

136. On April 6, 2021, @BitTorrent announced the “BitTorrent April Carnival” on Medium: “BitTorrent is celebrating BitTorrent April Carnival and launching a 50,000 BTT Telegram Giveaway in the following two weeks! Come and win a prize by joining BitTorrent Telegram and completing the tasks given by the BitTorrent bot!”

137. To be eligible to receive BTT in this contest, participants had to follow @BitTorrent’s Twitter account and join the BitTorrent Telegram channel, where they then had to chat with a “bot” to obtain a unique “referral link.” Participants then had to invite friends to join the BitTorrent Telegram channel by sharing the referral link.

138. According to the Medium announcement, all entrants who joined the BitTorrent Telegram channel would share 15,000 BTT, while the first 300 users to complete all required tasks would share another 15,000 BTT. An additional 35,000 BTT were shared by the 100 entrants who invited the most new users who then joined the campaign.

139. By completing the steps required to enter, participants provided the Sun Defendants with valuable consideration, including (i) promoting BTT and the BitTorrent platform on social media, (ii) growing BitTorrent's Telegram channel, (iii) increasing apparent engagement with BitTorrent's social media platforms, and (iv) providing their social media contact information and that of their friends for future use by the Sun Defendants.

140. None of the Sun Defendants took any steps to exclude U.S. persons from receiving BTT in this offering.

G. Offers and Sales of BTT in Sun's AMA Distribution

141. From on or about May 25, 2021 through June 2, 2021, the Sun Defendants offered and sold BTT through a bounty program connected to a May 28, 2021 AMA session on BitTorrent's Telegram channel, featuring the COO of an Indonesia-based crypto asset trading platform.

142. As @BitTorrent announced in a May 25, 2021 tweet, individuals could become eligible to receive BTT in this distribution by participating in the AMA session and submitting questions in the comments section to be answered during the session.

143. The Sun Defendants distributed an unknown number of BTT tokens to the eight contest winners selected randomly from among all entrants.

144. By completing the steps required to enter, participants provided the Sun Defendants with valuable consideration, including growing BitTorrent's Telegram channel, and increasing apparent engagement with BitTorrent's social media platforms.

145. None of the Sun Defendants took any steps to exclude U.S. persons from receiving BTT in this offering.

H. Offers and Sales of BTT in the 800 Million BitTorrent Discord “Giveaway”

146. From on or about June 9, 2021, through June 11, 2021, the Sun Defendants offered and sold BTT through a bounty program they referred to as a Discord “giveaway.”

147. On June 9, 2022, @BitTorrent announced the 800,000,000 BTT Giveaway on Twitter: “800 Million \$BTT Giveaway is now live on #BitTorrent Discord! 🎁 We are hosting a special giveaway with a huge prize pool. To be eligible, Please join our Discord via gleam for full information!.”

148. To receive BTT in this contest, participants had to join the BitTorrent Discord channel, submit entry information on a third-party platform, and engage with BitTorrent’s social media platforms to earn “points” by following and retweeting posts by BitTorrent on Twitter, and referring friends by providing their social media contact information.

149. According to the entry submission page, 1,510 completed entries were received. A distribution of 650,000,000 BTT was shared among all entrants, with 150 winners selected from among all entrants to share another 150,000,000 BTT.

150. By completing the steps required to enter, participants provided the Sun Defendants with valuable consideration, including (i) growing BitTorrent’s Discord channel, (ii) promoting BTT and the BitTorrent platform on social media, (iii) increasing apparent engagement with BitTorrent’s social media platforms, and (iv) providing their identifying information and that of their referred friends for future use the Sun Defendants.

151. None of the Sun Defendants took any steps to exclude U.S. persons from receiving BTT in this offering.

I. Offers and Sales of BTT in the “Golden Wallet Sweepstakes”

152. From on or about September 7, 2021, through October 11, 2021, the Sun Defendants offered and sold BTT through a bounty program they referred to as the “Golden Wallet Sweepstakes.”

153. In a September 7, 2021 post on Medium, @BitTorrent announced the Golden Wallet Sweepstakes, in which “four lucky winners will receive 1M BTT, and one grand prize winner will receive 10M BTT.”

154. To become eligible to receive BTT in this distribution, participants had to “enter by downloading the free or Pro version of any BitTorrent or µTorrent client that contains a BitTorrent Speed wallet, then activat[e] the Golden Wallet Sweepstakes following the steps outlined when launching BitTorrent Speed for the first time.”

155. By completing the steps required to enter, each participant provided the Sun Defendants with valuable consideration by becoming a new BitTorrent client user and growing BitTorrent’s active user base.

156. None of the Sun Defendants took any steps to exclude U.S. persons from receiving BTT in this offering.

V. The Sun Defendants Engaged in Manipulative Trading of TRX

157. From approximately February 2018 through February 2019, Sun led a team of at least three Tron Foundation employees and two Rainberry employees in a scheme to artificially inflate the trading volume of TRX through wash trading between accounts controlled by the BitTorrent Foundation, Tron and Rainberry employees, and ultimately Sun.

158. Wash trading generally refers to “trades that occur without a change in beneficial ownership.” *SEC v. Williky*, 942 F.3d 389, 391 (7th Cir. 2019). Wash trading is fraudulent

because it creates a “false perception of market activity that does not reflect the true supply and demand for the securities.” *Id.*

159. Sun’s team conducted the wash trading of TRX on at least the Trading Platform, which was based in the United States. At all relevant times, Sun directed and was aware of his team’s wash trading activities.

160. Through this wash trading scheme, Sun and his team created the false and misleading appearance of legitimate, active TRX trading. By this scheme, Sun and his team engaged in a series of transactions that created actual, active trading for the purposes of inducing the purchase or sale of TRX by others and making it easier for Sun and the Tron Foundation to sell TRX while keeping its price stable.

A. Sun’s Team Opened Nominee Accounts on the Trading Platform to Manipulate the Market for TRX

161. Between about February 23 and March 27, 2018, Sun directed Tron Foundation employees to open nominee accounts on multiple crypto asset trading platforms, including the Trading Platform. As described below, Sun’s team opened four accounts on the Trading Platform that were used to wash trade.

162. On or about March 27, 2018, Sun’s team opened two accounts on the Trading Platform in the names of Chinese nationals, one of whom was Sun’s father. Those accounts were labeled “Account 16” and “Account 17.”

163. On or about August 26, 2018, Sun’s team opened a third account on the Trading Platform in the name of a U.S.-based Rainberry employee (“U.S. Nominee One”). That account was labeled the “Activity Account.”

164. On or about September 17, 2018, Sun, U.S. Nominee One, and Rainberry’s Chief Financial Officer (“CFO”), among others, attended a “global executive meeting.” During that

meeting, and as part of the wash trading scheme, Sun approved a wire transfer of \$10,000 into U.S. Nominee One's personal account. In approving the transfer, Sun knew or was reckless in not knowing that the \$10,000 would subsequently be passed from U.S. Nominee One's personal account to the Activity Account and used for wash trading.

165. The next day, September 18, 2018, Rainberry's CFO also approved the \$10,000 wire transfer and instructed his Rainberry staff to make the transfer to U.S. Nominee One. Rainberry staff complied, making payment from a U.S.-based bank account in Rainberry's name.

166. On or about September 20, 2018, Sun's team opened a fourth account on the Trading Platform in the name of another U.S.-based Rainberry employee ("U.S. Nominee Two"). That account was labeled the "Bancor Account."

167. The Bancor Account was opened by Sun's team, acting at Sun's direction, using a screen-shot photograph of U.S. Nominee Two and certain of U.S. Nominee Two's personal information, without U.S. Nominee Two's knowledge or permission.

B. At Sun's Direction, His Team Engaged in Wash Trading on the Trading Platform

168. Sun controlled the digital wallets and the TRX tokens used to conduct the wash trading scheme on the Trading Platform. Sun also directed the team of Tron Foundation employees who executed the wash trades. The team kept Sun informed of their activities to ensure that they were trading consistent with his directives.

169. Starting in or about September 2018, Sun received weekly reports detailing his team's wash trading activities. One weekly report dated September 28, 2018, advised Sun that the "USD trading pair has started," referring to the Activity and Bancor Accounts that began wash trading on September 26, 2018. That report also stated that the group's intended "result in

market-making is to sell TRX” and explained that the team would “set up a buying opportunity after the holidays to balance the demand of the currency (stabilize profits and losses).”

170. Another report dated October 30, 2018 stated that Sun’s team would adjust its strategy to respond to the drop in “natural,” *i.e.*, legitimate, TRX trading volume. That report also conveyed Sun’s directive that the team increase TRX trading volume: “The boss reminded us of the need to increase trade volume, we need to increase the liquid parameter next week, concentrate on binance, bittrex, bithumb, upbit exchanges [sic], increase the daily budget to 2.5 BTC.”

171. The wash trading scheme depended, at least in part, on a significant supply of TRX. Sun thus provided his own TRX to his team to facilitate the wash trading scheme.

172. From about April 18, 2018 through February 11, 2019, Sun’s team engaged in wash trades of TRX on the Trading Platform using Accounts 16 and 17. During the 249 days when those accounts were active, Sun’s team engaged in at least 609,790 wash trades of TRX, averaging about 2,449 wash trades per day.

173. For example, the table below illustrates the wash trading of TRX between Accounts 16 and 17 on October 1, 2018:

Time	Buying Account	TRX Qty	Price	Currency	Selling Account
10/01/2018 08:21:04	Account 16	5,455	0.02210007	USDT	Account 17
10/01/2018 08:21:40	Account 17	6,368	0.02210005	USDT	Account 16
10/01/2018 08:22:36	Account 16	5,593	0.02210016	USDT	Account 17
10/01/2018 08:23:21	Account 17	5,407	0.02210011	USDT	Account 16
10/01/2018 08:24:02	Account 16	4,322	0.02210019	USDT	Account 17
10/01/2018 08:24:40	Account 17	5,609	0.02210012	USDT	Account 16
10/01/2018 08:25:23	Account 16	6,104	0.02210004	USDT	Account 17
10/01/2018 08:26:10	Account 17	4,883	0.02210019	USDT	Account 16
10/01/2018 08:26:43	Account 16	5,550	0.02210012	USDT	Account 17
10/01/2018 08:27:38	Account 17	5,171	0.02210018	USDT	Account 16
10/01/2018 08:28:24	Account 16	3,310	0.02210010	USDT	Account 17

Time	Buying Account	TRX Qty	Price	Currency	Selling Account
10/01/2018 08:29:11	Account 17	6,438	0.02210003	USDT	Account 16
10/01/2018 08:30:02	Account 16	4,854	0.02210010	USDT	Account 17
10/01/2018 08:30:51	Account 16	4,829	0.02210008	USDT	Account 17
10/01/2018 08:31:51	Account 17	5,409	0.02210007	USDT	Account 16
10/01/2018 08:32:09	Account 16	1,103	0.00000335	BTC	Account 17
10/01/2018 08:32:39	Account 16	2,330	0.02210016	USDT	Account 17
10/01/2018 08:33:08	Account 17	854	0.00000335	BTC	Account 16
10/01/2018 08:33:15	Account 17	3,752	0.02210013	USDT	Account 16
10/01/2018 08:34:02	Account 16	1,280	0.00000335	BTC	Account 17
10/01/2018 08:34:04	Account 16	5,286	0.02210004	USDT	Account 17
10/01/2018 08:34:53	Account 17	3,856	0.02210005	USDT	Account 16
10/01/2018 08:35:27	Account 16	4,771	0.02210015	USDT	Account 17
10/01/2018 08:36:08	Account 17	1,602	0.02210016	USDT	Account 16
10/01/2018 08:36:46	Account 17	3,457	0.02210005	USDT	Account 16
10/01/2018 08:37:45	Account 16	3,539	0.02210003	USDT	Account 17
10/01/2018 08:38:31	Account 17	3,208	0.02210016	USDT	Account 16
10/01/2018 08:39:03	Account 16	3,293	0.02210013	USDT	Account 17
10/01/2018 08:39:39	Account 17	1,845	0.02210008	USDT	Account 16
10/01/2018 08:40:18	Account 17	3,791	0.02210001	USDT	Account 16
10/01/2018 08:41:00	Account 16	2,029	0.02210019	USDT	Account 17
10/01/2018 08:41:07	Account 17	1,288	0.00000334	BTC	Account 16
10/01/2018 08:41:42	Account 16	1,699	0.02210018	USDT	Account 17
10/01/2018 08:41:50	Account 16	1,086	0.00000334	BTC	Account 17
10/01/2018 08:42:29	Account 16	1,000	0.00000334	BTC	Account 17
10/01/2018 08:42:39	Account 17	3,465	0.02210010	USDT	Account 16
10/01/2018 08:43:19	Account 17	1,499	0.00000334	BTC	Account 16
10/01/2018 08:43:39	Account 16	3,472	0.02210019	USDT	Account 17
10/01/2018 08:43:53	Account 16	633	0.00000334	BTC	Account 17
10/01/2018 08:44:27	Account 16	3,271	0.00000334	BTC	Account 17
10/01/2018 08:44:32	Account 17	2,767	0.02210009	USDT	Account 16
10/01/2018 08:45:05	Account 17	2,068	0.00000335	BTC	Account 16
10/01/2018 08:45:34	Account 16	3,320	0.02210002	USDT	Account 17
10/01/2018 08:45:52	Account 17	2,570	0.00000335	BTC	Account 16
10/01/2018 08:46:17	Account 17	3,689	0.02210015	USDT	Account 16
10/01/2018 08:46:54	Account 16	2,050	0.00000335	BTC	Account 17
10/01/2018 08:47:15	Account 16	2,201	0.02200049	USDT	Account 17
10/01/2018 08:47:45	Account 17	1,652	0.00000335	BTC	Account 16
10/01/2018 08:48:13	Account 16	3,707	0.02200132	USDT	Account 17
10/01/2018 08:48:47	Account 16	3,482	0.00000335	BTC	Account 17
10/01/2018 08:49:05	Account 17	2,192	0.02200140	USDT	Account 16

Time	Buying Account	TRX Qty	Price	Currency	Selling Account
10/01/2018 08:49:49	Account 17	4,330	0.00000335	BTC	Account 16
10/01/2018 08:49:49	Account 17	1,496	0.02200185	USDT	Account 16
10/01/2018 08:50:34	Account 16	4,119	0.00000335	BTC	Account 17
10/01/2018 08:50:43	Account 16	1,712	0.02200213	USDT	Account 17
10/01/2018 08:51:12	Account 17	2,072	0.00000335	BTC	Account 16
10/01/2018 08:51:29	Account 17	3,056	0.02200229	USDT	Account 16
10/01/2018 08:52:59	Account 16	1,711	0.02206305	USDT	Account 17
10/01/2018 08:53:43	Account 17	3,390	0.02206323	USDT	Account 16
10/01/2018 08:54:26	Account 16	3,434	0.02206351	USDT	Account 17
10/01/2018 08:55:17	Account 17	3,429	0.02206397	USDT	Account 16
10/01/2018 08:55:55	Account 16	1,720	0.02206439	USDT	Account 17
10/01/2018 08:56:42	Account 16	2,120	0.02206474	USDT	Account 17
10/01/2018 08:57:15	Account 17	1,790	0.02206493	USDT	Account 16
10/01/2018 08:58:06	Account 16	2,741	0.02206512	USDT	Account 17
10/01/2018 08:58:40	Account 17	2,156	0.02206531	USDT	Account 16
10/01/2018 08:59:25	Account 17	1,956	0.02206574	USDT	Account 16
10/01/2018 09:00:01	Account 16	3,145	0.02206609	USDT	Account 17
10/01/2018 09:00:32	Account 17	3,509	0.02221900	USDT	Account 16

174. Between September 26 and October 18, 2018, Sun's team also engaged in wash trades of TRX using the Activity and Bancor Accounts. During those 23 days, Sun's team engaged in at least 5,426 wash trades of TRX, averaging about 236 wash trades per day.

175. For example, the table below illustrates the wash trading of TRX between the Activity and Bancor accounts on October 7, 2018:

Time	Buyer Account	TRX Qty	Price	Currency	Seller Account
10/07/2018 10:59:19	Bancor Account	1,857	0.02400000	USD	Activity Account
10/07/2018 11:00:40	Activity Account	1,857	0.02400000	USD	Bancor Account
10/07/2018 11:01:42	Bancor Account	2,219	0.02400000	USD	Activity Account
10/07/2018 11:03:21	Activity Account	2,422	0.02400000	USD	Bancor Account
10/07/2018 11:04:33	Bancor Account	1,960	0.02400000	USD	Activity Account
10/07/2018 11:06:01	Activity Account	1,154	0.02400000	USD	Bancor Account
10/07/2018 11:07:32	Activity Account	2,537	0.02400000	USD	Bancor Account
10/07/2018 11:09:29	Bancor Account	2,712	0.02400000	USD	Activity Account
10/07/2018 11:10:38	Activity Account	2,503	0.02400000	USD	Bancor Account
10/07/2018 11:12:33	Bancor Account	2,011	0.02400000	USD	Activity Account
10/07/2018 11:14:03	Activity Account	1,683	0.02400000	USD	Bancor Account

Time	Buyer Account	TRX Qty	Price	Currency	Seller Account
10/07/2018 11:15:55	Bancor Account	1,159	0.02400000	USD	Activity Account
10/07/2018 11:17:22	Bancor Account	1,099	0.02400000	USD	Activity Account
10/07/2018 11:19:03	Activity Account	1,048	0.02400000	USD	Bancor Account
10/07/2018 11:20:53	Bancor Account	2,119	0.02400000	USD	Activity Account
10/07/2018 11:22:43	Activity Account	2,477	0.02400000	USD	Bancor Account
10/07/2018 11:23:59	Bancor Account	2,600	0.02400000	USD	Activity Account
10/07/2018 11:25:18	Activity Account	1,518	0.02400000	USD	Bancor Account
10/07/2018 11:26:47	Activity Account	1,963	0.02400000	USD	Bancor Account
10/07/2018 11:28:42	Bancor Account	1,130	0.02400000	USD	Activity Account
10/07/2018 11:30:39	Bancor Account	2,438	0.02400000	USD	Activity Account
10/07/2018 11:32:15	Activity Account	1,672	0.02400000	USD	Bancor Account
10/07/2018 11:33:25	Activity Account	2,371	0.02400000	USD	Bancor Account
10/07/2018 11:34:43	Bancor Account	2,008	0.02400000	USD	Activity Account
10/07/2018 11:36:40	Activity Account	1,023	0.02400000	USD	Bancor Account
10/07/2018 11:38:23	Bancor Account	1,581	0.02400000	USD	Activity Account
10/07/2018 11:40:05	Activity Account	1,323	0.02400000	USD	Bancor Account
10/07/2018 11:41:16	Bancor Account	1,817	0.02400000	USD	Activity Account
10/07/2018 11:43:01	Activity Account	1,975	0.02400000	USD	Bancor Account
10/07/2018 11:44:51	Bancor Account	2,794	0.02400000	USD	Activity Account
10/07/2018 11:45:56	Activity Account	2,530	0.02400000	USD	Bancor Account
10/07/2018 11:46:58	Bancor Account	2,437	0.02400000	USD	Activity Account
10/07/2018 11:49:00	Activity Account	2,574	0.02400000	USD	Bancor Account
10/07/2018 11:50:25	Bancor Account	1,610	0.02400000	USD	Activity Account
10/07/2018 11:52:06	Activity Account	974	0.02400000	USD	Bancor Account
10/07/2018 11:53:41	Bancor Account	1,483	0.02400000	USD	Activity Account
10/07/2018 11:54:56	Activity Account	1,530	0.02400000	USD	Bancor Account
10/07/2018 11:56:00	Bancor Account	1,814	0.02400000	USD	Activity Account
10/07/2018 11:57:17	Activity Account	670	0.02400000	USD	Bancor Account
10/07/2018 11:59:03	Activity Account	1,803	0.02400000	USD	Bancor Account
10/07/2018 12:00:30	Bancor Account	634	0.02400000	USD	Activity Account
10/07/2018 12:01:55	Bancor Account	1,090	0.02400000	USD	Activity Account
10/07/2018 12:03:52	Activity Account	1,643	0.02400000	USD	Bancor Account
10/07/2018 12:05:42	Bancor Account	692	0.02400000	USD	Activity Account
10/07/2018 12:07:01	Activity Account	683	0.02400000	USD	Bancor Account
10/07/2018 12:08:34	Bancor Account	830	0.02400000	USD	Activity Account
10/07/2018 12:09:38	Activity Account	1,792	0.02400000	USD	Bancor Account
10/07/2018 13:08:39	Bancor Account	1,805	0.02400000	USD	Activity Account
10/07/2018 14:51:32	Activity Account	2,227	0.02500000	USD	Bancor Account
10/07/2018 15:06:00	Bancor Account	1,339	0.02500000	USD	Activity Account
10/07/2018 15:07:16	Activity Account	3,107	0.02500000	USD	Bancor Account

Time	Buyer Account	TRX Qty	Price	Currency	Seller Account
10/07/2018 16:03:39	Activity Account	3,529	0.02600000	USD	Bancor Account
10/07/2018 23:04:34	Bancor Account	1,416	0.02600000	USD	Activity Account
10/07/2018 23:11:44	Activity Account	1,286	0.02700000	USD	Bancor Account
10/07/2018 23:12:48	Bancor Account	1,403	0.02700000	USD	Activity Account
10/07/2018 23:14:49	Activity Account	2,107	0.02700000	USD	Bancor Account
10/07/2018 23:22:54	Activity Account	1,746	0.02700000	USD	Bancor Account
10/07/2018 23:24:16	Bancor Account	956	0.02700000	USD	Activity Account
10/07/2018 23:25:18	Bancor Account	1,274	0.02700000	USD	Activity Account
10/07/2018 23:26:57	Activity Account	1,249	0.02700000	USD	Bancor Account
10/07/2018 23:33:39	Bancor Account	1,905	0.02700000	USD	Activity Account
10/07/2018 23:35:15	Activity Account	2,030	0.02700000	USD	Bancor Account
10/07/2018 23:49:33	Bancor Account	1,576	0.02700000	USD	Activity Account
10/07/2018 23:50:49	Activity Account	2,845	0.02700000	USD	Bancor Account
10/07/2018 23:51:52	Bancor Account	1,996	0.02700000	USD	Activity Account
10/07/2018 23:52:54	Activity Account	2,959	0.02700000	USD	Bancor Account
10/07/2018 23:59:18	Bancor Account	2,059	0.02700000	USD	Activity Account

176. As illustrated in the tables above, the two account pairs—(1) Accounts 16 and 17 and (2) the Activity and Bancor Accounts—engaged in numerous wash trades of TRX.

177. As reflected in a December 2018 application filed by the BitTorrent Foundation to make BTT available for trading on a new trading platform, the BitTorrent Foundation also owned and controlled Accounts 16 and 17.

178. At all relevant times, Sun, acting through the Tron Foundation, the BitTorrent Foundation, and Rainberry, controlled each of the wash trading accounts, and the trades of TRX in those accounts were executed at Sun's direction and with his knowledge. None of the TRX trades between those accounts involved any change in beneficial ownership or had any legitimate economic purpose.

VI. The Sun Defendants Orchestrated a Celebrity Touting Campaign and Lied to Conceal It

179. Beginning in or about January 2021, Sun, acting on behalf of the Tron Foundation, the BitTorrent Foundation, and Rainberry, began paying celebrities, including

Defendants Mahone and Way, among others, to promote TRX and BTT on social media. Each of the celebrities who touted TRX or BTT had at least one million followers on their social media accounts. But the celebrities did not disclose the fact that they were paid to tout TRX or BTT or the amounts of the payments they received.

180. Sun, acting on behalf of the Tron Foundation, the BitTorrent Foundation, and Rainberry, approved the payments to the celebrities for their touts of TRX or BTT, respectively, and he funded the payments with his own assets. Sun sent the payments to a Rainberry employee (the “Rainberry Employee”), who in turn sent funds to an offshore intermediary who was responsible for lining up celebrities to tout TRX or BTT. Additionally, Sun instructed the Rainberry Employee to ensure that those celebrities did not disclose the fact that they were paid to tout the tokens. Sun’s directive was communicated to the celebrities directly or indirectly through intermediaries, including the Rainberry Employee.

181. Sun or the Rainberry Employee acting at his direction, each acting on behalf of the Tron Foundation, the BitTorrent Foundation, and Rainberry, provided or approved the specific language that Sun wanted each celebrity to post online to tout TRX and BTT. Sun then amplified the celebrities’ promotional posts on social media by commenting on those posts or retweeting them to Sun’s more than three million Twitter followers.

182. Sun, acting on behalf of the Tron Foundation, the BitTorrent Foundation, and Rainberry, thus created the misleading impression that celebrities were independently interested in investing in TRX and/or BTT. In fact, the celebrities only touted TRX and/or BTT because they were paid to do so.

183. On or about January 22, 2021, Way tweeted: “thanks guys, bought some ... TRX ... 🤞 what’s next? let’s go ✓.” Later, on or about January 29, 2021, Way tweeted: “✓\$trx =

fast blockchain.” The Tron Foundation, through either Sun or the Rainberry Employee acting at his direction, provided the language for Way’s tweets, and Sun arranged for Way to be paid \$10,000 for those tweets. But neither of Way’s tweets disclosed the fact that Way had been paid to tout TRX or the amount of his payment.

184. On or about February 11, 2021, an actress tweeted: “Exploring #DeFi and already liking \$JST, \$SUN on \$TRX. Super fast and 0 fee. Good job @justinsuntron.” That same day, another actress tweeted: “People should use only \$TRX cause it’s fast, cheap and hot . . . thanks @justinsuntron.” The Tron Foundation, through either Sun or the Rainberry Employee acting at his direction, provided the language for each of those tweets. Also that same day, a singer tweeted: “What’s an ideal crypto bag? Thinking \$TRX \$BTT \$JST \$SUN \$WIN.” The Tron Foundation and BitTorrent Foundation, through either Sun or the Rainberry Employee acting at his direction, provided the language for each of those tweets. Sun arranged for these three celebrities to be paid \$10,000, \$955.70, and \$12,000, respectively, for their tweets. None of those tweets, however, disclosed the fact that the celebrities were paid to tout TRX or BTT or the amounts the payments.

185. The next day, on or about February 12, 2021, Mahone tweeted: “When \$TRX hits 50 cents and \$BTT hits 1 cent I’m getting a tattoo of @justinsuntron’s face.” The Tron Foundation and BitTorrent Foundation, through either Sun or the Rainberry Employee acting at his direction, provided the language for Mahone’s tweet, and Sun arranged for Mahone to be paid Bitcoin valued at \$20,059 for the tweet. Mahone’s tweet did not disclose the fact that he had been paid to tout TRX or BTT or the amount of his payment.

186. To conceal the truth about the celebrity touting campaign from the investing public, Sun falsely denied that he and the Tron Foundation paid celebrities to tout. On or about

February 16, 2021, Sun tweeted: “There have been rumors lately of third party celebrities being paid to promote #TRON. #TRON Foundation is not involved in these activities. Nor is the foundation aware of the actors behind this.” That same day, about one minute later, Sun tweeted: “If any celebrities are paid to promote TRON, we require them to disclose.”

187. Those tweets by Sun were false. In fact, as Sun knew, celebrities were paid to tout TRX and BTT; the Tron Foundation and BitTorrent Foundation, through either Sun or the Rainberry Employee acting at his direction, provided the language for the touts; Sun arranged and funded payments to the celebrities for the touts; and the celebrities did not disclose the fact that they were paid to tout TRX or BTT or the amounts of their payments.

FIRST CLAIM FOR RELIEF

Violation of Sections 5(a) and (c) of the Securities Act (Against Sun, the Tron Foundation, the BitTorrent Foundation, and Rainberry)

188. Paragraphs 1 through 189 above are re-alleged and incorporated by reference.

189. By their conduct alleged herein, the Sun Defendants, directly or indirectly, without a registration statement filed and in effect as to securities, (a) made use of the means and instruments of transportation or communications in interstate commerce or of the mails to sell securities through the use of any prospectus or otherwise; (b) carried or caused to be carried through the mails or in interstate commerce, by any means or instruments of transportation, securities for the purpose of sale or for delivery after sale; and (c) made use of the means and instruments of transportation or communication in interstate commerce or of the mails to offer to sell securities through the use or medium of a prospectus or otherwise.

190. The Sun Defendants thus violated, and unless restrained and enjoined will continue to violate, Sections 5(a) and (c) of the Securities Act, 15 U.S.C. § 77e(a) and (c).

SECOND CLAIM FOR RELIEF

Violation of Sections 17(a)(1) and (a)(3) of the Securities Act (Against Sun, the Tron Foundation, the BitTorrent Foundation, and Rainberry)

191. Paragraphs 1 through 189 above are re-alleged and incorporated by reference.

192. By their conduct alleged herein, the Sun Defendants, in the offer or sale of securities, by the use of means or instrumentalities of transportation or communication in interstate commerce or by use of the mails, directly or indirectly: (1) knowingly or recklessly employed devices, schemes, or artifices to defraud; and (2) knowingly, recklessly, or negligently engaged in transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon the purchaser.

193. The Sun Defendants thus violated, and unless restrained and enjoined will continue to violate, Sections 17(a)(1) and (a)(3) of the Securities Act, 15 U.S.C. § 77q(a)(1) and (a)(3).

THIRD CLAIM FOR RELIEF

Violation of Sections 9(a)(1) and (a)(2) of the Exchange Act (Against Sun, the Tron Foundation, the BitTorrent Foundation, and Rainberry)

194. Paragraphs 1 through 189 above are re-alleged and incorporated by reference.

195. By their conduct alleged herein, the Sun Defendants, directly or indirectly, by the use of the mails or any means or instrumentality of interstate commerce, or of a facility of any national securities exchange, (1) for the purpose of creating a false or misleading appearance of active trading in any security, or a false or misleading appearance with respect to the market for any such security, (A) effected transactions in securities that involved no change in the beneficial ownership thereof, and (B) entered orders for the purchase of securities with the knowledge that orders of substantially the same size, at substantially the same time, and at substantially the same

price, for the sale of such securities, had been or would be entered by or for the same or different parties, and (C) entered orders for the sale of securities with the knowledge that orders of substantially the same size, at substantially the same time, and at substantially the same price, for the purchase of such securities, had been or would be entered by or for the same or different parties; and (2) effected, alone or with one or more other persons, a series of transactions in securities registered on a national securities exchange, any security not so registered, or in connection with any security-based swap or security-based swap agreement with respect to such security, creating actual or apparent active trading in such securities, or raising or depressing the price of such securities, for the purpose of inducing the purchase or sale of such securities by others.

196. The Sun Defendants thus violated, and unless restrained and enjoined will continue to violate, Sections 9(a)(1) and (a)(2) of the Exchange Act, 15 U.S.C. § 78i(a)(1) and (a)(2).

FOURTH CLAIM FOR RELIEF

Violation of Section 10(b) of the Exchange Act and Rule 10b-5 Thereunder (Against Sun, the Tron Foundation, the BitTorrent Foundation, and Rainberry)

197. Paragraphs 1 through 189 above are re-alleged and incorporated by reference.

198. By their conduct alleged herein, the Sun Defendants, directly or indirectly, in connection with the purchase or sale of securities, by the use of the means or instrumentalities of interstate commerce or of the mails, or of any facility of any national securities exchange, knowingly or recklessly, (a) employed devices, schemes, or artifices to defraud; (b) made untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading;

and (c) engaged in acts, practices, or courses of business which operated or would operate as a fraud or deceit upon any person.

199. The Sun Defendants thus violated, and unless restrained and enjoined will continue to violate, Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5.

FIFTH CLAIM FOR RELIEF

Violation of Section 17(b) of the Securities Act (Against Mahone and Way)

200. Paragraphs 1 through 189 above are re-alleged and incorporated by reference.

201. By their conduct alleged herein, Mahone and Way, by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails, published, gave publicity to, or circulated a notice, advertisement, or communication, which, though not purporting to offer a security for sale, described a security, for a consideration received or to be received, directly or indirectly, from an issuer, underwriter, or dealer, without fully disclosing the receipt of such consideration and the amount thereof.

202. Mahone and Way thus violated, and unless restrained and enjoined will continue to violate, Section 17(b) of the Securities Act, 15 U.S.C. § 77q(b).

SIXTH CLAIM FOR RELIEF

Aiding and Abetting Violation of Section 17(b) of the Securities Act (Against Sun, the Tron Foundation, the BitTorrent Foundation, and Rainberry)

203. Paragraphs 1 through 189 above are re-alleged and incorporated by reference.

204. As set forth above, by their conduct alleged herein, Mahone and Way, among other celebrities, violated Section 17(b) of the Securities Act, 15 U.S.C. § 77q(b).

205. The Sun Defendants knowingly or recklessly provided substantial assistance to Mahone and Way, among other celebrities, in their violations of Section 17(b) of the Securities Act.

206. The Sun Defendants thus aided and abetted, and unless restrained and enjoined will continue to aid and abet, violations of Section 17(b) of the Securities Act by celebrities, including Mahone and Way.

PRAYER FOR RELIEF

Accordingly, the SEC respectfully requests that the Court enter a Final Judgment:

- A. Finding that Defendants committed the violations alleged in this Complaint;
- B. Permanently restraining and enjoining the Sun Defendants from violating Sections 5(a) and (c) of the Securities Act, 15 U.S.C. § 77e(a) and (c); Sections 17(a)(1) and (a)(3) of the Securities Act, 15 U.S.C. § 77q(a)(1) and (a)(3); Section 17(b) of the Securities Act, 15 U.S.C. § 77q(b); Sections 9(a)(1) and (a)(2) of the Exchange Act, 15 U.S.C. § 78i(a)(1) and (a)(2); Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b); and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5;
- C. Permanently restraining and enjoining Mahone and Way from violating Section 17(b) of the Securities Act, 15 U.S.C. § 77q(b);
- D. Imposing a conduct-based injunction pursuant to Section 21(d)(5) of the Exchange Act, 15 U.S.C. § 78u(d)(5), prohibiting the Sun Defendants from participating, directly or indirectly, including through any entity controlled by them, in any offer or sale of securities, including any crypto asset security; provided, however, that such injunction shall not prevent Sun from purchasing or selling non-crypto asset securities for his own personal account;

E. Imposing a conduct-based injunction pursuant to Section 21(d)(5) of the Exchange Act, 15 U.S.C. § 78u(d)(5), prohibiting Mahone and Way from receiving or agreeing to receive any form of compensation or consideration, directly or indirectly, from any issuer, underwriter, or dealer, for directly or indirectly publishing, giving publicity to, or circulating any notice, circular, advertisement, newspaper, article, letter, investment service, or communication which, though not purporting to offer a crypto asset security, for sale, describes such crypto asset security;

F. Permanently prohibiting Sun, pursuant to Section 21(d)(2) of the Exchange Act, 15 U.S.C. § 78u(d)(2), and Section 20(e) of the Securities Act, 15 U.S.C. § 77t(e), from acting as an officer or director of any issuer that has securities registered pursuant to Section 12 of the Exchange Act or that is required to file reports pursuant to Section 15(d) of the Exchange Act;

G. Ordering the Sun Defendants to disgorge, jointly and severally, all of the ill-gotten gains that they received from the violations alleged herein, plus prejudgment interest, pursuant to Sections 21(d)(3), (5) and (7) of the Exchange Act, 15 U.S.C. §§ 78u(d)(3), (5) and (7);

H. Ordering Mahone and Way to disgorge all of the ill-gotten gains that they received from the violations alleged herein, plus prejudgment interest, pursuant to Sections 21(d)(3), (5) and (7) of the Exchange Act, 15 U.S.C. §§ 78u(d)(3), (5) and (7);

I. Ordering Defendants to pay civil monetary penalties pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3); and

J. Granting such further relief as the Court deems appropriate for the protection of investors.

JURY DEMAND

The SEC demands a trial by jury on all issues so triable.

Dated: March 22, 2023

Respectfully submitted,

/s/ Timothy K. Halloran

Timothy K. Halloran (*pro hac vice* to be filed)

Adam B. Gottlieb

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