

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 11236 / September 18, 2023

ADMINISTRATIVE PROCEEDING
File No. 3-21674

In the Matter of

GGTOOR, INC.,

Respondent.

ORDER INSTITUTING CEASE-AND-DESIST PROCEEDINGS PURSUANT TO SECTION 8A OF THE SECURITIES ACT OF 1933, MAKING FINDINGS, AND IMPOSING A CEASE-AND-DESIST ORDER

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 8A of the Securities Act of 1933 (“Securities Act”), against GGToor, Inc. (“GGToor” or “Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over it and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Cease-And-Desist Proceedings Pursuant To Section 8A Of The Securities Act of 1933, Making Findings, And Imposing A Cease-And-Desist Order (“Order”), as set forth below.

III.

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

Summary

1. This matter involves GGToor’s failure to comply with Regulation A, which provides a limited exemption to the registration requirements of the Securities Act for certain public offerings. Specifically, after obtaining qualification to offer a specific number of shares

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

within a price range pursuant to Regulation A, GGToor improperly (i) changed its offering price and (ii) did not update its financial statements at least annually through a post-qualification amendment, and thereafter offered and sold shares in an offering that was not exempt from registration pursuant to Regulation A. As a result, GGToor offered and sold securities in violation of Sections 5(a) and 5(c) of the Securities Act.

Respondent

2. GGToor, Inc., formerly known as Sports Venues of Florida, Inc., Big Three Restaurants, Inc., and Bella Petrella's Holdings, Inc., is a Florida corporation with its principal place of business in Thomasville, Georgia. Its common stock trades on OTC Link operated by OTC Markets Group Inc. Between October 2019 and May 2021, GGToor and its predecessors were focused on building and operating entertainment complexes centered on youth sports and music. After June 1, 2021, GGToor's business included eSports, high tech data management, and development of eSports arenas in the metaverse.

Facts

3. GGToor offered shares of common stock to investors under Tier 1 of Regulation A pursuant to an offering statement that was qualified on January 13, 2020 (the "January 2020 Offering"). Between January 14, 2020 and April 5, 2022, the date it terminated the January 2020 Offering, it sold more than 99 million shares, raising a total of approximately \$3.1 million. GGToor did not register the January 2020 Offering with the Commission, but instead sought to rely on the limited exemption from registration found in Regulation A of the Securities Act.

4. In connection with the January 2020 Offering, on October 1, 2019, GGToor filed an offering statement on Form 1-A with the Commission. Between November 12, 2019 and December 20, 2019, it filed amended offering statements on Form 1-A/A with the Commission. The Commission qualified the offering on January 13, 2020. Pursuant to the qualified offering statement, GGToor proposed to sell 120 million shares of common stock in a continuous offering that would terminate one year after qualification, unless extended by GGToor, at a price between \$0.025 and \$0.08 per share, with a fixed price to be set by GGToor before making any sales.

5. On January 14, 2020, GGToor filed an offering circular supplement on Form 253G2 setting the offering price at \$0.025 per share. On June 2, 2020, GGToor filed an offering circular supplement on Form 253G2 reducing the offering price by 20% to \$0.02 per share.

6. On August 24, 2020, GGToor filed another offering circular supplement on Form 253G2 (the "August 24, 2020 Supplement") increasing the January 2020 Offering price to \$0.08 per share, an increase of 300%. GGToor did not file a new offering statement or post-qualification amendment to obtain qualification for this modified offering.

7. Between August 24, 2020 and October 27, 2020, GGToor offered and sold approximately 2.95 million shares and raised approximately \$236,000 under the terms of the August 24, 2020 Supplement.

8. On October 28, 2020, GGToor filed an offering circular supplement on Form 253G2 (the “October 28, 2020 Supplement”) decreasing the January 2020 Offering price by 50% from \$0.08 to \$0.04 per share. GGToor did not file a new offering statement or post-qualification amendment to obtain qualification for this modified offering.

9. Between October 28, 2020, and January 12, 2021, GGToor offered and sold approximately 10.25 million shares and raised approximately \$410,000 under the terms of the October 28, 2020 Supplement.

10. On January 15, 2021, GGToor filed a post-qualification amendment to its Form 1-A. The post-qualification amendment was qualified on January 27, 2021. Pursuant to the post-qualification amendment, GGToor proposed to sell 101.94 million shares of common stock in a continuous offering that would terminate one year after qualification, unless extended by GGToor, at a price between \$0.025 and \$0.08 per share, with a fixed price to be set by GGToor before making any sales.

11. On February 8, 2021, GGToor filed an offering circular supplement on Form 253G2 setting the January 2020 Offering price at \$0.08 per share.

12. On April 9, 2021, GGToor filed an offering circular supplement on Form 253G2 (the “April 9, 2021 Supplement”) decreasing the January 2020 Offering price by more than 68% to \$0.025 per share. GGToor did not file a new offering statement or post-qualification amendment to obtain qualification for this modified offering.

13. Between April 9, 2021 and September 30, 2021, GGToor offered and sold approximately 47 million shares and raised approximately \$1.175 million under the terms of the April 9, 2021 Supplement.

14. On October 1, 2021, GGToor filed an offering circular supplement on Form 253G2 increasing the January 2020 Offering price by 10% to \$0.0275.

15. On January 12, 2022, GGToor filed an offering circular supplement on Form 253G2 (the “January 12, 2022 Supplement”) reducing the January 2020 Offering price to \$0.02, a decrease of more than 27%. GGToor did not file a new offering statement or post-qualification amendment to obtain qualification for this modified offering.

16. Between January 12, 2022 and March 11, 2022, GGToor offered and sold approximately 7.75 million shares and raised approximately \$155,000 under the terms of the January 12, 2022, Supplement. In addition, on January 11, 2022, GGToor sold approximately 5 million shares and raised approximately \$100,000 at a price consistent with the January 12, 2022 Supplement as opposed to the price in the offering circular supplement that was then in effect.

17. On January 25, 2022, GGToor filed an offering circular supplement on Form 253G2 extending the January 2020 Offering by 90 days.

18. GGToor did not file a post-qualification amendment to update its financial statements by January 27, 2022, 12 months after the Commission qualified GGToor's post-qualifying amendment.
19. From January 27, 2022 through March 11, 2022, GGToor offered and sold approximately 7.75 million shares of its common stock and raised approximately \$155,000.
20. GGToor terminated the January 2020 Offering on April 5, 2022, by filing a Form-1-Z.
21. GGToor offered shares of common stock to investors in a second Tier 1 Regulation A offering statement that was qualified on May 26, 2022 (the "May 2022 Offering"). Between May 27, 2022 and October 21, 2022, when GGToor terminated the May 2022 Offering, it sold nearly 31.2 million shares, raising a total of approximately \$590,000. GGToor again sought to rely on the limited exemption from registration found in Regulation A of the Securities Act instead of registering the May 2022 Offering with the Commission.
22. In connection with the May 2022 Offering, on April 7, 2022, GGToor filed an offering statement on Form 1-A with the Commission. It filed two amended offering statements on Form 1-A/A with the Commission in May 2022. The offering statement for the May 2022 Offering was qualified May 26, 2022. Pursuant to the qualified offering statement, GGToor proposed to sell 187.5 million shares of common stock in a continuous offering that would terminate one year after qualification, unless extended by GGToor, at a price between \$0.001 and \$0.08 per share, with a fixed price to be set by GGToor before making any sales.
23. On May 27, 2022, GGToor filed an offering circular supplement on Form 253G2 (the "May 27, 2022 Supplement") setting the May 2022 Offering price at \$0.022 per share.
24. On June 2, 2022, GGToor filed an offering circular supplement on Form 253G2 (the "June 2, 2022 Supplement") increasing the May 2022 Offering price to \$0.07 per share, an increase of more than 200%. On July 21, 2022, GGToor filed an offering circular supplement on Form 253G2 (the "July 21, 2022 Supplement") reducing the May 2022 Offering price to \$0.022 per share, the price in the May 27, 2022 Supplement. In the July 21, 2022 Supplement, GGToor asserted that it filed the June 2, 2022 Supplement in error. Between June 2, 2022, and July 21, 2022, all sales by GGToor pursuant to the May 2022 Offering were at the price listed in the May 27, 2022 Supplement.
25. On September 14, 2022, GGToor filed an offering circular supplement on Form 253G2 (the "September 14, 2022 Supplement") decreasing the May 2022 Offering price to \$0.011 per share, a decrease of 50%. GGToor did not file a new offering statement or post-qualification amendment to obtain qualification for this modified offering.
26. On September 14, 2022, GGToor sold approximately 9.1 million shares of its common stock and raised approximately \$100,000.
27. GGToor terminated the May 2022 Offering on October 21, 2022, by filing a Form-1-Z.

28. An issuer is not permitted to use an offering circular supplement to fundamentally change the information set forth in the offering statement. Instead, such changes require a new offering statement or a post-qualification amendment, each of which must be qualified by the Commission. *See* Rules 252(e) and 252(f)(2)(ii). A fundamental change may be present when an issuer changes the price of securities offered under Regulation A. The August 24, 2020, October 28, 2020, April 9, 2021, January 12, 2022, and September 14, 2022 Supplements each made fundamental changes to the offering price of GGToor's shares. As GGToor did not file either new offering statements or post-qualification amendments concerning these price changes, filing the August 24, 2020, October 28, 2020, April 9, 2021, January 12, 2022, and September 14, 2022 Supplements instead, it offered and sold securities in contravention of the requirement that qualification is a necessary component for Regulation A sales. *See* Rules 251(d)(1) and 251(d)(2). As a result, Regulation A did not apply to the offers and sales referenced above made after GGToor's filing of the August 24, 2020, October 28, 2020, April 9, 2021, January 12, 2022, and September 14, 2022 Supplements.

29. To conduct an ongoing offering, an issuer is required to file a post-qualification amendment at least every 12 months after the qualification date to include the financial statements that would be required by Form 1-A. *See* Rule 252(f)(2)(i). Because GGToor did not file a post-qualification amendment to update its financial statements by January 27, 2022, 12 months after the Commission qualified GGToor's post-qualification amendment to the January 2020 Offering, it failed to comply with this requirement. As a result, Regulation A did not apply to the offers and sales made after January 27, 2022 through the termination of the January 2020 Offering on April 5, 2022.

Violations

30. Section 5(a) of the Securities Act prohibits the use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell a security unless a registration statement is in effect as to such security. Section 5(c) of the Securities Act prohibits the use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy a security unless a registration statement has been filed as to such security.

31. GGToor offered to sell and sold its securities without a registration statement filed or in effect and without a valid exemption from registration. As a result of the conduct described above, GGToor violated Sections 5(a) and 5(c) of the Securities Act.

IV.

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

Accordingly, it is hereby ORDERED that:

A. Pursuant to Section 8A of the Securities Act, Respondent GGToor cease and desist from committing or causing any violations and any future violations of Sections 5(a) and 5(c) of the Securities Act.

B. Respondent shall pay a civil money penalty in the amount of \$40,000 to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Section 21F(g)(3) of the Securities Exchange Act of 1934 (“Exchange Act”). Payment shall be made in the following installments: the first \$10,000 within 90 days of the date of this Order, the second \$10,000 within 180 days of the Order, the third \$10,000 within 270 days of the Order, and the fourth \$10,000 plus all accrued interest, within 360 days of the Order. Payments shall be applied first to post-order interest, which accrues pursuant to 31 U.S.C. § 3717. Prior to making the final payment set forth herein, Respondent shall contact the staff of the Commission for the amount due. If Respondent fails to make any payment by the date agreed and/or in the amount agreed according to the schedule set forth above, all outstanding payments under this Order, including post-order interest, minus any payments made, shall become due and payable immediately at the discretion of the staff of the Commission without further application to the Commission.

Payment must be made in one of the following ways:

- (1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Respondent may pay by certified check, bank cashier’s check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying GGToor as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Anne G. Blazek, Division of Enforcement, Securities and Exchange Commission, 175 W. Jackson Blvd. Ste. 1450, Chicago, Illinois 60604.

C. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, it shall not argue that it is entitled to, nor shall it benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent’s payment of a civil penalty in this action (“Penalty Offset”). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that it shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission’s counsel in this action and pay the amount of the

Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a “Related Investor Action” means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

By the Commission.

Vanessa A. Countryman
Secretary