

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

**SECURITIES ACT OF 1933**  
**Release No. 10338/ April 10, 2017**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 80408 / April 10, 2017**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-17912**

**In the Matter of**

**IMMUNOCELLULAR  
THERAPEUTICS, LTD.,**

**Respondent.**

**ORDER INSTITUTING CEASE-AND-DESIST  
PROCEEDINGS PURSUANT TO SECTION  
8A OF THE SECURITIES ACT OF 1933 AND  
SECTION 21C OF THE SECURITIES  
EXCHANGE ACT OF 1934, 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”) and Section 21C of the Securities Exchange Act of 1934 (“Exchange Act”), against ImmunoCellular Therapeutics, Ltd. (“IMUC” 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 and Section 21C of the Securities Exchange Act of 1934, 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 finds<sup>1</sup>:

#### SUMMARY

From September 2011 to August 2012, IMUC through its former Chief Executive Officer, Manish Singh, engaged in a scheme to mislead investors by commissioning over 50 internet publications promoting IMUC on investment websites that purported to be independent from the company when, in fact, they were paid promotions. Singh engaged Lidingo Holdings, a stock promotion firm, to pay writers to publish articles about IMUC on investment websites. Singh oversaw Lidingo's promotional work for IMUC and directed that Lidingo not use writers who disclosed in their articles that IMUC was indirectly compensating them for their publications. These omissions about IMUC's indirect payments to writers created the misleading impression that the views contained in the publications were objective and independently formed. As a consequence of this conduct, IMUC violated the anti-fraud and caused violations of the anti-touting provisions of the federal securities laws.

#### RESPONDENT

1. **ImmunoCellular Therapeutics, Ltd.** is a Delaware corporation headquartered in Calabasas, California. IMUC's common stock is registered with the Commission pursuant to Exchange Act Section 12(b) and trades on the NYSE MKT.

#### OTHER RELEVANT INDIVIDUALS AND ENTITIES

2. **Manish Singh**, 48, resides in Hidden Hills, California. Singh was President and Chief Executive Officer of IMUC from February 2008 to August 2012. From 2011 until 2014, Singh controlled a stock promotion firm called Lavos, LLC and also helped direct the activities of stock promotion firm Lidingo Holdings, LLC. Singh has an MBA from UCLA and a PhD in Chemical Engineering from the University of Maryland, Baltimore County. The Commission has charged Singh and Lavos for their roles in the misconduct described in this Order and for other misconduct unrelated to IMUC.

3. **Lidingo Holdings, LLC** was a Nevada limited liability company that was formed in 2011 and dissolved in 2014. Lidingo, which was owned and operated by Kamilla Bjorlin, provided promotional services to issuers that included the publication of more than 400 articles describing securities on investment websites. The Commission has charged Lidingo and Bjorlin for their roles in the misconduct described in this Order and for other misconduct unrelated to IMUC.

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<sup>1</sup> 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.

## FACTS

4. In September 2011, IMUC's then-CEO Singh entered into a promotional contract with Lidingo<sup>2</sup> pursuant to which Lidingo would "develop and execute an online distribution campaign that will prominently place the [IMUC] investment opportunity in front of retail investors with an interest in early stage biotech companies."<sup>3</sup> Their contract required IMUC to pay Lidingo \$5,000 a month. IMUC paid Lidingo more than \$230,000 between September 2011 and August 2012, when Singh left IMUC.

5. Lidingo, in turn, paid writers to publish articles describing IMUC securities on investment websites SeekingAlpha.com and Benzinga.com. In addition, Lidingo paid writers to ghost-write articles about IMUC that Lidingo then published on Seeking Alpha's website under Lidingo-selected pseudonyms. None of the over 50 articles disclosed the writers' or Lidingo's compensation from IMUC or otherwise suggested that the articles were part of a paid promotion.

6. For example, on April 16, 2012, IMUC paid Lidingo \$28,390. Lidingo subsequently paid a writer to publish an article about IMUC securities two weeks later on Seeking Alpha's website entitled "ImmunoCellular Therapeutics and the Benefits of a Large Exchange." The writer did not disclose in the article that he had been indirectly compensated by IMUC. In another example, on May 18, 2012, IMUC paid Lidingo \$25,000. Following this payment, Lidingo paid a writer to publish an article about IMUC securities two weeks later on Seeking Alpha's website entitled "ImmunoCellular Therapeutics ICT-107 to Impress at ASCO 2012." The writer did not disclose in the article that he had indirectly received compensation from IMUC.

7. Singh, acting as IMUC's CEO, directed and oversaw Lidingo's work for the company. In at least the beginning of Lidingo's work for IMUC, Singh approved all Lidingo articles about IMUC, writing in a March 19, 2012 email to Bjorlin that he wanted "ultimate approval authority." Later in the email, he added an instruction regarding draft articles: "In the future, please let me review it even if it requires waiting a day or two extra." In a March 21, 2012 email, Singh directed that Lidingo use a certain writer to write about IMUC and detailed the topics on which he should focus. The next day, the writer Singh specified published an article entitled "ImmunoCellular Therapeutics Patent Acquisition Paradigm Shift," on Seeking Alpha's website. The writer did not disclose his indirect receipt of compensation from IMUC. As Singh was acting in his capacity as IMUC's CEO, his conduct and state of mind are imputed to IMUC.

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<sup>2</sup> Singh had a working relationship with Lidingo prior to entering into this contract. Singh had his own stock promotion firm and helped Kamilla Bjorlin, Lidingo's founder, to organize Lidingo to work with him on promotional projects for public companies, including IMUC.

<sup>3</sup> The contract had a four-month term, but Singh and IMUC continued to pay Lidingo for an additional seven months after the initial term ended.

8. Throughout the time period that Lidingo worked for IMUC, Singh edited articles about IMUC and provided input regarding content. On February 8, 2012, Singh reviewed a Lidingo writer's idea for an IMUC article. He noted that the article topic was a "very good idea as I think it would move these stocks" and suggested that IMUC be the second company mentioned in the article's discussion of several biotech stocks. Eight days later, the writer published an article entitled "10 Biotech Stocks with Big Potential Upside in 2012: Part III" on Seeking Alpha. The article placed IMUC second in the list of biotech stock discussed in the article. The writer did not disclose his indirect receipt of compensation from IMUC. Similarly, on July 17, 2012, Lidingo published an article discussing IMUC securities entitled "3 Innovative Cancer Treatments...But Which is the Best Bet?," on Seeking Alpha's website under the Lidingo-selected pseudonym "The Swiss Trader." Lidingo did not disclose its receipt of compensation from IMUC. Singh provided edits to the article, which were incorporated into the published version.

9. Singh directed that Lidingo not use writers who disclosed compensation. In February 2012, a writer had expressed concerns to Bjorlin that Seeking Alpha prohibited writers from receiving compensation to write about specific stocks. On February 20, 2012, Singh emailed Bjorlin the following response for her to send to the writer: "We understand [Seeking Alpha] policy. We would like to do a consulting agreement with you for research and investment advice, but there would be no disclosures associated with any article. Any such disclosures are damaging and discredit the validity of these articles." The reference to "research and investment advice" mischaracterized the consulting agreement's true purpose, which was to produce published articles. Singh, acting as IMUC's CEO, therefore knew or was reckless in not knowing that Lidingo articles about the company would not disclose compensation.

10. The failure to disclose IMUC's payments for the promotional articles describing its securities was material because it suggested that the views contained in the articles were objective and independently formed. Singh, acting as IMUC's CEO, understood that disclosing compensation made the articles less credible and less likely to be effective. As noted in Singh's February 20, 2012 email above, Singh believed that disclosures about compensation from issuers hurt the credibility of writers. Singh reiterated this view in a May 1, 2012 email in which he recommended that a writer not disclose compensation on his own website because "this would create a red flag for investors or folks would want to dent his credibility."

11. The IMUC articles published on Seeking Alpha's and Benzinga's websites described IMUC securities and certain of the articles were intended to solicit offers to buy the company's securities. For example, Seeking Alpha operated a widely-read website that held itself out as a "platform for investment research, with broad coverage of stocks, asset classes, ETFs and investment strategy" where "articles frequently move stocks, due to a large and influential readership which includes money managers, business leaders, journalists and bloggers."

## VIOLATIONS

12. As a result of the conduct described above, IMUC violated Securities Act Sections

17(a)(1) and (3) and Exchange Act Section 10(b) and Rules 10b-5(a) and (c) thereunder, which prohibit fraudulent conduct in the offer or sale of securities and in connection with the purchase or sale of securities.

13. As a result of the conduct described above, IMUC caused Lidingo's and certain writers' violations of Securities Act Section 17(b), which prohibits any person from publishing, giving publicity to, or circulating any communication that describes a security in exchange for direct or indirect consideration from an issuer, underwriter, or dealer without fully disclosing the past or prospective consideration and the amount.

### **UNDERTAKING**

Respondent IMUC has undertaken to:

In connection with this action and any related judicial or administrative proceeding or investigation commenced by the Commission or to which the Commission is a party, (i) appear and be interviewed by Commission staff at such times and places as the staff requests upon reasonable notice; (ii) accept service by mail, email or facsimile transmission of notices or subpoenas issued by the Commission for documents or testimony at depositions, hearings, or trials, or in connection with any related investigation by Commission staff; (iii) appoint its attorney in these proceedings as agent to receive service of such notices and subpoenas; (iv) with respect to such notices and subpoenas, waive the territorial limits on service contained in Rule 45 of the Federal Rules of Civil Procedure and any applicable local rules, provided that the party requesting the testimony reimburses witness travel, lodging, and subsistence expenses at the then-prevailing U.S. Government per diem rates; and (v) consent to personal jurisdiction over Respondent in any United States District Court for purposes of enforcing any such subpoena.

In determining whether to accept the Offer, the Commission has considered this undertaking. In addition, in determining whether to impose a penalty, the Commission took into consideration the fact that Respondent's Form 10-K for its fiscal year 2015 included a going concern opinion from its independent auditor.

#### **IV.**

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

Accordingly, pursuant to Section 8A of the Securities Act and Section 21C of the Exchange Act, it is hereby ORDERED that:

Respondent IMUC cease and desist from committing or causing any violations and any future violations of Sections 17(a) and 17(b) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

By the Commission.

Brent J. Fields  
Secretary