

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
204 NORTH ROBINSON AVENUE, SUITE 400
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Notion Capital V SCSp,

Respondent.

ODS File No. 24-057

ORDER VOIDING STOP ORDER

The Administrator of the Oklahoma Department of Securities ("**Administrator**") issues this *Order* pursuant to § 1-302.D. of the Oklahoma Uniform Securities Act of 2004 ("**Act**"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2024), confirming that the *Stop Order* filed against Notion Capital V SCSp (the "**Respondent**"), is void as of the time of its issuance.

Findings of Fact

1. On July 14, 2023, Respondent filed a United States Securities and Exchange Commission ("**SEC**") Form D (the "**Form D**") and fee with the Oklahoma Department of Securities (the "**Department**").
2. According to the North American Securities Administrators Association's Electronic Filing Depository ("**EFD**"), the date of the first sale made in Oklahoma pursuant to the Form D offering was December 20, 2022.
3. Two hundred and six (206) days passed between the date of the first sale made in Oklahoma by Respondent, December 20, 2022, and the date of Respondent's notice filing with the Department, July 14, 2023.
4. On September 18, 2023, the Department sent Respondent a letter of caution informing Respondent of the 206 days between the filing of Respondent's notice and fee and the date of its first sale in Oklahoma (the "**Letter**").
5. In accordance with Section 1-302 of the Act, the Letter assessed a \$250 late fee to be paid by Respondent (the "**Fee**") no later than October 13, 2023. No response was received from the Letter sent to the Respondent, and therefore the Department issued a Stop Order on July 1, 2024.
6. On August 26, 2024, the Department received the Fee via US mail (check #837968) from the Respondent.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Authorities

7. Section 1-302 of the Act states in pertinent part:

* * * * *

D. [I]f the Administrator finds that there is a failure to comply with a notice or fee requirement of this section, the Administrator may issue a stop order suspending the offer and sale of a federal covered security in this state. If the deficiency is corrected, the stop order is void as of the time of its issuance and no penalty may be imposed by the Administrator.

Conclusions of Law

8. Respondent has corrected the deficiency by tendering the outstanding Fee to the Department.

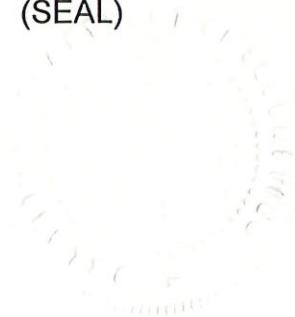
9. It is in the public interest for the Administrator to issue this *Order* confirming that the *Stop Order*, filed against the Respondent on July 1, 2024, is void as of the time of its issuance.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

IT IS HEREBY ORDERED that the *Stop Order* filed against the Respondent is void as of July 1, 2024.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 29th day of August, 2024.

(SEAL)



A handwritten signature in blue ink, which reads "Melanie Hall", is written over a horizontal line.

MELANIE HALL, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 29th day of August, 2024, a true and correct copy of the above and foregoing *Order Voiding Stop Order* was mailed certified, return receipt to Respondent and emailed to Respondent's Attorney:

Notion Capital V SCSp
c/o Stephen Chandler, Notion Capital Managers, LLP
42-44 Avenue de la Gare
L-1610 Luxembourg

Polsinelli, PC
c/o Nanci K. Williams
nwilliams@polsinelli.com



Michelle Statham
Paralegal

