

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 11383 / August 8, 2025

In the Matter of

Ripple Labs, Inc.

**ORDER UNDER RULE 506(d)(2)(ii) OF THE
SECURITIES ACT OF 1933, GRANTING A
WAIVER OF THE RULE 506(d)(1)(ii)(A)
DISQUALIFICATION PROVISION**

I.

On December 22, 2020, the Commission filed a complaint in the U.S. District Court for the Southern District of New York against Ripple Labs, Inc. (“Ripple”) and other defendants, alleging, in relevant part, that Ripple violated Section 5 of the Securities Act of 1933 (“Securities Act”).¹ On August 7, 2024, the district court entered final judgment (“Final Judgment”) permanently enjoining Ripple from violating Section 5 of the Securities Act.² In October 2024, the Commission filed a notice of appeal from the Final Judgment and Ripple filed a notice of cross-appeal from the Final Judgment.

In May 2025, the parties executed a settlement agreement and pursuant thereto requested that the district court issue an indicative ruling stating that it would, upon the parties’ joint motion, dissolve the Final Judgment’s injunction against Ripple. The district court denied the parties’ request.³ The parties have agreed to dismiss the appeal and the cross-appeal. Accordingly, the Final Judgment’s injunction against Ripple remains in effect and, absent a waiver of disqualification, the Regulation D exemptions under Rule 506 of the Securities Act are unavailable to Ripple. *See* 17 C.F.R. § 230.506(d)(1)(ii)(A).

II.

Rule 506(d)(2)(ii) of the Securities Act provides that the disqualification “shall not apply . . . [u]pon a showing of good cause and without prejudice to any other action by the Commission, if the Commission determines that it is not necessary under the circumstances that an exemption be denied.”

¹ *See* Complaint, *SEC v. Ripple Labs, Inc.*, No. 20-cv-10832, ECF No. 4 (S.D.N.Y. Dec. 22, 2020).

² *See* Final Judgment, *id.*, ECF No. 974 (Aug. 7, 2024).

³ *See* Orders, *id.*, ECF Nos. 984 (May 15, 2025) & 989 (Jun. 26, 2025).

III.

In light of the facts and circumstances, including the Commission's prior decision to resolve this matter in a manner pursuant to which the Final Judgment's injunction against Ripple would have been dissolved, thereby removing Ripple's Regulation D disqualification, the Commission has determined pursuant to Rule 506(d)(2)(ii) of the Securities Act that good cause exists for not denying the exemption contained therein.

Accordingly, **IT IS ORDERED**, pursuant to Rule 506(d)(2)(ii) of the Securities Act, that a waiver from the application of the disqualification provision of Rule 506(d)(1)(ii)(A) of the Securities Act resulting from the Final Judgment's injunction against Ripple is hereby granted to Ripple.

By the Commission.

Vanessa A. Countryman
Secretary