



ORDER

Findings, and Imposing Sanctions ("Order") as set forth below.¹

III.

On the basis of Respondent's Offer, the Board finds that:

A. Respondent

1. Price Waterhouse & Co. S.R.L. is, and at all relevant times was, a limited liability partnership organized under Argentinian law, and headquartered in Buenos Aires, Argentina. The Firm is a member of the PricewaterhouseCoopers International Limited network. At all relevant times, the Firm has been registered with the Board pursuant to Section 102 of the Act and PCAOB rules. As of its 2016 Annual Report on PCAOB Form 2, the Firm had 843 accountants, issued audit reports for 13 issuers during the reporting period, and did not play a substantial role in the preparation or furnishing of an audit report for an issuer that was issued during the reporting period. The Firm is licensed by different entities in several jurisdictions within Argentina.

B. Summary

2. This matter concerns the Firm's failures to timely disclose eight reportable events to the Board on Form 3 as required by PCAOB rules. PCAOB rules required the Firm to complete and file a PCAOB special report on Form 3 to report any event specified in that form within 30 days of the event's occurrence. Among the events that the Firm needed to report on Form 3 were (a) a partner of the Firm becoming a respondent in certain disciplinary proceedings; and (b) the conclusion of certain disciplinary proceedings in which a partner of the Firm had been a respondent.

3. From 2010 to 2015, partners of the Firm became respondents in eight separate disciplinary proceedings in Argentina. Each of those eight proceedings involved one or more reportable events under Form 3. With respect to four of the proceedings, the Firm failed to file a Form 3 reporting the proceedings until months, and in one case almost two years, after learning of the initiation of the proceedings, and well after the 30-day reporting deadline. Additionally, with respect to the other four proceedings, the Firm failed to file a Form 3 reporting the conclusion of the proceedings until over two years after becoming aware of the conclusion of the proceedings.

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

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C. Respondent Failed to Timely Disclose Certain Reportable Events to the Board, in Violation of PCAOB Rules

4. PCAOB Rule 2203 provides that a registered public accounting firm must file a special report on Form 3 to report any event specified in that form within thirty days of the event's occurrence.² One such specified event occurs when a firm "has become aware that, in a matter arising out of his or her conduct in the course of providing professional services for a client, a partner, shareholder, principal, owner, member, or audit manager of the Firm who provided at least ten hours of audit services for any issuer, broker, or dealer during the Firm's current fiscal year or its most recently completed fiscal year has become a defendant or respondent in a civil or alternative dispute resolution proceeding initiated by a governmental entity or in an administrative or disciplinary proceeding other than a Board disciplinary proceeding" ("Item 2.9 Proceeding").³ Another such specified event occurs when a firm "has become aware that" an Item 2.9 Proceeding "has been concluded."⁴ With respect to eight such events involving eight Item 2.9 Proceedings, the Firm failed to timely file a Form 3 with the Board.

The Firm Failed to Timely Disclose the Initiation of Four Reportable Events

5. During 2014 and 2015, the Firm became aware that partners of the Firm had become respondents in four separate disciplinary proceedings: two proceedings before the Comisión Nacional de Valores ("CNV"), one proceeding before the Consejo Profesional de Ciencias Económicas de la Ciudad Autónoma de Buenos Aires, and one proceeding before the Superintendencia de Seguros de la Nación. Each of the proceedings arose out of the Firm's provision of non-audit professional services to an Argentinian company that was not an issuer.⁵ The Firm learned of each of the proceedings on or about the following dates:

² See PCAOB Rule 2203, *Special Reports*. As the Board noted when adopting its rules on special reporting, "[R]eportable events will sometimes occur, and the public interest, as well as the ability to consider whether prompt action is warranted by the Board's inspection staff or enforcement staff, will be served by contemporaneous reporting of the event." PCAOB Rel. No. 2008-004, at 17 (June 10, 2008).

³ PCAOB Form 3, at Item 2.9 (italics in the original removed).

⁴ PCAOB Form 3, at Item 2.10.

⁵ The term "issuer" means an issuer (as defined in Section 3 of the Securities and Exchange Act of 1934 (the "Exchange Act")), the securities of which are registered under Section 12 of the Exchange Act, or that is required to file reports under Section 15(d) of the Exchange Act, or that files or has filed a registration statement that

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- Proceeding 1 January 15, 2014
- Proceeding 2 May 14, 2015
- Proceeding 3 August 13, 2015
- Proceeding 4 October 5, 2015

6. In violation of Rule 2203, the Firm failed to file a Form 3 with respect to the four proceedings described above until November 26, 2015, months, and in the case of Proceeding 1 almost two years, after learning of the initiation of those four proceedings.

The Firm Failed to Timely Disclose the Conclusion of Four Reportable Events

7. During 2010, 2014, and 2015, the Firm became aware that four separate disciplinary proceedings in which partners of the Firm were respondents had concluded: three proceedings before the CNV and one proceeding before the Banco Central de la República Argentina. Each of the proceedings arose out of the Firm's provision of non-audit professional services to an Argentinian company that was not an issuer. The Firm learned of the conclusion of each of the proceedings on or about the following dates:

- Proceeding 5 January 28, 2010
- Proceeding 6 July 2, 2014
- Proceeding 7 December 10, 2014
- Proceeding 8 September 21, 2015

8. In violation of Rule 2203, the Firm failed to file a Form 3 with respect to the Proceedings 5 through 8 until November 26, 2015, months, and in the case of Proceeding 5 almost six years, after learning of the conclusion of those four proceedings.

Failures in the Firm's Internal System of Compliance

9. The Firm's internal compliance and reporting systems failed to identify the initiation of the proceedings described above as being reportable to the PCAOB. In

has not yet become effective under the Securities Act of 1933, and that it has not withdrawn. See PCAOB Rule 1001(i)(iii).

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addition, the Firm's systems failed to identify the conclusion of the proceedings described above as being reportable to the PCAOB. As a result, the Firm inappropriately delayed, sometimes for years, notifying the PCAOB of the initiation and/or conclusion of disciplinary proceedings.

IV.

In view of the foregoing, and to protect the interests of investors and further the public interest in the preparation of informative, accurate, and independent audit reports, the Board determines it appropriate to impose the sanctions agreed to in Respondent's Offer. Accordingly, it is hereby ORDERED that:

- A. Pursuant to Section 105(c)(4)(E) of the Act and PCAOB Rule 5300(a)(5), the Firm is hereby censured;
- B. Pursuant to Section 105(c)(4)(D) of the Act and PCAOB Rule 5300(a)(4), a civil money penalty in the amount of \$25,000 is imposed upon the Firm. All funds collected by the Board as a result of the assessment of this civil money penalty will be used in accordance with Section 109(c)(2) of the Act. The Firm shall pay this civil money penalty within ten (10) days of the issuance of this Order by (1) wire transfer pursuant to instructions provided by Board staff; or (2) United States Postal Service money order, bank money order, certified check, or bank cashier's check (a) made payable to the Public Company Accounting Oversight Board, (b) delivered to the Controller, Public Company Accounting Oversight Board, 1666 K Street, N.W., Washington D.C. 20006, and (c) submitted under a cover letter, which identifies the Firm as a respondent in these proceedings, sets forth the title and PCAOB release number of these proceedings, and states that payment is made pursuant to this Order, a copy of which cover letter and money order or check shall be sent to Office of the Secretary, Attention: Phoebe W. Brown, Secretary, Public Company Accounting Oversight Board, 1666 K Street, N.W., Washington D.C. 20006; and
- C. Pursuant to Section 105(c)(4)(G) of the Act and PCAOB Rule 5300(a)(9), the Firm is required:
 1. within ninety (90) days from the date of this Order, to establish policies and procedures, or revise and/or supplement existing policies and procedures, for the purpose of providing the Firm with reasonable assurance of compliance with PCAOB reporting requirements, including policies and procedures providing reasonable assurance that reportable events are identified by Firm

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personnel who participate in the Firm's PCAOB reporting process and that those events are reported on the applicable PCAOB form in a timely and complete manner;

2. within ninety (90) days from the date of this Order, to establish policies to ensure training concerning PCAOB reporting requirements, at least annually, of any Firm personnel who participate in the Firm's PCAOB reporting process;
3. within ninety (90) days from the date of this Order, to assign the role of compliance with PCAOB reporting matters to an individual within the Firm who possesses adequate knowledge and experience with PCAOB reporting requirements and sufficient authority within the Firm to fulfill those requirements on behalf of the Firm; and
4. within one hundred twenty (120) days from the date of this Order, to have the individual referenced in paragraph C.3 above certify in writing to the Director of the Division of Enforcement and Investigations, Public Company Accounting Oversight Board, 1666 K Street, N.W., Washington D.C. 20006, the Firm's compliance with paragraphs C.1 through C.3 above. The certification shall identify the undertakings, provide written evidence of compliance in the form of a narrative, and be supported by exhibits sufficient to demonstrate compliance. The Firm shall also submit such additional evidence of and information concerning compliance as the staff of the Division of Enforcement and Investigations may reasonably request.

ISSUED BY THE BOARD.

/s/ Phoebe W. Brown

Phoebe W. Brown
Secretary

March 29, 2017