UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
NEW YORK REGIONAL OFFICE
BROOKFIELD PLACE
200 VESEY STREET, SUITE 400
NEW YORK, NY 10281

OFFICE OF COMPLIANCE
INSPECTIONS AND EXAMINATIONS

September 9, 2019

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Brian Martinsen
StraightPath Venture Partners, LLC
25 Broadway, 9th Floor
New York, New York 10004

Re: **Voluntary Informal Inquiry of StraightPath Venture Partners, LLC**

Dear Mr. Martinsen:

The staff has completed its informal inquiry of StraightPath Venture Partners, LLC ("StraightPath") and has no further requests for documents and/or information at this time. However, this does not preclude requests from staff of other Divisions or Offices within the Commission. The staff's inquiry noted the following:

Section 3(a)(4)(A) of the Securities Exchange Act of 1934 ("Exchange Act") defines the term "broker" to mean: *"any person engaged in the business of effecting transactions in securities for the account of others."*

Section 15(a) of the Exchange Act states: *"It shall be unlawful for any broker or dealer which is either a person other than a natural person or a natural person not associated with a broker or dealer which is a person other than a natural person (other than such a broker or dealer whose business is exclusively intrastate and who does not make use of any facility of a national securities exchange) to make use of the mails or any means or instrumentality of interstate commerce to effect any transactions in, or to induce or attempt to induce the purchase or sale of, any security (other than an exempted security or commercial paper, bankers' acceptances, or commercial bills) unless such broker or dealer is registered in accordance with subsection (b) of this section."*

According to documentation StraightPath provided to the staff, the firm entered into Referral Agreements with approximately 15 "Finders" to obtain investors for StraightPath's affiliated private funds; SP Venture Fund, LLC and SP Venture Fund 2, LLC ("the Funds"). During the period of October 2017 through October 2018, StraightPath paid unregistered Finders

approximately $315,500 in transaction-based compensation for referring fund investors to StraightPath.

The Referral Agreement that documents the relationship between StraightPath and the Finders indicated that referral fee payments were contingent on the amount of monies deposited by an investor into the Funds, or transaction-based. A Finder, finding investors for StraightPath to engage in securities transactions, and receiving a compensation for the transactions that is related to the size of the transaction may require the Finder to register as a "broker" under Section 15(a) of Exchange Act. With the nature of the payment of the referral fees to the Finders, StraightPath may have facilitated the Finders potential unregistered broker conduct. In addition, StraighPath may have facilitated the unregistered Finders in conducting their solicitation activities, by acquiring investor "leads" and "cold-call" scripts on behalf of the Finders. Such conduct by the Finders further evidences that StraightPath may have facilitated the Finders operating in an unregistered broker capacity.

Therefore, it appears to the staff that the unregistered Finders may have violated Section 15(a) of the Exchange Act and it appears that StraightPath may have facilitated these potential violations. Be advised that StraighPath's activities may not be in compliance with the Federal securities rules and regulations and the firm should consult with counsel to ensure its business is in compliance.

The findings are based on the OCIE staff's informal inquiry and are not findings or conclusions of, or binding on, the Commission or any of its divisions or offices. You should not assume that any of the StraightPath's activities not discussed above are in full compliance with the federal securities laws. Nor should you conclude that the findings above sets forth an exhaustive list of the ways in which the StraightPath's activities do not comply with the federal securities laws. Neither the staff's findings or its communications during the course of the informal inquiry, including the staff's decision to make no further requests, nor any remedial actions undertaken in response to such findings or communications foreclose the Commission from taking any action, including but not limited to an enforcement action, with respect to StraightPath.

Thank you for your cooperation. If you have any questions, please contact me at (212) 336-0470 or Mr. McAuliffe at (212) 336-0481.

Sincerely,

Ronald R. Krietzman
Assistant Regional Director
Broker-Dealer/Exchange Examination Program

Michael J. McAuliffe
Examination Manager
Broker-Dealer/Exchange Examination Program