



Ontario  
Securities  
Commission

Commission des P.O.  
valeurs mobilières  
de l'Ontario

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**IN THE MATTER OF THE *SECURITIES ACT*,  
R.S.O. 1990, c. S.5, AS AMENDED**

**- AND -**

**IN THE MATTER OF  
DARREN SPEARS and MAY SPEARS**

**ORDER**

(Subsections 127(1) and 127(5))

**WHEREAS** it appears to the Ontario Securities Commission (the “Commission”) that:

1. May Spears is an employee of the Finance Group at Magna International Inc. (“Magna”);
2. Darren Spears is May Spears’ husband. He is a Director of Finance, Cosma Castings, which is an operating division of Magna;
3. Darren Spears and May Spears (the “Respondents”) may have purchased and sold securities of Magna, a reporting issuer, with knowledge of material facts that were not generally disclosed;
4. May Spears is a person in a special relationship with Magna as she is an employee of the Finance Group at Magna. May Spears had access to material, undisclosed information concerning Magna’s financial performance at the relevant times and was restricted from trading Magna securities during various blackout periods;
5. May Spears may have informed Darren Spears of material, undisclosed facts regarding Magna financial results and he may have made purchases and sales of Magna securities with knowledge of the material, undisclosed facts concerning Magna’s financial results and while in a special relationship with Magna;

6. Trading in Magna securities repeatedly took place in May Spears' brokerage accounts while she was subject to blackout restrictions at Magna;
7. The Respondents may have breached subsections 76(1) and (2) of the *Securities Act*, R.S.O., c. S.5, 1990, as amended (the "Act"); and
8. Staff are continuing to investigate the conduct described above;

**AND WHEREAS** on December 12, 2014, the Commission, pursuant to clause 2 of subsections 127(1) and 127(6) of the Act ordered that all trading in securities of Magna by the Respondents cease for a period of 15 days from the date of that Order (the "Cease Trade Order");

**AND WHEREAS** on December 18, 2014, Staff and counsel for the Respondents appeared and made submissions before the Commission regarding extending the Cease Trade Order;

**AND WHEREAS** on December 18, 2014, the Commission made the following order:

1. Darren Spears is permitted to sell all of his holdings in Magna shares in his TD Waterhouse trading accounts provided that the proceeds from such sale shall remain in his trading account in the form of cash unless the Commission consents to the release of the proceeds or until otherwise ordered by the court;
2. Darren Spears is permitted to sell his option contracts for Magna shares that expire on December 20, 2014, provided that the proceeds from such sale shall remain in his trading account in the form of cash unless the Commission consents to the release of the proceeds or until otherwise ordered by the court;
3. Darren Spears shall allow his option contracts for Magna shares that expire on January 17, 2015 and March 20, 2015, to expire without any exercise of any right to purchase Magna shares;
4. Pursuant to subsection 127(7) of the Act, the Cease Trade Order is extended until April 17, 2015 (the "December 18, 2014 Order"); and
5. The hearing is adjourned to Wednesday, April 15, 2015 at 10:00 a.m. or such other date as may be determined by the Office of the Secretary;

**AND WHEREAS** Darren Spears sold all of his holdings in Magna shares and the options contracts expiring on December 20, 2014 in his TD Waterhouse trading accounts, and the proceeds of such sales remain in his trading account in the form of cash;

**AND WHEREAS** Darren Spears wishes to sell his option contracts for Magna that expire on January 17 and on March 20, 2015, on the last day prior to their expiry and agrees to hold the proceeds of such sales in cash in his TD Waterhouse trading accounts;

**AND WHEREAS** on January 14, 2015, Darren Spears brought a motion pursuant to subsection 144(1) of the Act, to vary the December 18, 2014 Order so that he may sell his option contracts for Magna that expire on January 17 and March 20, 2015 and hold the proceeds of such sales in cash in his TD Waterhouse trading accounts;

**AND WHEREAS** Staff consents to Darren Spears selling the option contracts for Magna that expire on January 17 and March 20, 2015 in his TD Waterhouse trading accounts provided that the proceeds from such sales remain in his trading accounts in the form of cash;

**AND WHEREAS** the Commission is of the opinion that it is in the public interest to make this Order;

**IT IS ORDERED THAT** the December 18, 2014 Order is varied such that Darren Spears shall be allowed to sell his option contracts for Magna shares that expire on January 17, 2015, and on March 20, 2015, provided that he sell them on the last day prior to their expiry and that any proceeds from such sales shall remain in his trading account in the form of cash unless the Commission consents to the release of the proceeds or until otherwise ordered by the court.

**DATED** at Toronto this 15<sup>th</sup> day of January, 2015.

*“Christopher Portner”*

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Christopher Portner