
 1666 K Street NW
Washington, DC 20006

 Office: 202-207-9100
Fax: 202-862-8430

 www.pcaobus.org

Order Instituting Disciplinary Proceedings, Making Findings, and Imposing Sanctions

*In the Matter of Moore MSLL Lima Lucchesi
Auditores e Contadores Ltda.,*

Respondent.

PCAOB Release No. 105-2023-017

August 8, 2023

By this Order Instituting Disciplinary Proceedings, Making Findings, and Imposing Sanctions (“Order”), the Public Company Accounting Oversight Board (“Board” or “PCAOB”) is:

- (1) censuring Moore MSLL Lima Lucchesi Auditores e Contadores Ltda., a registered public accounting firm (the “Firm” or “Respondent”);
- (2) imposing a civil money penalty in the amount of \$25,000 upon the Firm; and
- (3) requiring the Firm to undertake certain remedial measures to establish policies and procedures directed toward ensuring future compliance with PCAOB reporting requirements.

The Board is imposing these sanctions on the basis of its findings that the Firm failed to file a required Form 3 reporting a change in the Firm’s legal name, in violation of PCAOB Rule 2203, *Special Reports*.

I.

The Board deems it necessary and appropriate, for the protection of investors and to further the public interest in the preparation of informative, accurate, and independent audit reports, that disciplinary proceedings be, and hereby are, instituted pursuant to Section 105(c) of the Sarbanes-Oxley Act of 2002, as amended (the “Act”), and PCAOB Rule 5200(a)(1) against Respondent.

II.

In anticipation of institution of these proceedings, and pursuant to PCAOB Rule 5205, Respondent has submitted an Offer of Settlement (“Offer”) that the Board has determined to accept. Solely for purposes of these proceedings and any other proceedings brought by or on behalf of the Board, or to which the Board is a party, and without admitting or denying the findings herein, except as to the Board’s jurisdiction over Respondent and the subject matter of these proceedings, which is admitted, Respondent consents to the entry of this Order as set forth below.¹

III.

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

A. Respondent

1. **Moore MSL Lima Lucchesi Auditores e Contadores Ltda.** is a firm located in São Paulo, Brazil. At all relevant times, the Firm remained the same legal entity and was registered with the Board pursuant to Section 102 of the Act and PCAOB rules.

B. Respondent Failed to File Form 3 in Violation of PCAOB Rule 2203

2. PCAOB Rule 2200, *Annual Report*, requires that registered public accounting firms file annual reports with the Board on a Form 2 “following the instructions to that form.” The instructions to the Form 2 require firms to identify their current legal names and any other names used in audit reports.

3. 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. One such specified event is if the firm has changed its legal name while otherwise remaining the same legal entity that it was before the name change.²

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

² Under the PCAOB’s reporting framework, a registered firm’s name change may be reported on Form 3 only if the firm remains the same legal entity that it was before the name change. If the name change occurs in connection with a more significant change in which the firm, as previously constituted, ceases to exist, the new entity does not automatically succeed to the registration status of the former entity and may not report the event on Form 3 as a name change. Instead, the new legal entity, if it wishes to register with the PCAOB, must file a PCAOB Form 1 or PCAOB Form 4.

4. The Firm's Application for Registration on Form 1 filed with the PCAOB on November 14, 2013, lists the Firm's legal name as Moore Stephens Lima Lucchesi Auditores e Contadores. However, on August 20, 2021, the Firm filed an Annual Report on Form 2 with the PCAOB for the reporting period April 1, 2020 through March 31, 2021 ("2021 Annual Report"), which listed the Firm's legal name as "Moore MSLL Lima Lucchesi Auditores e Contadores." The Firm also filed an Annual Report on Form 2 with the PCAOB on June 27, 2022, for the reporting period April 1, 2021 through March 31, 2022 ("2022 Annual Report"), which listed the Firm's legal name as "Moore MSLL Lima Lucchesi Auditores e Contadores." At no point prior to filing the 2021 Annual Report or 2022 Annual Report did the Firm file a Form 3 with the PCAOB indicating that the Firm's legal name had changed.

5. The PCAOB's Division of Registration and Inspections ("DRI") emailed the Firm on four occasions between November 2021 and January 2022 in an attempt to resolve this issue but the Firm failed to respond to any of DRI's messages or to file a Form 3 reporting the Firm's change in legal name. Instead, the Firm filed the 2022 Annual Report that included a different legal name than the one specified in the Firm's Application for Registration on Form 1.

6. The Firm belatedly filed a Form 3 on December 21, 2022, reporting the change in its legal name, after receiving notice of the deficiency from the PCAOB's Division of Enforcement and Investigations. The Firm subsequently filed another Form 3 on January 19, 2023, further updating its legal name to include the suffix, "Ltda." following the previously reported updated legal name of "Moore MSLL Lima Lucchesi Auditores e Contadores."

7. The Firm's internal compliance and reporting systems failed to identify the name change as being reportable to the PCAOB. As a result, the Firm inappropriately failed to notify the PCAOB of the name change.

8. In violation of PCAOB Rule 2203, the Firm failed to file a Form 3 reporting a change in its legal name.

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 determined 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.
1. 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.
 2. 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 Office of Finance, 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.
 3. Respondent understands that its failure to pay the civil money penalty described above may result in summary suspension of the Firm's registration, pursuant to PCAOB Rule 5304(a).
 4. If timely payment is not made, additional interest shall accrue at the federal debt collection rate set for the current quarter pursuant to 31 U.S.C. § 3717. Payments shall be applied first to post-Order interest.
 5. With respect to any civil money penalty amounts that Respondent shall pay pursuant to this Order, Respondent shall not, directly or indirectly, (a) seek or accept reimbursement or indemnification from any source including, but not limited to, any current or former affiliated firm or professional or any payment made pursuant to any insurance policy; (b) claim, assert, or apply for a tax deduction or tax credit in connection with any federal, state, local, or foreign tax; nor (c) seek or benefit by any offset or reduction of any award of compensatory damages, by the amount of any part of Respondent's payment of the civil money penalty pursuant to this Order, in any private action brought against Respondent based on substantially the same facts as set out in the findings in this Order.

- 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 to provide reasonable assurance that reportable events are identified by Firm 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, including PCAOB Rule 2203, at least annually, of any Firm personnel who participate in the Firm's PCAOB reporting process; and
 3. within one hundred twenty (120) days from the date of this Order, to 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) and C(2) above. The certification shall identify the actions taken to satisfy the conditions specified above, 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. ***The Firm understands that the failure to satisfy these conditions may constitute a violation of PCAOB Rule 5000 that could provide a basis for the imposition of additional sanctions in a subsequent disciplinary proceeding.***

ISSUED BY THE BOARD.

/s/ Phoebe W. Brown

Phoebe W. Brown
Secretary

August 8, 2023