UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UNITED STATES OF AMERICA v. THEODORE WOO, Defendant.	**INFORMATION** 26 Cr.

COUNT ONE
(Securities Fraud)

The United States Attorney charges:

1. THEODORE WOO, the defendant, misappropriated millions of dollars from a Miami-based hedge fund (the "Fund") by, among other things, submitting and approving for reimbursement falsified invoices; causing the Fund to transfer money directly to bank accounts controlled by WOO; and incurring unauthorized personal expenses on the Fund's corporate credit cards that were then paid for by the Fund.

WOO's Embezzlement from the Fund

2. The Fund is a Miami-based registered investment adviser that manages over $100 million in discretionary assets through pooled investment vehicles and related private funds. Beginning in July 2021, THEODORE WOO, the defendant, served as the Fund's Chief Financial Officer ("CFO"). As CFO, WOO was responsible for the back-office administration of the Fund, such as handling matters involving accounting, taxes, and expenses. As part of his work as CFO, WOO worked with a fund administrator (the "Administrator") to process reimbursements and payments for individuals contracted by the Fund, and he was authorized to direct the Administrator to process reimbursements he identified.

3. Beginning in 2022, and continuing until his termination in or around March 2026, THEODORE WOO, the defendant, embezzled millions of dollars from the Fund through a series of transactions that he made or caused others to make on behalf of the Fund. Those fraudulent transactions included making fraudulent payments to entities under WOO's control and spending thousands of dollars on personal expenses using the Fund's credit card.

4. Between April 2024 through March 2026, THEODORE WOO, the defendant, instructed the Administrator to make multiple payments to two entities, TWDRR LLC ("TWDR") and MGTW LLC ("MGTW"), for claimed "Research Consulting Service." When WOO instructed the Administrator to make those payments, he also sent invoices purportedly from those two entities that falsely represented that they had rendered services for the Fund. As a result of WOO's requests, the Administrator paid a total of $1,255,000 to bank accounts purportedly associated with TWDRR and MGTW. In actuality, WOO controlled both entities, and neither entity had performed any service for the Fund. Instead, after each transfer of funds from the Fund to those entities, the proceeds were transferred to bank accounts controlled by WOO. To further conceal his misappropriation, WOO falsely claimed to the Fund's external auditor, when it inquired about the payments, that MGTW was an independent research consulting firm engaged by the Fund to develop short investment ideas on a project-by-project basis.

5. As CFO of the Fund, THEODORE WOO, the defendant, also had the authority to effectuate transfers of cash from the Fund to third parties. From 2022 through 2026, WOO made over 100 fraudulent transfers from the Fund, including transfers to a corporate entity that WOO controlled, Deadpool LLC, and to bank accounts in WOO's name, which were controlled by WOO. Those transfers were not salary, bonus, or other compensation WOO was entitled to receive

as a principal and employee of the Fund.

6. While serving as CFO, THEODORE WOO, the defendant, opened and controlled multiple credit cards that were in the name of the Fund. Between 2022 and 2026, WOO charged unauthorized personal expenses to the Fund's corporate credit cards including, but not limited to, $2,440 in expenses at an adult entertainment establishment, $4,059.07 on an airline ticket to Paris, and $10,575.06 for two roundtrip airline tickets to Brazil.

WOO's Fraud is Discovered

7. In early 2026, the Fund's Chief Investment Officer ("CIO") learned that the Fund's auditor had uncovered suspicious reimbursements issued by the Fund purportedly for research services. On or about March 17, 2026, WOO admitted to the CIO on a phone call that he had misappropriated money from the Fund. In that conversation, WOO materially understated the sums he had taken.

Statutory Allegations

8. From at least in or about 2021 up to and including at least in or about 2026, in the Southern District of New York and elsewhere, THEODORE WOO, the defendant, willfully and knowingly, directly and indirectly, by the use of a means and instrumentality of interstate commerce and of the mails, and of a facility of a national securities exchange, used and employed, in connection with the purchase and sale of a security, a manipulative and deceptive device and contrivance, in violation of Title 17, Code of Federal Regulations, Section 240.10b-5, by: (a) employing a device, scheme, and artifice to defraud; (b) making an untrue statement of a material fact and omitting to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and (c) engaging in an act, practice, and course of business which operated and would operate as a fraud and deceit upon

a person, to wit, WOO, as the CFO of the Fund, fraudulently embezzled investor funds and management fees from the Fund, including by submitting and approving for reimbursement by the Fund fraudulent invoices, effectuating wires from the Fund to bank accounts WOO controlled, and incurring personal credit charges to the Fund's corporate credit cards.

(Title 15, United States Code, Sections 78j(b), 78ff; Title 17, Code of Federal Regulations, Section 240.10b-5; Title 18, United States Code, Section 2.)

FORFEITURE ALLEGATION

11. As a result of committing the offense alleged in Count One of this Information, THEODORE WOO, the defendant, shall forfeit to the United States, pursuant to Title 18, United States Code, Section 981(a)(1)(C) and Title 28 United States Code, Section 2461(c), any and all property, real and personal, that constitutes or is derived from proceeds traceable to the commission of said offense, including but not limited to a sum of money in United States currency representing the amount of proceeds traceable to the commission of said offense.

Substitute Assets Provision

12. If any of the above-described forfeitable property, as a result of any act or omission of the defendant:

a. cannot be located upon the exercise of due diligence;

b. has been transferred or sold to, or deposited with, a third person;

c. has been placed beyond the jurisdiction of the Court;

d. has been substantially diminished in value; or

e. has been commingled with other property which cannot be subdivided without difficulty;

it is the intent of the United States, pursuant to Title 21, United States Code, Section 853(p) and Title 28, United States Code, Section 2461(c), to seek forfeiture of any other property of the defendant up to the value of the above forfeitable property.

(Title 18, United States Code, Section 981;
Title 21, United States Code, Section 853; and
Title 28, United States Code, Section 2461.)

James McDonald /MCS

JAMES M. McDONALD
United States Attorney