

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 97859 / July 7, 2023

ADMINISTRATIVE PROCEEDING
File No. 3-21522

In the Matter of

**MATTHEW WILLIAM
WHEELER,**

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Matthew William Wheeler (“Wheeler” or “Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, Respondent admits the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.2 below, and consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Respondent acted as an unregistered broker by directly soliciting investors to purchase shares of Sanomedics International Holdings Inc. ("Sanomedics") stock from 2009 until 2012, and shares of Fun Cool Free, Inc. ("FCF") stock in 2015. During both timeframes, Respondent received commissions and worked from a telephone sales room located in Miami Lakes, Florida. Respondent, 39 years old is a former resident of Miami, Florida.

2. On September 22, 2016, Wheeler was indicted on two counts of conspiracy to commit mail and wire fraud in violation of Title 18, United States Code, Section 1349, and one count of mail fraud in violation of Title 18, United States Code, Section 1341. On June 22, 2017, after a jury trial, Respondent was convicted of two counts of conspiracy to commit mail and wire fraud in violation of Title 18, United States Code, Section 1349, and one count of mail fraud in violation of Title 18, United States Code, Section 1341 before the United States District Court for the Southern District of Florida, in *United States v. Sizer, et al.*, Case No. 1:16-CR-20715. On March 16, 2023, Respondent was sentenced to a prison term of 16 months followed by 3 years of supervised release.

3. The counts of the indictment of which Respondent was convicted alleged, among other things, that Respondent knowingly devised and intended to devise a scheme and artifice to defraud others and obtain money and property by means of materially false and fraudulent pretenses, representations and promises, and that he knowingly transmitted and caused to be transmitted mail matter in furtherance of the scheme.

4. The trial transcript reflects that respondent acted as an unregistered broker by offering and selling to individual investors securities in Sanomedics from 2009 until 2012, and in FCF in 2015. Respondent made false and fraudulent statements to investors regarding FCF, including falsely stating that former Apple Inc. executive was closely involved in FCF, and that Respondent was only paid in company stock and did not receive commissions. Respondent also concealed from investors that they would be indefinitely restricted from selling their Sanomedics stock. Respondent received \$162,000 in undisclosed commissions for the sale of Sanomedics and FCF stock.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent's Offer.

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent be, and hereby is barred from association with any broker, dealer, investment

adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; and

Pursuant to Section 15(b)(6) of the Exchange Act Respondent be, and hereby is barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

Any reapplication for association by Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, compliance with the Commission's order and payment of any or all of the following: (a) any disgorgement or civil penalties ordered by a Court against Respondent in any action brought by the Commission; (b) any disgorgement amounts ordered against Respondent for which the Commission waived payment; (c) any arbitration award related to the conduct that served as the basis for the Commission order; (d) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (e) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Vanessa A. Countryman
Secretary