

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 81463 / August 23, 2017

ADMINISTRATIVE PROCEEDING
File No. 3-18134

In the Matter of

Martin Miller,

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 Martin Miller (“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 Sections III.B.1 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:

A. RESPONDENT

1. Between September 2012 and December 2015, Respondent offered and sold stock of Sanomedics International Holdings, Inc. (“SIMH”) and Fun Cool Free, Inc., which were penny stocks, to individual investors while acting as an unregistered associated person of a “boiler room” run by Miguel Mesa that acted as an unregistered securities broker-dealer. Respondent, 75 years old, is a resident of New Haven County, Connecticut.

B. RESPONDENT’S CRIMINAL CONVICTION

1. On January 18, 2017, Respondent pled guilty to one count of conspiracy to commit wire and mail fraud, in violation of Title 18, United States Code, Section 1349, before the United States District Court for the Southern District of Florida, in *United States v. Sizer, et al.*, Case No. 16-CR-20715-MGC.

2. As part of his guilty plea, Respondent stipulated that from September 2012 through December 2015, he acted as an unregistered sales agent for a “boiler room” run by Miguel Mesa, a co-conspirator, that did business in Miami-Dade County, and elsewhere, by participating in the offer and sale of Sanomedics stock and Fun Cool Free stock. Specifically, Respondent admitted that he and his co-conspirators solicited individuals who invested funds in Sanomedics stock and Fun Cool Free stock. Respondent admitted that he was a sales agent in Mesa’s “boiler room” and that he and his co-conspirators made material false and fraudulent statements to investors regarding Sanomedics stock and Fun Cool Free stock, such as falsely stating that no commissions or fees would be charged to investors; that sales agents were employees of Sanomedics and Fun Cool Free and were providing investors an unique opportunity to purchase a “limited number of shares” directly from the company; that sales agents were personally invested in the company and making significant money from their investment; that Sanomedics was a “safe investment,” “profitable investment,” and one where “you won’t lose money”; that J.S., a former CEO of Apple, Inc., and former president of PepsiCo, was the largest Sanomedics investor and was on the Sanomedics Board of Directors; and that Fun Cool Free had a partnership with Apple, Inc. The count of the indictment to which Respondent pled guilty alleged that Mesa used investor funds to pay Respondent sales commissions.

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 the 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, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) 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 (d) 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.

Brent J. Fields
Secretary