

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 83180 / May 7, 2018**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-18471**

**In the Matter of**

**KEITH HOULIHAN,**

**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 Keith Houlihan (“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 paragraph 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, age 49, a resident of Palm Beach County, Florida, was the president and a director of Sanomedics, Inc. Respondent is not, and was not at the time of the conduct described herein, registered with the Commission as a broker or dealer. Respondent acted as an associated person of an unregistered broker.

2. On January 10, 2017, Respondent pleaded guilty to one count of mail and wire fraud conspiracy, 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. Craig Sizer, et al., Case No. 16-CR-20715-MGC (S.D. Fla. 2016). On July 26, 2017, a judgment in the criminal case was entered against Respondent. He was sentenced to a prison term of 111 months followed by three years of supervised release and ordered to make restitution in the amount of \$21,084,746.

3. The count of the indictment to which Respondent pled guilty alleged, inter alia, that Respondent conspired to defraud investors and obtain money and property by means of materially false and misleading statements. In connection with that plea, Respondent admitted that:

(a) Respondent and a co-conspirator hired a boiler room operator whose sales agents solicited investors in Sanomedics.

(b) Respondent and his co-conspirators used approximately 80% of the money received from investors in undisclosed sales commissions to pay sales commissions, fees, and other monetary distributions to the boiler room operator, his sales agents and to themselves.

#### 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.

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