



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

**ADMINISTRATIVE PROCEEDING
File No. 3-16383**

In the Matter of

**CHARLES L. HILL, JR.,
Respondent.**

**NOTICE OF FILING OF SECOND
AMENDED ANSWER**

Per Judge Grimes' Order dated June 4, 2015, attached for filing is the
Second Amended Answer and Affirmative Defenses of Respondent Charles L.
Hill, Jr.

Dated: January 5, 2017.

ROSS A. ALBERT

*Ross A. Albert / by JHW
w/ permission*

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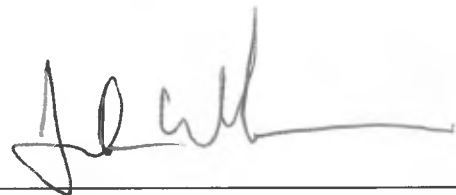
CERTIFICATE OF SERVICE

I certify that today I filed an original and three copies of this document with the Office of the Secretary, Securities and Exchange Commission, Attn: Brent Fields, 100 F Street N.E., Mail Stop 1090, Washington, D.C., 20549, by FedEx, with a copy by fax to (202) 772-9324, and an e-mail copies to the following:

Hon. James E. Grimes: alj@sec.gov
Administrative Law Judge
Jessica Neiterman: neitermanj@sec.gov
Securities and Exchange Commission

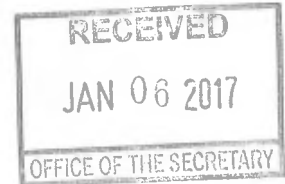
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Securities and Exchange Commission
Atlanta Office

Dated: January 5, 2017.



John H. Williamson

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File No. 3-16383

In the Matter of:

CHARLES L. HILL, JR.,

Respondent.

**RESPONDENT'S SECOND
AMENDED ANSWER AND
AFFIRMATIVE DEFENSES TO
ORDER INSTITUTING
ADMINISTRATIVE CEASE-AND-
DESIST PROCEEDINGS PURSUANT
TO SECTION 21C OF THE
SECURITIES AND EXCHANGE ACT
OF 1934 AND NOTICE OF HEARING**

**SECOND AMENDED ANSWER AND AFFIRMATIVE DEFENSES
OF RESPONDENT CHARLES L. HILL, JR.**

Respondent Charles L. Hill, Jr. ("Mr. Hill" or the "Respondent"), by and through his counsel, hereby answers the Order Instituting Administrative Cease-and-Desist Proceedings ("OIP") of the U.S. Securities and Exchange Commission's ("SEC"), as follows:

INTRODUCTORY STATEMENT

In the paragraphs that follow, unless otherwise indicated, Respondent states that he is without sufficient knowledge or information to admit and, therefore, denies any allegation relating to any other person or entity. Any allegation not expressly admitted is denied. The OIP contains numerous purported allegations that constitute legal conclusions. Because Respondent is not required to respond to legal conclusions in this Answer, Respondent neither admits nor denies such purported allegations. To the extent a response is required, Respondent denies such allegations.

I.

Part I of the OIP contains legal conclusions to which no answer is required. To the extent an answer is deemed necessary, Respondent denies that it is appropriate that cease-and-desist

proceedings be instituted against Mr. Hill. Respondent further denies that the Commission is entitled to institute proceedings pursuant to Section 21C of the Securities Exchange Act of 1934 (“Exchange Act”) and reserves the right to file a federal court action to enjoin these proceedings and declare them unconstitutional. By filing and serving this answer, Respondent does not intend to waive, and is not waiving, his rights to pursue his federal court action, and raises all constitutional objections here to preserve them. This Answer is filed without prejudice to and expressly preserves all claims and contentions that may be asserted in any federal court action.

II.

The preface to Part II of the OIP does not contain allegations for which a response is required.

A. SUMMARY¹

1. To the extent the allegations in Paragraph 1 constitute a legal conclusion, no response is required. To the extent a response is required, Respondent denies the allegations in Paragraph 1.

2. Respondent admits that Radiant’s COO’s friend has been a close friend of Respondent’s for approximately 20 years. Respondent is without sufficient knowledge or information to admit the remaining allegations in Paragraph 1 and therefore denies the remaining allegations in Paragraph 1.

3. Respondent admits that he was generally aware that Radiant’s COO’s friend and Radiant’s COO were friends, but denies that he was otherwise aware of the details of the relationship between Radiant’s COO’s friend and Radiant’s COO. Respondent admits that he

¹ To the extent a response is required to the OIP’s headings, Respondent denies the factual allegations and characterizations contained in each and every heading.

was generally aware of Radiant's COO's position at Radiant. Respondent denies the remaining allegations in Paragraph 3.

4. Respondent admits the allegations in Paragraph 4.

5. Respondent admits that he sold all of his Radiant Stock on July 12, 2011 and realized gains of approximately \$744,000. Respondent is without sufficient knowledge or information to admit the remaining allegations in Paragraph 5 and therefore denies the remaining allegations in Paragraph 5.

B. RESPONDENT

6. Respondent denies that he is age 54. Respondent admits the remaining allegations of Paragraph 6.

C. OTHER RELEVANT INDIVIDUALS AND ENTITIES

7. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 7 and therefore denies the allegations in Paragraph 7.

8. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 8 and therefore denies the allegations in Paragraph 8.

9. Respondent is without sufficient knowledge or information to admit whether Radiant's COO's friend is age 52, is a resident of Brooklyn, New York, or has ever been registered with the Commission, and therefore denies these allegations. Respondent admits that Radiant's COO's friend resided in Atlanta, Georgia between May 2011 and August 2011 and that Radiant's COO's friend is a self-employed artist.

10. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 10 and therefore denies the allegations in Paragraph 10.

D. RADIANT'S COO LEARNS DETAILS ABOUT THE CONTEMPLATED ACQUISITION OF RADIANT BY NCR

11. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 11 and therefore denies the allegations in Paragraph 11.

12. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 12 and therefore denies the allegations in Paragraph 12.

13. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 13 and therefore denies the allegations in Paragraph 13.

14. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 14 and therefore denies the allegations in Paragraph 14.

15. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 15 and therefore denies the allegations in Paragraph 15.

16. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 16 and therefore denies the allegations in Paragraph 16.

17. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 17 and therefore denies the allegations in Paragraph 17.

18. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 18 and therefore denies the allegations in Paragraph 18.

19. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 19 and therefore denies the allegations in Paragraph 19.

20. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 20 and therefore denies the allegations in Paragraph 20.

E. RADIANT'S COO SHARED MATERIAL, NON-PUBLIC INFORMATION WITH THE COO'S FRIEND

21. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 21 and therefore denies the allegations in Paragraph 21.

22. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 22 and therefore denies the allegations in Paragraph 22.

23. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 23 and therefore denies the allegations in Paragraph 23.

24. To the extent the allegations in Paragraph 24 constitute a legal conclusion, no response is required. To the extent a response is required, Respondent denies the allegations in Paragraph 24.

F. RADIANT'S COO'S FRIEND SHARED MATERIAL, NON-PUBLIC INFORMATION LEARNED FROM RADIANT'S COO WITH HILL

25. Respondent admits the allegations in Paragraph 25.

26. Respondent admits that he was generally aware that Radiant's COO's friend and Radiant's COO were friends, but denies that he was otherwise aware of the details of the relationship between Radiant's COO's friend and Radiant's COO. Respondent admits that he was generally aware of Radiant's COO's position at Radiant. Respondent is without sufficient knowledge or information to admit the remaining allegations in Paragraph 26 and therefore denies the remaining allegations in Paragraph 26.

27. Respondent denies the allegations in Paragraph 27.

28. Respondent denies the allegations in Paragraph 28.

G. HILL TRADED RADIANT STOCK

29. Respondent admits that he had not purchased a security for at least four years prior to purchasing Radiant stock, but denies the allegation that prior to May 2011, he had never previously traded in Radiant stock.

30. Respondent admits the allegations in Paragraph 30.

31. Respondent admits the allegations in Paragraph 31.

32. Respondent admits the allegations in Paragraph 32.

33. Respondent admits that he purchased 50,000 shares of Radiant stock on June 3, 2011. Respondent is without sufficient knowledge or information to admit the remaining allegations in Paragraph 33 and therefore denies the allegations in Paragraph 33.

34. Respondent admits the allegations in Paragraph 34.

35. Respondent admits the allegations in Paragraph 35.

36. Respondent admits the allegations in Paragraph 36.

37. Respondent admits the allegations in Paragraph 37.

38. Respondent denies the allegations in Paragraph 38.

39. Respondent is without sufficient knowledge or information to admit whether as of July 8, 2011, the Radiant shares that Mr. Hill owned were valued at approximately \$2.2 million dollars, and therefore denies this allegation. Respondent denies the remaining allegations in Paragraph 39.

40. Respondent denies the allegations in Paragraph 40.

41. Respondent denies the allegations in Paragraph 41.

42. Respondent denies the allegations in Paragraph 42.

43. To the extent the allegations in Paragraph 43 constitute a legal conclusion, no response is required. To the extent a response is required, Respondent denies the allegations in Paragraph 43.

44. Respondent is without sufficient knowledge or information to admit the allegations in Paragraph 44 and therefore denies the allegations in Paragraph 44.

45. Respondent admits that he sold all his Radiant shares at prices ranging from \$27.98 to \$28.03 and that he realized gains of approximately \$744,000. Respondent is without sufficient knowledge or information to admit whether Radiant stock price increased by more than 30 percent and therefore denies this allegation. Respondent denies that any of his gains were illicit.

H. VIOLATIONS

46. Respondent denies the allegations in Paragraph 46.

III.

Part III of the OIP is a statement that the Commission deems it appropriate that cease-and-desist proceedings be instituted, to which no response is required. In response to Part III of the OIP, Respondent re-alleges and incorporates his answers to Part I and Part II of the OIP as if fully set forth herein. Respondent denies that it is appropriate that cease-and-desist proceedings be instituted against him. Respondent further denies that the Commission is entitled to seek or obtain the relief sought in subsections A-B of this Part, or under the statutory provisions referred to, as a matter of fact or law.

IV.

Part IV of the OIP states Orders of the Commission and sets forth legal conclusions, to which no response is required.

AFFIRMATIVE DEFENSES

Without admitting any wrongful conduct on the part of Mr. Hill and without conceding that he carries the burden of proof on any of the following affirmative defenses, Mr. Hill alleges the following affirmative defenses to the claims alleged in the OIP:

First Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because the Commission lacks jurisdiction over this proceeding.

Second Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because this administrative proceeding is the product of an impermissible delegation of legislative authority in contravention of Article I of the United States Constitution.

Third Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because this administrative proceeding violates Article II of the United States Constitution because it impermissibly shields an inferior officer from removal by the President.

Fourth Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because this administrative proceeding violates Article II of the United States Constitution because the presiding Administrative Law Judge is an “inferior officer” for Article II’s purposes but was not appointed by the Commissioners, the President, or the courts.

Fifth Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because this administrative proceeding violates the doctrine of separation of powers.

Sixth Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because this administrative proceeding violates Respondent's right to procedural due process under the United States Constitution.

Seventh Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because this administrative proceeding violates Respondent's right to equal protection of the laws under the United States Constitution.

Eighth Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because this administrative proceeding violates Respondent's rights to a jury trial under the Seventh Amendment of the United States Constitution.

Ninth Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because the OIP fails to state a cause of action against Respondent.

Tenth Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, by the applicable statutes of limitation, statutes of repose and/or the doctrine of laches.

Eleventh Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because they fail to allege, and in any event are not supported by, admissible evidence to prove that Mr. Hill acted with the requisite scienter.

Twelfth Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because they fail to allege, and in any event are not supported by, admissible evidence to prove that Mr. Hill had knowledge that Radiant's COO disclosed confidential information to Radiant's COO's friend in exchange for a personal benefit.

Thirteenth Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because they fail to allege, and in any event are not supported by, admissible evidence to prove fraud with particularity.

Fourteenth Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because Radiant had not yet taken a substantial steps to commence a tender offer at the time of Mr. Hill's purchases.

Fifteenth Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because the civil penalties sought constitute an excessive fine prohibited by the Eighth Amendment to the United States Constitution.

Sixteenth Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because the Commission is not entitled to the relief it seeks.

Seventeenth Affirmative Defense

The claims alleged in the OIP are barred, in whole or in part, because in Respondent's case, the Commission exceeded its rulemaking authority by adopting Rule 14e-3(a), without requiring a showing that the trading at issue entailed a breach of fiduciary duty.

Eighteenth Affirmative Defense

Respondent asserts all other affirmative defenses as may be discovered during the course of this action and expressly reserves the right to plead additional affirmative defenses as this case proceeds into discovery.

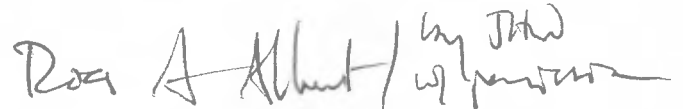
WHEREFORE, Respondent prays for judgment as follows:

1. Dismissing the OIP in its entirety with prejudice on the merits;
2. Awarding judgment in his favor against the Commission;
3. Granting his costs and fees, including his reasonable attorneys' fees; and
4. Granting such further and other relief as the Court deems just and proper.

Respectfully submitted, June 3, 2015.

Dated: January 5, 2017.

ROSS A. ALBERT, ESQ.



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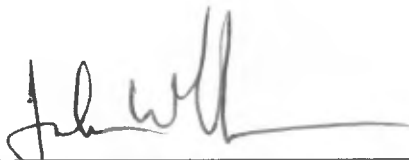
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Dated: January 5, 2017.



John H. Williamson