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

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**Administrative Proceeding
File No. 3-17883**

In the Matter of

Warren D. Nadel

Respondent.

**DIVISION OF ENFORCEMENT'S RESPONSE TO THE
JANUARY 5, 2018 SUBMISSION OF RESPONDENT WARREN D. NADEL**

The Division of Enforcement ("Division") respectfully submits this response to the January 5, 2018 submission of Respondent Warren D. Nadel ("Jan. 5 Resp."), filed in response to the Court's December 7, 2017 order (the "Order"). The Order, pursuant to the Commission's November 30, 2017 Order, invited the parties to "submit ... any new evidence [they] deem[e] relevant to reexamination of the record," and brief explaining the relevance of [their] new evidence and identifying any challenged rulings, findings, or conclusions."

Respondent's submission introduces no new evidence relevant to the reexamination of the record, nor identifies any rulings, findings, or conclusions of the Court that he claims were in error. Instead, Respondent purports to raise again the issues of his scienter, and requests another opportunity, ostensibly, to express his appreciation of and remorse for his wrongdoing.¹ Thus,

¹ Respondent also identifies as an "issue" the "[l]egalities associated with the SEC Enforcement Division representatives having an audience with the Court in the absence of the Respondent and without the Respondent being afforded this consideration." Nadel Resp. at 1. If this is an accusation that the Division had *ex parte* communications with the Court in this proceeding (and Respondent's meaning is not clear), it is, of course, false: All substantive communications the Division has had with the Court in

nothing in Respondent's submission provides any basis for any conclusion other than that the Court's decisions in this proceeding, including the August 4, 2017 Initial Decision, were well-founded and should be ratified.

First, although Respondent identifies his "scienter" as an issue worth addressing, he notes this issue is now "null and void," and instead discusses (without substantiation) the hardships he has faced from an indeterminate point in time, after the Commission's litigation against him commenced. Jan. 5 Resp. at 2-3. These, he claims, render the imposition of a permanent associational bar unnecessary. But Nadel made these same arguments to the Court, albeit more extensively, in his July 7, 2017 submission (*see, e.g.*, pp. 6-9 thereof), and the Court already fully considered and rejected them in issuing the Initial Decision. *See, e.g.*, Initial Decision at 6-7. Respondent has provided no new information or argument that warrants deviating from the Court's findings of fact and conclusions of law in this regard.

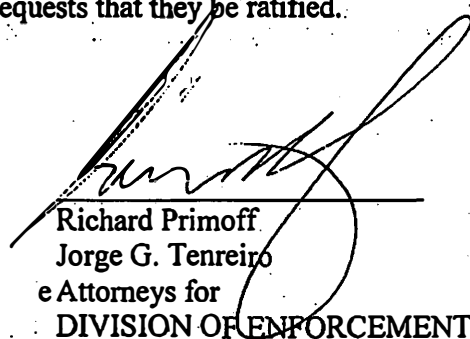
Second, Respondent appears to seek another opportunity to explain that he fully appreciates the nature of his wrongdoing, a contention he undermines even while asserting it, by referring to his extensive, multi-year fraud against prospective and existing clients merely as "regulatory infractions." Jan. 5 Resp. at 2. Respondent in any event had ample opportunity both in the civil action, *SEC v. Nadel*, No. 11 Civ. 215 (WFK), and in this follow-on proceeding to litigate this issue, and he did so, extensively. The Court already fully considered his arguments, and addressed them explicitly in its Initial Decision. *See, e.g.*, Initial Decision at 6-7. Respondent has provided no new information or argument that warrants deviating from the Court's findings of fact and conclusions of law in this regard.

this proceeding have been in the form of a telephonic conference in which Respondent participated, or through written submissions that were simultaneously served on Respondent.

CONCLUSION

For the reasons expressed in the August 4, 2017 Initial Decision, and upon the Division's prior submissions (including its January 5, 2018 letter to the Court), the Division submits that these previous decisions issued by this Court in this proceeding, including the August 4, 2017 Initial Decision, were well-founded, and respectfully requests that they be ratified.

Dated: January 16, 2018
New York, New York



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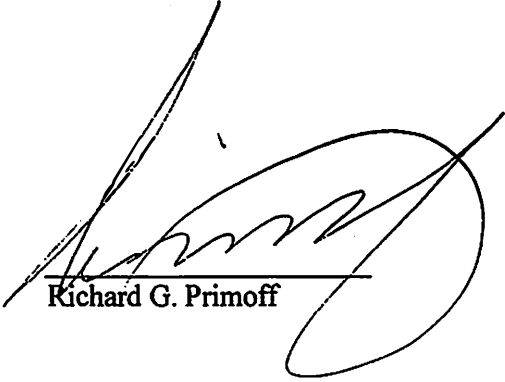
CERTIFICATE OF SERVICE

I, Richard G. Primoff, certify that on the 16th day of January 2018, I served a true and correct copy of the Division of Enforcement's Response to the January 5, 2018 Submission of Respondent Warren D. Nadel, by UPS Overnight Delivery and email, on the Court and Respondent Warren D. Nadel, as follows:

The Honorable Cameron Elliot
Administrative Law Judge
U.S. Securities and Exchange Commission
100 F Street, N.E., Mail Stop 2557
Washington, DC 20549
ALJ@sec.gov

Mr. Warren D. Nadel
[REDACTED]
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Dated: New York, New York
January 16, 2018


Richard G. Primoff