

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

SECURITIES AND EXCHANGE
COMMISSION
100 F Street, N.E.
Washington, DC 20549,

Plaintiff,

v.

KENT H. ROBERTS
4001 Lovers Lane Circle
Dallas, TX 75225,

Defendant.

CASE NUMBER 1:07CV00407

JUDGE: Emmet G. Sullivan

DECK TYPE: General Civil

DATE STAMP: 02/28/2007

COMPLAINT FOR INJUNCTIVE RELIEF

Plaintiff Securities and Exchange Commission ("Commission") alleges as follows:

SUMMARY

1. Defendant Kent H. Roberts ("Roberts"), former General Counsel, Corporate Secretary, and Executive Vice-President at McAfee, Inc., formerly known as Network Associates, Inc. ("McAfee"), engaged in a fraudulent scheme to enrich himself and others by secretly changing the dates on which stock options awards had been granted to coincide with lower closing prices of McAfee's common stock, resulting in disguised "in-the-money" option grants. Roberts falsified company documents, including meeting minutes from the McAfee Board of Directors' Compensation Committee, to make it appear that McAfee's Compensation Committee had approved the disguised option grants on the favorable dates that Roberts had chosen. In addition, Roberts helped to prepare and signed McAfee's 2002 and 2003 proxy statements, filed with the

Commission, which he knew, or was reckless in not knowing, contained false information and omitted material information concerning his option grant and grants to other McAfee officers, including, in particular, that Roberts had on more than one occasion circumvented McAfee's shareholder-approved options plan to improperly increase his potential stock-based compensation and the stock-based compensation of others. Roberts also made false statements concerning the true grant dates and proper exercise prices for his own stock options in stock ownership reports that he filed with the Commission.

2. By engaging in such conduct, Roberts violated numerous provisions of the Securities Exchange Act of 1934 ("Exchange Act") and the rules promulgated thereunder, including the anti-fraud provisions, the proxy solicitation provisions, the public company internal controls provisions, and certain securities ownership reporting provisions.

3. Unless enjoined, Roberts is likely to commit future violations of these provisions of the federal securities laws. Accordingly, the Commission seeks an Order enjoining him from doing so, requiring disgorgement of all ill-gotten gains and benefits obtained as a result of his violations and prejudgment interest thereon, and payment of civil money penalties. In addition, he should be prohibited from acting as an officer or director of any issuer that has a class of securities registered pursuant to Exchange Act Section 12 [15 U.S.C. § 78l] or that is required to file reports pursuant to Exchange Act Section 15(d) [15 U.S.C. § 78o(d)].

JURISDICTION AND VENUE

4. This Court has jurisdiction over this action pursuant to Exchange Act Sections 21(d), 21(e), and 27 [15 U.S.C. §§ 78u(d), 78u(e), and 78aa].

5. Venue is proper in this District pursuant to Exchange Act Section 27 [15 U.S.C. § 78aa] because Roberts transacted business in this judicial district and because certain of the acts and transactions constituting the violations in this case occurred within this judicial district.

6. Roberts, directly or indirectly, made use of the means and instrumentalities of interstate commerce in connection with the acts alleged in this complaint.

DEFENDANT

7. Defendant Roberts joined McAfee Associates, Inc., the predecessor to Network Associates, Inc. and, later, after a name change, McAfee, Inc., on April 13, 1998, as the Director of Legal Affairs. From February 2000 to July 2001, Roberts served as the company's Vice President of Legal Affairs. In January 2001, Roberts was promoted to General Counsel and Secretary of McAfee. He was promoted in July 2001 to serve as one of McAfee's Executive Vice Presidents. Roberts graduated cum laude from the University of Missouri Law School. Prior to joining McAfee, Roberts practiced law in Dallas, Texas. On May 30, 2006, McAfee announced that Roberts' employment had been terminated.

ADDITIONAL RELEVANT PARTY

8. McAfee, Inc., a Delaware corporation with its principal office in Santa Clara, California, is a manufacturer and worldwide supplier of computer programs and

