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**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>SECURITIES AND EXCHANGE</b>		)	
<b>COMMISSION,</b>		)	
		)	
	<b>Plaintiff,</b>	)	
		)	<b><u>COMPLAINT</u></b>
	<b>v.</b>	)	
		)	
<b>WILLIAM E. REDMOND, JR. and</b>		)	<b>ECF CASE</b>
<b>STEFANO SIGNORASTRI,</b>		)	
		)	
	<b>Defendants.</b>	)	
<hr/>		)	

Plaintiff Securities and Exchange Commission (the “Commission”) alleges the following against defendants William E. Redmond, Jr. (“Redmond”) and Stefano Signorastri (“Signorastri”) (collectively, “Defendants”):

**SUMMARY OF ALLEGATIONS**

1. This action involves insider trading violations by Redmond and Signorastri in connection with purchases of GenTek, Inc. (“GenTek”) stock by Signorastri and others before GenTek’s announcement in 2009 that it had agreed to be acquired by American Securities LLC (“American Securities”) and while GenTek was involved in confidential negotiations concerning a potential acquisition of GenTek by other companies in 2008. At the time, Redmond was

GenTek's chief executive officer ("CEO") and a member of its board of directors. Starting in 2008 and continuing in 2009, Redmond told Signorastri, his close personal friend, about GenTek's periodic negotiations with other companies during that period. Signorastri was the manager of a Manhattan restaurant where Redmond frequently ate, and they developed a close personal friendship starting in or about 2006.

2. Signorastri first purchased GenTek stock in August and September of 2008 while in possession of material nonpublic information obtained from Redmond about the negotiations that were then in progress. Those negotiations did not come to fruition, but GenTek continued to seek out suitors for an acquisition transaction and began negotiating with American Securities in the summer of 2009. Signorastri knew from Redmond that GenTek remained "in play" as an acquisition candidate and held on to all his GenTek stock despite the escalating financial crisis. After Redmond told Signorastri about GenTek's promising negotiations with American Securities, Signorastri purchased additional GenTek stock in August and September of 2009.

3. On September 28, 2009 – two business days after Signorastri's last GenTek stock purchase – GenTek announced that it had agreed to be acquired by American Securities in a tender offer at a price of \$38 per share. The price of GenTek stock rose by nearly 40% after the announcement, and Signorastri later tendered all of his GenTek shares for a profit of \$164,260. Two other individuals who knew both Signorastri and Redmond – a waiter at the restaurant managed by Signorastri ("Individual A") and the manager of another restaurant ("Individual B") at which Redmond held a meeting with representatives of American Securities – also purchased GenTek stock while in possession of material nonpublic information obtained from Redmond about GenTek's possible acquisition. Those two individuals tendered their GenTek shares after the announcement for a total profit of \$6,162.

4. By virtue of the conduct alleged herein, the Defendants, directly or indirectly, singly or in concert, violated Sections 10(b) and 14(e) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. §§ 78j(b) and 78n(e)] and Rules 10b-5 and 14e-3 promulgated thereunder [17 C.F.R. §§ 240.10b-5 and 240.14e-3].

5. Unless the Defendants are permanently restrained and enjoined, they will again engage in the acts, practices, transactions and courses of business set forth in this complaint and in acts, practices, transactions and courses of business of similar type and object.

### **JURISDICTION AND VENUE**

6. The Commission brings this action pursuant to authority conferred upon it by Section 21(d)(1) of the Exchange Act [15 U.S.C. § 78u(d)(1)], and seeks to restrain and permanently enjoin Redmond and Signorastrì from engaging in the acts, practices, transactions and courses of business alleged in this Complaint. The Commission also seeks a final judgment (i) ordering Redmond and Signorastrì, jointly and severally, to disgorge the unlawful trading profits that Signorastrì obtained through his purchases of GenTek stock, plus prejudgment interest thereon; (ii) ordering Redmond to disgorge the unlawful trading profits that Individual A and Individual B obtained through their purchases of GenTek stock, plus prejudgment interest thereon; (iii) imposing civil money penalties pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1], against Redmond and Signorastrì; and (iv) barring Redmond from acting as an officer or director of a public company pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)].

7. This Court has jurisdiction over this action pursuant to 28 U.S.C. § 1331 and Sections 21(d), 21(e), 21A, and 27 of the Exchange Act [15 U.S.C. §§ 78u(d), 78u(e), 78u-1, and 78aa]. Venue is proper in this district pursuant to 28 U.S.C. § 1391(b)(2) and Section 27 of the

Exchange Act [15 U.S.C. § 78aa]. In connection with the conduct alleged in this complaint, Redmond and Signorastrri, directly or indirectly, singly or in concert, made use of the means or instrumentalities of interstate commerce, or of the mails, or of the facilities of a national securities exchange, in connection with the transactions, acts, practices, and courses of business alleged herein. Certain of the relevant conduct, transactions, acts, practices, and courses of business occurred in the Southern District of New York, and Redmond resided in the Southern District of New York during part of the relevant period.

### **DEFENDANTS**

8. **Redmond**, age 55, resides in Brooklyn, New York. He joined GenTek’s board of directors in November 2003 and became CEO in May 2005. During part of the relevant period, he lived in Manhattan in New York City. Following the acquisition of GenTek by American Securities in the fall of 2009, GenTek ceased to exist as a public company, and Redmond became CEO and a director of two of GenTek’s former subsidiaries. He also served on the board of directors of another public company.

9. **Signorastrri**, age 51, resides on Staten Island, New York. During the relevant period, he was the manager of a restaurant located in Manhattan in New York City (“Restaurant A”).

### **RELEVANT ENTITY AND INDIVIDUALS**

10. **GenTek** is a Delaware corporation formerly based in Parsippany, New Jersey. Through its subsidiaries, GenTek manufactured chemical products and commercial engine components. During the relevant period, GenTek’s common stock was registered with the Commission under Section 12(b) of the Exchange Act and was listed on the NASDAQ Global Select Market. GenTek ceased to be a public company on October 29, 2009, when it was

acquired through a tender offer by a wholly-owned subsidiary of investment funds managed by American Securities, a private equity firm located in Manhattan in New York City.

11. **Individual A** was a waiter at Restaurant A during the relevant period.

12. **Individual B** was a co-owner and manager of a Manhattan restaurant and also worked at another restaurant owned by his family in Manhattan in New York City (“Restaurant B”) during the relevant period.

### **THE DEFENDANTS’ INSIDER TRADING VIOLATIONS**

#### **Redmond’s Relationship With Signorastrri**

13. Redmond met Signorastrri in or about 2004, while dining at Restaurant A. Redmond soon became a regular customer at Restaurant A and, by 2006, had developed a close personal friendship with Signorastrri. Over the ensuing years, they saw each other frequently, both at the restaurant and at other social and family events, including birthdays and holidays. For example, Redmond remarried in September 2008 and Signorastrri attended the wedding.

14. In 2007, Redmond used his frequent flyer miles to obtain two airline tickets to Italy for Signorastrri and his wife. Redmond also gave birthday gifts, including savings bonds and money, to Signorastrri’s children. From time to time, Redmond received complimentary food and drinks at Restaurant A, and Redmond often left a very large tip for the wait staff.

15. Redmond regularly discussed both personal and business matters with Signorastrri, including matters relating to GenTek. Redmond’s conversations with Signorastrri about GenTek included frequent disclosures of confidential corporate information in violation of the fiduciary duty and other duties of trust and confidence that Redmond owed to GenTek.

16. In addition to the duties imposed on Redmond as an officer and director of GenTek, Redmond was also subject to GenTek’s written policy, applicable to all GenTek

employees, on preventing insider trading and its code of conduct. Both the policy and the code expressly prohibited disclosure of confidential corporate information to anyone, including other co-workers, who did not have a legitimate need to know the information for the purpose of carrying out company business. The insider trading policy stated, among other things, that material nonpublic information “must be kept in strict confidence and should be discussed only with persons who have a need to know the information for a legitimate business purpose.” It also specifically warned employees to “not discuss such information with relatives or social acquaintances” or in public places such as “restaurants,” where they might be overheard. The code of conduct similarly admonished employees to not “disclose material nonpublic information to others, including family members, friends, third parties, or even other co-workers, unless the person receiving the information has a legitimate need to know the information for purposes of carrying out the Company’s business.”

17. Redmond had no corporate or other business purpose in disclosing GenTek’s confidential business information to Signorastrì, and in doing so, Redmond violated GenTek’s written policy on preventing insider trading and its code of conduct as well as his fiduciary duty as an officer and director. Signorastrì knew that Redmond was GenTek’s CEO.

**Redmond’s 2008 Disclosures To Signorastrì About GenTek’s Merger Plans**

18. During 2008 and in prior years, GenTek was engaged in discussions with two competitors about a possible sale or business combination involving GenTek’s specialty chemicals business. GenTek and the other companies signed nondisclosure agreements and exchanged confidential information in the summer and fall of 2008. GenTek had more informal discussions with both companies in earlier years as well. GenTek’s discussions with these companies and its desire to enter into a business combination with one or more other companies

constituted material nonpublic information and were highly confidential.

19. Redmond was involved in the discussions described in paragraph 18 and had multiple conversations with Signorastri during this period, including in the summer and fall of 2008, in which he told Signorastri about the meetings and discussions he held with other companies and about the possibility of a business combination involving GenTek. During this period, Signorastri asked Redmond whether GenTek was a public company and whether its stock was available to be purchased on the market, to which Redmond responded in the affirmative.

20. Between August 19 and September 18, 2008, Signorastri purchased 10,000 shares of GenTek stock, for a total purchase price of \$275,149, in accounts he opened at that time. Signorastri had never before purchased or sold GenTek securities. Those purchases occurred after the nondisclosure agreements were signed and confidential information was exchanged between GenTek and the two other companies with which it was negotiating a possible business combination in 2008 and while GenTek was still actively negotiating with one of those companies (“Company A”). Those purchases also occurred after Redmond’s disclosures to Signorastri concerning GenTek’s negotiations with those companies. As a result, Signorastri possessed material nonpublic information about GenTek when he purchased GenTek stock in August and September of 2008.

21. Individual A also purchased GenTek stock for the first time in September 2008, after Signorastri disclosed to Individual A material nonpublic information about GenTek that Signorastri had received from Redmond. Individual A’s 100 share stock purchase occurred on September 10, 2008, the day after Signorastri made an 817-share purchase. The two of them worked together at Restaurant A at the time.

22. Signorastri’s position in GenTek stock represented a very large investment for

someone of his financial means and obligations. Other than his modest compensation from working at Restaurant A, renting one of the bedrooms in his Staten Island home, and occasional part-time work by his wife, Signorastri had no other sources of income. GenTek stock and shares in one of the largest banks are the only securities that Signorastri owned prior to November 2009.

23. GenTek's active negotiations with Company A ceased in the latter part of September 2008, at about or shortly after the time of Signorastri's last September 2008 GenTek stock purchase, when Company A's financing became unavailable due to the bankruptcy of Lehman Brothers and the resulting financial panic and dramatic downturn in the credit markets. Although Signorastri's large position in GenTek stock had cost him in excess of \$275,000, many times his family's annual income, Signorastri nevertheless held on to all his GenTek stock throughout the escalating financial crisis in 2008 and into 2009. Signorastri knew from his discussions with Redmond that GenTek was and remained a candidate for a possible acquisition during this period. Individual A also held on to his 100 shares of GenTek stock.

24. Signorastri purchased more GenTek stock in August and September of 2009, when GenTek was again involved in active merger negotiations with an interested suitor that possessed the necessary resources to complete an acquisition and after Redmond again disclosed such negotiations to Signorastri. Individual A also purchased more GenTek stock in September of 2009, again on the day after one of Signorastri's purchases and after Signorastri again tipped him.

#### **Redmond's 2009 Disclosures To Signorastri About GenTek's Merger Negotiations**

25. On August 6, 2009, Signorastri purchased 2,000 shares of GenTek stock at prices ranging between \$23.99 per share and \$24.04 per share. On September 24, 2009, two business

days before the public announcement of GenTek's acquisition by American Securities, Signorastri purchased another 3,000 shares of GenTek stock at prices ranging from \$27.20 per share to \$27.86 per share. Redmond told Signorastri about GenTek's merger negotiations with American Securities before August 6, 2009 and made additional disclosures to Signorastri about the negotiations as they progressed. As a result of these and the prior disclosures by Redmond, Signorastri possessed material nonpublic information about GenTek when he purchased GenTek stock in August and September of 2009.

26. American Securities made its initial overture regarding the possible acquisition of GenTek to Redmond on June 19, 2009. It delivered a preliminary offer to GenTek on June 29, proposing an acquisition at \$30 per share. On July 7, American Securities increased its offer to a range of \$35 to \$38 per share. In July 2009, Redmond told Signorastri about GenTek's merger negotiations with American Securities while having dinner at Restaurant A. Specifically, he told Signorastri that GenTek had found a prospective buyer for the company and that if the ongoing negotiations culminated in a sale of GenTek, it could be a good deal for GenTek shareholders. Redmond ate at Restaurant A at least seven times from June 19, 2009, when American Securities first contacted Redmond about a potential acquisition of GenTek, through the end of July 2009 -- on June 19, 21, 22 and 26, and on July 4, 24 and 26.

27. After Redmond made this disclosure to Signorastri about GenTek's negotiations with American Securities, Redmond and Signorastri discussed the merger again on multiple occasions, with Redmond passing further information to Signorastri about the status of the transaction. In the course of one of these conversations, Signorastri informed Redmond that he had purchased more GenTek stock and made reference to the merger transaction, after which Redmond continued to discuss the merger negotiations with Signorastri.

28. Both of Signorastri's 2009 GenTek stock purchases closely coincided with significant milestones in GenTek's merger negotiations with American Securities and with communications between him and Redmond, including on the day before each of Signorastri's stock purchases and two days before Individual A's 2009 GenTek stock purchase.

29. On July 17, 2009, Redmond met with representatives of American Securities for lunch in Manhattan in New York City, and they reaffirmed their interest in acquiring GenTek. The parties executed confidentiality agreements on July 21, and, after another meeting at the New York City offices of American Securities on July 22, American Securities submitted a revised proposal at \$37 per share on July 29. GenTek's board of directors met on August 3, 2009, to evaluate the proposal. Based on a positive assessment of the proposed price and the absence of other attractive alternatives, GenTek's board instructed Redmond to continue discussions with American Securities and to begin interviewing financial advisory firms. On August 3, Redmond also learned, and informed the board, that Goldman Sachs might be interested in providing financing for any acquisition of GenTek. Redmond called Signorastri once each day from August 3 through August 5, with the August 5 call placed at 9:46 p.m. and lasting for 55 minutes. On August 6, American Securities increased the proposed price to \$38 per share, and GenTek also received an offer from another party to purchase the inorganic segment of its chemical production business. That same day, Signorastri made his 2,000-share GenTek stock purchase.

30. On August 7, 2009, the GenTek board instructed Redmond to reject the offer for the inorganic chemicals business and to offer American Securities a 30-day exclusivity period. American Securities began formal due diligence activities and delivered an initial draft merger agreement on August 14. Due diligence and negotiations about the deal documents continued

apace into the fall, and on September 21, American Securities advised Redmond that its due diligence was largely complete and reaffirmed its interest in acquiring GenTek at \$38 per share. Redmond so advised the GenTek board that day. Redmond spoke with Signorastrri while dining at Restaurant A on September 23, on the eve of a GenTek board meeting scheduled for September 24 to formally consider the offer. On September 24, the board met and, after receiving a fairness opinion and a report from Redmond and counsel that all outstanding issues had been resolved, voted to approve the merger. That same day, Signorastrri made his purchase of 3,000 shares of GenTek stock.

31. On the following day, September 25, 2009, Individual A purchased 250 more shares of GenTek stock, after Signorastrri again disclosed to Individual A material nonpublic information about GenTek that Signorastrri had received from Redmond. Individual A and Signorastrri were still working together at Restaurant A at the time.

32. The merger agreement between GenTek and American Securities was signed and announced before the start of trading on Monday, September 28, 2009. That day, after GenTek announced that it had agreed to be acquired by American Securities in a tender offer for \$38 per share, GenTek's stock price closed that day at \$37.77, a nearly 40% increase from the previous day's closing price of \$27.00.

33. On October 30, 2009, Signorastrri's GenTek stock was redeemed through the tender offer at a price of \$37.98 per share, which gave him a total profit of \$164,260 -- \$104,651 on the 10,000 shares he purchased in 2008, and \$59,609 on the 5,000 shares he purchased in 2009. Individual A's GenTek stock was also redeemed through the tender offer at a price of \$37.98 per share, which gave him a total profit of \$3,672 -- \$1,181 on the 100 shares he purchased in 2008, and \$2,491 on the 250 shares he purchased in 2009.

### **Redmond's Disclosure To Individual B About GenTek's Merger Negotiations**

34. Redmond also disclosed GenTek's confidential merger negotiations with American Securities to Individual B, another Manhattan restaurant manager whom Redmond met through Signorastrri and who also bought GenTek stock before the merger announcement after learning of the negotiations from Redmond. Individual B knew that Redmond was GenTek's CEO.

35. On July 17, 2009, Redmond held a lunch meeting with representatives of American Securities at Restaurant B, where Individual B worked. After the lunch meeting, Redmond told Individual B in a conversation at the bar of the restaurant that he had just met with people who wanted to buy GenTek. In doing so, Redmond violated GenTek's written policy on preventing insider trading and its code of conduct as well as his fiduciary duty as an officer and director.

36. On July 30, 2009, Individual B purchased 170 shares of GenTek stock at \$23.35 per share.

37. On October 30, 2009, Individual B's 170 shares of GenTek stock were redeemed through the tender offer for a total profit of \$2,490.

### **FIRST CLAIM FOR RELIEF**

#### **Violations of Section 10(b) of the Exchange Act and Rule 10b-5 (Both Defendants)**

38. The Commission realleges and incorporates by reference herein each and every allegation contained in paragraphs 1 through 37.

39. Redmond and Signorastrri, directly or indirectly, singly or in concert, by use of the means or instrumentalities of interstate commerce, or of the mails, or of any facility of a national securities exchange, in connection with the purchase or sale of GenTek securities, knowingly or

recklessly: (a) employed devices, schemes, or artifices to defraud; (b) obtained money or property by means of, or otherwise made, untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and (c) engaged in transactions, acts, practices and courses of business which operated or would have operated as a fraud or deceit upon other persons, as set forth below.

40. As CEO, director and employee of GenTek, Redmond owed a fiduciary duty and other duties of trust and confidence to GenTek and its shareholders that required him, among other things, to maintain the confidentiality of material nonpublic information that he possessed regarding, among other things, the potential sale of GenTek and GenTek's merger negotiations until such information was publicly disseminated.

41. Redmond breached the fiduciary duty and other duties of trust and confidence that he owed to GenTek and its shareholders by conveying to Signorastri and Individual B material nonpublic information regarding the potential sale of GenTek and GenTek's merger negotiations. Redmond knew, recklessly disregarded or should have known that he breached the fiduciary duty and other duties of trust and confidence that he owed to GenTek and its shareholders by conveying to Signorastri and Individual B material nonpublic information regarding the potential sale of GenTek and GenTek's merger negotiations. Either directly or indirectly, Redmond gained, or expected to gain, a personal benefit from conveying to Signorastri and Individual B material nonpublic information regarding the potential sale of GenTek and GenTek's merger negotiations in the form of a gift to a friend and/or reputational benefit.

42. Signorastri knew, recklessly disregarded or should have known that Redmond breached a fiduciary duty and/or other obligation arising out of a relationship of trust and

confidence by conveying to Signorastri material nonpublic information regarding the potential sale of GenTek and GenTek's merger negotiations. Signorastri breached the fiduciary duty, or other duty arising out of a relationship of trust and confidence, that he had assumed from Redmond, by (i) purchasing GenTek securities in 2008 and 2009 while in possession of material, nonpublic information regarding the potential sale of GenTek and GenTek's merger negotiations that he had obtained from Redmond; and (ii) conveying such information to Individual A in 2008 and 2009. Either directly or indirectly, Signorastri gained, or expected to gain, a personal benefit from conveying to Individual A material nonpublic information regarding the potential sale of GenTek and GenTek's merger negotiations, including, but not limited to, friendship and/or reputational benefit. Signorastri knew, recklessly disregarded or should have known that his conduct constituted a breach of a fiduciary duty, or other duty arising out of a relationship of trust and confidence, to GenTek and its shareholders that he had assumed from Redmond.

43. By purchasing GenTek securities in 2009 while in possession of material, nonpublic information regarding the potential sale of GenTek and GenTek's merger negotiations that he had obtained from Redmond, Individual B breached a fiduciary duty, or other duty arising out of a relationship of trust and confidence, to GenTek and its shareholders that he had assumed from Redmond.

44. By purchasing GenTek securities in 2008 and 2009 while in possession of material, nonpublic information regarding the potential sale of GenTek and GenTek's merger negotiations that he had obtained from Signorastri, Individual A breached a fiduciary duty, or other duty arising out of a relationship of trust and confidence, to GenTek and its shareholders that he had assumed from Signorastri.

45. By reason of the foregoing, Redmond and Signorastri, singly or in concert,

directly or indirectly, violated and, unless enjoined, will again violate, Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

**SECOND CLAIM FOR RELIEF**

**Violations of Section 14(e) of the Exchange Act and Rule 14e-3  
(Both Defendants)**

46. The Commission realleges and incorporates by reference herein each and every allegation contained in paragraphs 1 through 37.

47. Prior to the public announcement of American Securities' tender offer for GenTek and after a substantial step or steps to commence such tender offer had been taken, Redmond, while he was an officer, director and employee of GenTek, conveyed to Signorastrri and to Individual B material nonpublic information relating to such tender offer under circumstances in which it was reasonably foreseeable that such communication was likely to result in a violation of Rule 14e-3.

48. Prior to the public announcement of American Securities' tender offer for GenTek and after a substantial step or steps to commence such tender offer had been taken, Signorastrri purchased securities of GenTek while in possession of, and without first publicly disclosing, material nonpublic information relating to such tender offer, which information Signorastrri knew or had reason to know was nonpublic and had been acquired directly or indirectly from GenTek and/or one of its officers, directors, employees or agents.

49. By reason of the foregoing, Redmond and Signorastrri, singly or in concert, directly or indirectly, violated and, unless enjoined, will again violate Section 14(e) of the Exchange Act [15 U.S.C. § 78n(e)] and Rule 14e-3 thereunder [17 C.F.R. § 240.14e-3].

**PRAYER FOR RELIEF**

**WHEREFORE**, the Commission respectfully requests a Final Judgment:

**I.**

Permanently enjoining Redmond and Signorastrri, their agents, servants, employees, and

attorneys, and all persons in active concert or participation with them who receive actual notice of the injunction by personal service or otherwise, and each of them, from future violations of Sections 10(b) and 14(e) of the Exchange Act [15 U.S.C. §§ 78j(b) and 78n(e)], and Rules 10b-5 and 14e-3 promulgated thereunder [17 C.F.R. §§ 240.10b-5 and 240.14e-3];

**II.**

Ordering Redmond and Signorastrì to disgorge, jointly and severally, the full amount of the unlawful trading profits obtained by Signorastrì from his purchases of GenTek securities as alleged above, and to pay prejudgment interest thereon;

**III.**

Ordering Redmond to disgorge the full amount of the unlawful trading profits obtained by Individual A and Individual B from their purchases of GenTek securities as alleged above, and to pay prejudgment interest thereon;

**IV.**

Ordering Redmond and Signorastrì to pay civil money penalties pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1];

**V.**

Prohibiting Redmond, pursuant to Section 21(d)(2) of the Exchange Act, 15 U.S.C. § 78u(d)(2), from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l], or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)]; and

VI.

Granting such other and further relief as the Court may deem just and proper.

Dated: November 21, 2014  
New York, New York

By: \_\_\_\_\_



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