



over \$460,000 from this illegal trading.

2. During the Relevant Time Period, Goldman Sachs advised companies on mergers and acquisitions (“M&A”), including tender offers, and other transactions. The existence, nature, and timing of such deals were highly material to investors. Moreover, Goldman Sachs kept this and other information about the deals confidential until the deals were publicly announced.

3. During the Relevant Time Period, Yue Han was employed as an Associate in Goldman Sachs’ Surveillance Analytics Group, a group within the firm’s compliance department. Yue Han worked in both Goldman Sachs’ Jersey City, New Jersey office and its New York City headquarters. As an Associate in the Surveillance Analytics Group, Yue Han obtained access to Goldman Sachs’ confidential information about, at least, four impending M&A deals in which Goldman Sachs represented one of the parties.

4. On the basis of that information, Yue Han purchased stock or stock options in four companies (the “Companies”), each a party to one of the deals, in advance of the deal announcements. When the deals were announced to the public, the value of those securities increased significantly. Shortly thereafter, Yue Han sold the stock and stock options and reaped substantial profits.

5. Yue Han traded in stock options of three of the Companies in a personal brokerage account held in his own name (the “Yue Han Account”). In addition, Yue Han, directly or indirectly, opened a brokerage account in the name of a relative, relief defendant Wei Han (the “Wei Han Account”). Yue Han executed trades, directly or indirectly, in one of the Companies’ stock and another’s stock options in the Wei Han Account.

6. Yue Han hid his trading from Goldman Sachs by failing to tell his employer that

he had opened these two brokerage accounts, and by failing to request permission from Goldman Sachs to trade in the Companies' stock or stock options. Such conduct violated written policies of Goldman Sachs that applied to Yue Han.

7. On October 22, 2015, Yue Han left New York City for Shanghai, China, where he is believed to reside.

### **VIOLATIONS**

8. By virtue of the conduct alleged herein, Yue Han engaged in insider trading in violation 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 thereunder [17 C.F.R. §§ 240.10b-5 and 240.14e-3]. Unless Yue Han is permanently restrained and enjoined, he will again engage in the acts, practices, and courses of business set forth in this Complaint and in acts, practices, and courses of business of similar type and object.

### **NATURE OF THE PROCEEDINGS AND THE RELIEF SOUGHT**

9. The Commission brings this action pursuant to the authority conferred upon it by Section 21(d) of the Exchange Act [15 U.S.C. §§ 78u(d)]. The Commission seeks a final judgment: (a) permanently enjoining Yue Han from engaging in the transactions, acts, practices, and courses of business alleged in this Complaint; (b) requiring Yue Han to disgorge all profits realized or other ill-gotten gains from the unlawful insider trading activity set forth in this Complaint, together with prejudgment interest; (c) requiring Yue Han to pay civil penalties pursuant to Exchange Act Section 21A [15 U.S.C. § 78u-1]; and (d) ordering Wei Han to disgorge all ill-gotten gains generated in the Wei Han Account and to pay prejudgment interest thereon.

10. To maintain the *status quo* and preserve assets sufficient for Yue Han to pay

disgorgement, prejudgment interest, and civil penalties and for Wei Han to pay disgorgement and prejudgment interest in accordance with any final judgment of this Court, the Commission seeks emergency relief: (a) imposing asset freezes on Yue Han and Wei Han; (b) requiring Yue Han and Wei Han to repatriate all fraudulent proceeds that are now located abroad; (c) ordering Yue Han and Wei Han to provide the Court and the Commission with verified accountings; and (d) preventing the destruction of documents.

### **JURISDICTION AND VENUE**

11. This Court has jurisdiction over this action pursuant to Sections 21A and 27 of the Exchange Act [15 U.S.C. §§ 78u-1 and 78aa].

12. Venue lies in the Southern District of New York pursuant to Section 27 of the Exchange Act [15 U.S.C. § 78aa]. Certain of the transactions, acts, practices, and courses of business constituting the violations alleged herein occurred within the Southern District of New York. Among other reasons, venue lies in this District because Goldman Sachs has its headquarters in New York City, Yue Han committed his violations while residing in New York City and working at Goldman Sachs' New York City headquarters, and Yue Han undertook insider trading in securities listed on the NASDAQ stock exchange, which is also headquartered in New York City.

### **FACTS**

#### **Defendant and Relief Defendant**

13. **Yue "John" Han**, age 30, is believed to reside in Shanghai, China. From approximately early December 2014 to October 9, 2015, Yue Han was employed as an Associate in the Surveillance Analytics Group, a group within Goldman Sachs' compliance department. Yue Han worked in both Goldman Sachs' Jersey City office and its New York City headquarters.

Yue Han is a citizen of the People's Republic of China.

14. **Wei Han**, age 55, is believed to reside in Xianyang, China. Wei Han is a citizen of the People's Republic of China and is a relative of Yue Han.

#### **The Four Companies**

15. **Yodlee, Inc. ("Yodlee")** is a technology company that provides software to financial services companies and is based in Redwood City, California. On August 10, 2015, Yodlee announced that it was being acquired by Envestnet, Inc. ("Envestnet"). Goldman Sachs served as financial adviser to Yodlee on the acquisition. Prior to Yodlee's acquisition, the company's common stock was registered with the Commission pursuant to Section 12(b) of the Exchange Act and was listed on the NASDAQ stock market under the ticker symbol "YDLE."

16. **Zulily Inc. ("Zulily")** is an online retailer based in Seattle, Washington. On August 17, 2015, Liberty Interactive Corporation ("Liberty") announced its plans to acquire Zulily through a tender offer. Goldman Sachs served as financial adviser to Zulily in its acquisition by Liberty. Prior to that acquisition, Zulily's common stock was registered with the Commission pursuant to Section 12(b) of the Exchange Act and was listed on the NASDAQ stock market under the ticker symbol "ZU."

17. **Rentrak Corporation ("Rentrak")** is a media-research company based in Portland, Oregon. On September 29, 2015, Rentrak announced that it was being acquired by comScore, Inc. ("comScore"). Goldman Sachs acted as financial adviser to Rentrak in the merger. Prior to the merger, Rentrak's common stock was registered with the Commission pursuant to Section 12(b) of the Exchange Act and was listed on the NASDAQ under the ticker symbol "RENT."

18. **KLA-Tencor Corp. ("KLA")** is a semiconductor equipment manufacturer based

in Milpitas, California. On October 21, 2015, Lam Research Corporation (“Lam Research”) announced that it was acquiring KLA. Goldman Sachs acted as financial adviser to Lam Research in the acquisition of KLA. Prior to the acquisition, KLA’s common stock was registered with the Commission pursuant to Section 12(b) of the Exchange Act and was listed on the NASDAQ under the ticker symbol “KLAC.”

### **Background**

19. Goldman Sachs is a large investment banking, securities and investment management firm.

20. At all relevant times, Goldman Sachs has maintained firm-wide policies that require employees to maintain the confidentiality of client-related information and that prohibit trading on the basis of material, nonpublic information acquired from the firm. In addition, at all relevant times, Goldman Sachs required its employees (except in certain limited circumstances not relevant to this Complaint): (a) to disclose any brokerage accounts; and (b) to notify Goldman Sachs, and obtain permission from the firm, before making trades in the securities or options of any individual company. Goldman Sachs required its employees to confirm that they read and understood these policies.

21. Yue Han worked as an Associate in the Surveillance Analytics Group of Goldman Sachs’ compliance department from December 2014 to October 2015. Specifically, Yue Han was tasked with helping to develop surveillance analytics to assist Goldman Sachs in detecting improper conduct, including potential insider trading. As part of that job, Yue Han had access to Goldman Sachs’ information technology systems and could access the emails of Goldman Sachs’ employees—including employees in the firm’s investment banking division, which was responsible for advising clients on M&A transactions—without alerting the employees

themselves.

22. Shortly after Yue Han began working at Goldman Sachs in December 2014, he certified in writing that he read and understood Goldman Sachs' policies on insider trading and personal trading accounts. Those policies: (a) prohibited Yue Han from trading on the basis of material nonpublic information or from using for his own benefit any client information; (b) required (with certain exceptions not relevant to this Complaint) Yue Han to disclose all brokerage accounts to the firm; and (c) prohibited Yue Han from trading in stocks or options of any individual company without pre-clearing potential trades with Goldman Sachs and obtaining the firm's permission to execute such trades.

23. Immediately upon starting to work at Goldman Sachs, Yue Han violated Goldman Sachs' personal trading policies. In early December 2014, Yue Han opened the Yue Han Account, a brokerage account at a brokerage firm not affiliated with Goldman Sachs. He failed to disclose the existence of the Yue Han Account or any of his trading in it to Goldman Sachs, despite twice certifying in writing that he had disclosed all of his brokerage accounts to Goldman Sachs. From December 2014 until September 2015, Yue Han traded equities and options in this account without pre-clearing any of those trades with Goldman Sachs and in violation of the firm's policy regarding the trading of the stocks of any individual company (or options on any individual company's stock).

24. In September 2015, Yue Han (directly or indirectly) opened the Wei Han Account, a brokerage account at another financial institution in the name of Wei Han. Again, Yue Han failed to disclose the existence of the Wei Han Account or the trading in it to Goldman Sachs.

### **Overview of Yue Han's Insider Trading Scheme**

25. Because of his access to Goldman Sachs' employee emails—including access to the emails of Goldman Sachs' investment bankers who worked on the relevant deals—Yue Han had access to material nonpublic information about impending M&A transactions in which Goldman Sachs represented one party. During the Relevant Time Period, Yue Han accessed Goldman Sachs' material nonpublic information about impending M&A transactions involving at least the four Companies: Yodlee, Zulily, Rentrak, and KLA.

26. Yue Han owed a fiduciary duty of confidentiality, or an obligation arising from a similar relationship of trust and confidence, to Goldman Sachs, its clients, and/or its clients' shareholders to keep material nonpublic information concerning the acquisitions of four Companies—including the existence and nature of these transactions—confidential, and to refrain from trading securities based on such information.

27. Nonetheless, on the basis of the material nonpublic information that he was able to obtain from Goldman Sachs, Yue Han traded stock options in the securities of the Companies in the Yue Han Account and traded both stocks and stock options in the Wei Han Account. Yue Han reaped over \$460,000 in illicit profits from these trades.

28. At the time he placed his trades, Yue Han knew (or recklessly disregarded) that the information he obtained from Goldman Sachs about the acquisition of the four Companies was material and nonpublic.

29. Yue Han also knew (or recklessly disregarded) that he had obtained the information about the impending transactions directly from his employer, that his employer was working on the transactions on behalf of its clients, and that the clients were parties to the transactions.

30. Yue Han knew (or recklessly disregarded) that he had a duty to keep information about the acquisitions of the four Companies confidential and to refrain from trading on such information. Each time he traded on the inside information, Yue Han breached his fiduciary duty of confidentiality, or a duty of trust and confidence arising from a similar relationship, to Goldman Sachs, its clients, and/or its clients' shareholders.

31. Yue Han, thus, misused Goldman Sachs' material nonpublic client information for his own personal benefit.

### **Insider Trading in Yodlee**

32. In 2012, Yodlee retained Goldman Sachs to advise it on a possible sale of the company as well as various other financing arrangements.

33. Starting in approximately January 2015, representatives of Yodlee and Envestnet began discussing entering into a commercial agreement. In February 2015, Yodlee and Envestnet entered into a confidentiality agreement in connection with the discussion of a potential agreement. By late April 2015, Envestnet and Yodlee were discussing the possibility of Envestnet acquiring Yodlee outright. The parties continued to negotiate the terms of a possible acquisition throughout the spring and summer of 2015.

34. In order to keep information about a potential acquisition confidential, Goldman Sachs assigned a code name to this potential transaction.

35. On or before July 20, 2015, Yue Han—by virtue of his employment at Goldman Sachs and his attendant access to its IT systems—obtained material nonpublic information about Envestnet's impending acquisition of Yodlee.

36. On the basis of that information, Yue Han began placing orders to purchase

Yodlee call options<sup>1</sup> on July 20, 2015 in the Yue Han Account. Between that date and August 7, 2015, Yue Han purchased 200 Yodlee call options in the Yue Han Account for approximately \$8,700.

37. Of the 200 call options Yue Han purchased, 150 were “out-of-the-money” options, i.e., the “strike price” of the option was higher than the market price of Yodlee’s common stock. As a result, these “out-of-the-money” options would expire worthless unless the market price of Yodlee’s stock increased the “strike price” before the expiration of Yue Han’s options.

38. On August 10, 2015, after the market closed, Yodlee announced that it had entered into a definitive merger agreement with Envestnet. Per the announced terms, Envestnet agreed to acquire Yodlee’s stock for \$18.88 per share, in a cash and stock transaction.

39. On August 11, 2015, Yodlee’s stock closed at \$16.20 per share, a 29% increase over the prior day’s closing price of \$12.60. The volume of Yodlee shares traded that day was 3,447,000 shares, 3,876% higher than the previous day’s volume of 86,700 shares.

40. Yue Han sold his Yodlee call options on August 11, 2015 for approximately \$36,325. He made illicit profits of approximately \$27,500 on his Yodlee options trades.

#### **Insider Trading in Zulily**

41. In April 2015, Zulily engaged Goldman Sachs to act as its financial adviser in connection with a potential acquisition of Zulily by Liberty. Shortly thereafter, Zulily and

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<sup>1</sup> Equity call options give the buyer the right—but not the obligation—to purchase a company’s stock at a set price (the “strike price”) for a certain period of time (through “expiration”). In general, one buys a call option when the stock price is expected to rise, and sells a call option when the stock price is expected to fall. Even if the underlying share price never reaches the strike price, the purchaser can sell the call option for a profit as long as the price of the call option itself increases in value beyond its purchase price.

Liberty entered into a confidentiality agreement related to a potential transaction between the companies. In order to keep information about a potential acquisition confidential, Goldman Sachs assigned a code name to this potential transaction.

42. The parties continued to negotiate a possible merger transaction through the spring and summer of 2015. Employees of Goldman Sachs participated in these negotiations, attending meetings with both companies' officers and directors, and providing advice to Zulily's board of directors concerning potential combinations with both Liberty and other possible acquirers. For example, on July 22, 2015, Goldman Sachs employees participated in a due diligence meeting with Zulily and Liberty management.

43. On August 10, 2015, Zulily and Liberty entered into an Exclusivity Agreement, providing for the companies to negotiate exclusively with each other through at least August 17, 2015.

44. On the basis of material nonpublic information that he obtained through his employment at Goldman Sachs, Yue Han purchased in the Yue Han Account: 20 Zulily call options on July 24, 2015; and 90 Zulily call options on August 11, 2015, for a total cost of approximately \$1,500. Each of the Zulily options was "out-of-the-money."

45. When Yue Han purchased these Zulily securities, substantial steps had been taken to commence a tender offer for the shares of the company.

46. On August 17, 2015, prior to the opening of U.S. securities markets, Liberty and Zulily issued a joint press release announcing that Liberty would acquire Zulily by tender offer for \$18.75 per share. That day, Zulily's stock price rose from \$12.57 per share to \$18.74 per share, a 49% increase. The volume of Zulily's shares traded that day was 41,039,600 shares, 5,862% higher than the previous day's volume of 688,300 shares.

47. The increase in Zulily's stock price caused a corresponding increase in the value of the call options that Yue Han had recently purchased. On August 17, 2015—the day the deal between Zulily and Liberty was announced—Yue Han sold all his Zulily options for more than \$38,000, reaping an illicit profit of over \$36,000.

#### **Insider Trading in Rentrak and the Opening of the Wei Han Account**

48. In 2013, Rentrak hired Goldman Sachs to act as its financial adviser in connection with identifying a potential acquirer. In order to keep information about a potential acquisition confidential, Goldman Sachs assigned a code name to this potential transaction.

49. By early September 2015, Rentrak was in advanced negotiations with comScore concerning a potential acquisition of Rentrak.

50. On September 14 and 15, 2015—on the basis of material nonpublic information obtained from Goldman Sachs—Yue Han purchased 50 “out-of-the-money” call options in the Yue Han Account for a cost of approximately \$3,500.

51. On September 17, 2015, the broker-dealer at which the Yue Han Account was held notified Yue Han that it was barring him from acquiring additional securities in the Yue Han Account.

52. On or about September 23, 2015, the Wei Han Account was opened at a different broker-dealer. Between September 25 and October 13, 2015, Yue Han transferred \$40,000 into the Wei Han Account from a bank account held in the name of Yue Han.

53. On September 29, 2015, Yue Han (directly or indirectly) purchased 100 shares of Rentrak's common stock in the Wei Han Account for approximately \$4,300 (on the basis of material nonpublic information he obtained from Goldman Sachs).

54. After U.S. securities markets closed on September 29, 2015, comScore announced

that it was acquiring Rentrak in a stock-for-stock merger. On September 30, by the close of the market, Rentrak's stock price had increased to \$54.07, a nearly 25% increase over the prior day's closing price of \$43.39. The volume of Rentrak's shares traded that day was 2,361,800 shares, 1,324% higher than the previous day's volume of 165,900 shares.

55. The increase in Rentrak's stock price also caused a corresponding increase in the value of the call options that Yue Han had recently purchased. Yue Han sold all of his Rentrak call options and shares on September 30 and October 1, 2015, making over \$8,000 in illicit profits.

### **Insider Trading in KLA**

56. Lam Research hired Goldman Sachs to act as its financial advisor in connection with the potential acquisition of KLA in approximately May 2015. In order to keep information about a potential acquisition confidential, Goldman Sachs assigned a code name to this potential transaction.

57. In August 2015, Lam Research approached KLA about a potential acquisition and the parties entered into a non-disclosure agreement. From approximately October 1 through 20, 2015, Lam Research undertook due diligence concerning the possible acquisition.

58. Yue Han (directly or indirectly) purchased 600 "out-of-the-money" KLA call options in the Wei Han Account between October 13 and 20, 2015, for a total cost of approximately \$31,600.

59. Yue Han made these purchases on the basis of material nonpublic information he obtained from Goldman Sachs. These purchases were funded by cash transfers into the Wei Han Account from a bank account held by Yue Han.

60. Prior to opening of U.S. securities markets on October 21, 2015, Lam Research

and KLA announced that Lam Research would acquire KLA in a cash and stock transaction. That day, KLA's stock price closed at \$63.98, a 19% increase over the prior day's closing price of \$53.86. The volume of KLA's shares traded on October 21 was 24,232,400, 747% higher than the previous day's volume of 2,859,700 shares.

61. The increase in KLA's stock price caused a corresponding increase in the value of the call options that Yue Han had recently purchased. On October 21, Yue Han (directly or indirectly) sold the 600 KLA call options held in the Wei Han Account for approximately \$427,385, reaping an illicit profit of approximately \$395,000.

### **Yue Han Leaves the United States**

62. Yue Han left Goldman Sachs on October 9, 2015.

63. On or about October 22, 2015—the day after he sold his KLA options positions in the Wei Han Account—Yue Han left New York City for Shanghai, China.

### **FIRST CLAIM FOR RELIEF** **Violations of Section 10(b) of the Exchange Act and Rule 10b-5 Thereunder** **(Against Defendant Yue Han)**

64. The Commission re-alleges and incorporates by reference each and every allegation in paragraphs 1 through 63 herein.

65. The information that Yue Han obtained by virtue of his employment at Goldman Sachs about the impending acquisitions of the four Companies was material and nonpublic.

66. Goldman Sachs treated the information as confidential, including through policies and procedures designed to protect such information and to prohibit its employees from trading on such information.

67. Yue Han knew, should have known, or recklessly disregarded that the information was material and nonpublic.

68. Yue Han knew, should have known, or recklessly disregarded that he owed a

fiduciary duty, or an obligation arising from a similar relationship of trust and confidence, to Goldman Sachs, its clients, and/or its clients' shareholders to keep the information confidential and to refrain from trading on it.

69. Nonetheless, Yue Han traded in the securities of the four Companies on the basis of the material, nonpublic information he obtained and/or misappropriated from Goldman Sachs. He did so for personal benefit. By doing so, Yue Han breached his fiduciary duty, or other obligation arising from a similar relationship of true and confidence, to Goldman Sachs, its clients, and/or its clients' shareholders.

70. By virtue of the foregoing, Yue Han, in connection with the purchase or sale of securities, by the use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange, directly or indirectly:

- (a) employed devices, schemes, or artifices to defraud;
- (b) made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and/or
- (c) engaged in acts, practices, or courses of business which operated or would operate as a fraud or deceit upon any person.

71. By engaging in the foregoing conduct, Yue Han violated and, unless restrained and enjoined, will continue to violate Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 [17 C.F.R. § 240.10b-5] thereunder.

**SECOND CLAIM FOR RELIEF**  
**Violations of Section 14(e) of the Exchange Act and Rule 14e-3 thereunder**  
**(Against Defendant Yue Han)**

72. The Commission re-alleges and incorporates by reference each and every allegation in paragraphs 1 through 63 herein.

73. Yue Han obtained material nonpublic information from his employer, Goldman Sachs, about an impending tender offer involving Zulily.

74. Yue Han knew or had reason to know that he had obtained the information about this transaction directly from Goldman Sachs, that Goldman Sachs was working on the transactions on behalf of its clients, and that its client, Zulily, was a party to the transaction.

75. Yue Han knew or had reason to know that Goldman Sach's information about the impending Zulily transaction was nonpublic.

76. Yue Han traded in securities, or options to obtain or dispose of securities, of Zulily after substantial steps had been taken to commence the tender offer for the shares of Zulily and before the tender offer had been publicly announced.

77. By engaging in the foregoing conduct, Yue Han violated and, unless restrained and enjoined, will continue to violate Section 14(e) of the Exchange Act [15 U.S.C. § 78n(e)] and Rule 14e-3 [17 C.F.R. § 240.14e-3] thereunder.

**THIRD CLAIM FOR RELIEF**  
**Unjust Enrichment**  
**(Against Relief Defendant Wei Han)**

78. The Commission re-alleges and incorporates by reference each and every allegation in paragraphs 1 through 63 herein.

79. Yue Han directly or indirectly established the Wei Han Account in Wei Han's name and used that account to execute illegal insider trades in the securities of Rentrak and KLA.

80. As the sole owner of the Wei Han Account, Wei Han received and currently holds proceeds of the unlawful trades that Yue Han executed in the account.

81. Wei Han has no legitimate claims to these ill-gotten gains.

82. Wei Han obtained the funds under circumstances in which it is not just, equitable,

or conscionable for him to retain the funds. Wei Han has therefore been unjustly enriched.

**PRAYER FOR RELIEF**

WHEREFORE, the Commission respectfully requests that the Court grant the following relief:

**I.**

Enter an Order temporarily and preliminarily freezing the assets of Yue Han and Wei Han;

**II.**

Enter an Order requiring Yue Han and Wei Han to repatriate all funds and assets obtained from the unlawful activities described herein that are not located outside the Court's jurisdiction;

**III.**

Enter an Order restraining and enjoining Yue Han and Wei Han from destroying, altering, or concealing documents;

**IV.**

Enter an Order directing each of Yue Han and Wei Han, and their affiliated entities, to file with this Court, and serve upon the Commission, within five (5) business days, or within such extension of time as the Commission staff agrees to, a verified written accounting, signed by each of Yue Han or Wei Han under the penalty of perjury, setting forth:

- (a) All assets, liabilities, and property currently held, directly or indirectly, by or for the benefit of each of Yue Han or Wei Han, including without limitation, bank accounts, brokerage accounts, investments, business interests, loans, lines of credit, and real and personal property wherever situated, describing each asset and liability, its current location, and amount;

- (b) All money, property, assets, and income received by each of Yue Han and Wei Han, or an affiliated entity, for his direct or indirect benefit, at any time from July 1, 2015 through the date of such accounting, describing the source, amount, disposition and current location of each of the items listed; and
- (c) The names and last known addresses of all bailees, debtors, and other persons and entities that currently are holding the assets, funds, or property of each of Yue Han, Wei Han, or related entity.

**V.**

Enter a Final Judgment finding that Yue Han violated the securities laws and rules as alleged against him herein;

**VI.**

Enter a Final Judgment permanently restraining and enjoining Yue Han and his agents, servants, employees, attorneys, and all persons in active concert or participation with him who receive actual notice of the injunction by personal service or otherwise from violating Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)], Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], Section 14e of the Exchange Act [15 U.S.C. § 78n(e)], and Rule 14e-3 thereunder [17 C.F.R. § 240.14e-3], pursuant to Section 21(d)(1) of the Exchange Act [15 U.S.C. § 78u(d)(1)].

**VII.**

Enter an Order directing Yue Han to disgorge, with prejudgment interest, all illicit trading profits or other ill-gotten gains from the conduct alleged in this Complaint, including illicit profits from trades made in accounts in his own name and illicit profits from trades made in the Wei Han Account, pursuant to Section 21(d)(5) [15 U.S.C. § 78u(d)(5)].

VIII.

Enter an Order directing Wei Han to disgorge, with prejudgment interest, all illicit trading profits or other ill-gotten gains by which he was unjustly enriched, including illicit profits from trades made in the Wei Han Account, pursuant to Section 21(d)(5) of the Exchange Act [15 U.S.C. § 78u(d)(5)];

IX.

Enter an Order directing Yue Han to pay a civil monetary penalty pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1]; and

X.

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

Dated: November 24, 2015  
New York, New York

SECURITIES AND EXCHANGE COMMISSION

  
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