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NORTHERN DISTRICT OF CALIFORNIA

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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

CV 09 5883
Case No. _____

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

VINAYAK S. GOWRISH,
ADNAN S. ZAMAN,
PASCAL S. VAGHAR,
and
SAMEER N. KHOURY,

Defendants,

and

ELIAS N. KHOURY,

Relief Defendant.

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FINAL JUDGMENT AS TO DEFENDANT SAMEER N. KHOURY

The Securities and Exchange Commission having filed a Complaint and Sameer N. Khoury (“Defendant”) having entered a general appearance; consented to the Court’s jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment without

1 admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of
2 fact and conclusions of law; and waived any right to appeal from this Final Judgment:

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4 I.

5 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's
6 agents, servants, employees, attorneys, and all persons in active concert or participation with them
7 who receive actual notice of this Final Judgment by personal service or otherwise are permanently
8 restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities
9 Exchange Act of 1934 [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R.
10 § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any
11 facility of any national securities exchange, in connection with the purchase or sale of any security:

- 12 (a) to employ any device, scheme, or artifice to defraud;
- 13 (b) to make any untrue statement of a material fact or to omit to state a material fact
14 necessary in order to make the statements made, in the light of the circumstances
15 under which they were made, not misleading; or
- 16 (c) to engage in any act, practice, or course of business which operates or would
17 operate as a fraud or deceit upon any person.
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20 II.

21 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is
22 liable for disgorgement of \$172,985, representing profits gained as a result of the conduct alleged in
23 the Complaint, together with prejudgment interest thereon in the amount of \$25,622, for a total of
24 \$198,607. Based on Defendant's sworn representations in his Statement of Financial Condition dated
25 May 10, 2009, and other documents and information submitted to the Commission, however, the
26 Court is not ordering Defendant to pay a civil penalty and payment of all of the disgorgement and
27 pre-judgment interest thereon is waived. The determination not to impose a civil penalty and to
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1 waive payment of all of the disgorgement and pre-judgment interest is contingent upon the accuracy
2 and completeness of Defendant's Statement of Financial Condition. If at any time following the
3 entry of this Final Judgment the Commission obtains information indicating that Defendant's
4 representations to the Commission concerning his assets, income, liabilities, or net worth were
5 fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such
6 representations were made, the Commission may, at its sole discretion and without prior notice to
7 Defendant, petition the Court for an order requiring Defendant to pay the unpaid portion of the
8 disgorgement, pre-judgment and post-judgment interest thereon, and the maximum civil penalty
9 allowable under the law. In connection with any such petition, the only issue shall be whether the
10 financial information provided by Defendant was fraudulent, misleading, inaccurate, or incomplete in
11 any material respect as of the time such representations were made. In its petition, the Commission
12 may move this Court to consider all available remedies, including, but not limited to, ordering
13 Defendant to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of
14 this Final Judgment. The Commission may also request additional discovery. Defendant may not, by
15 way of defense to such petition: (1) challenge the validity of the Consent or this Final Judgment; (2)
16 contest the allegations in the Complaint filed by the Commission; (3) assert that payment of
17 disgorgement, pre-judgment and post-judgment interest or a civil penalty should not be ordered; (4)
18 contest the amount of disgorgement and pre-judgment and post-judgment interest; (5) contest the
19 imposition of the maximum civil penalty allowable under the law; or (6) assert any defense to
20 liability or remedy, including, but not limited to, any statute of limitations defense.
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24 III.

25 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is
26 incorporated herein with the same force and effect as if fully set forth herein, and that Defendant shall
27 comply with all of the undertakings and agreements set forth therein.
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IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

V.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: _____, _____



UNITED STATES DISTRICT JUDGE

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