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Lead Counsel for Plaintiffs

13 UNITED STATES DISTRICT COURT
 14
 15 NORTHERN DISTRICT OF CALIFORNIA

16 In re CADENCE DESIGN SYSTEMS, INC.)	No. C-08-4966 SC
SECURITIES LITIGATION)	
_____)	<u>CLASS ACTION</u>
This Document Relates To:)	PROOF OF CLAIM AND RELEASE
)	
Case Nos. 08-4966 SC, 08-5027 SC)	EXHIBIT A-2
and 08-5273 SC)	
_____)	

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1 **I. GENERAL INSTRUCTIONS**

2 1. To recover as a Member of the Class based on your claims in the consolidated action
3 entitled *In re Cadence Design Systems, Inc. Securities Litigation*, No. C-08-4966 SC (the
4 “Litigation”), you must complete and, on page ___ hereof, sign this Proof of Claim and Release form
5 (“Proof of Claim”). If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof
6 of Claim, your claim may be rejected and you may be precluded from any recovery from the Net
7 Settlement Fund created in connection with the proposed settlement.
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9 2. Submission of this Proof of Claim, however, does not assure that you will share in the
10 proceeds of the settlement of the Litigation.

11 3. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM**
12 **POSTMARKED ON OR BEFORE _____, 2011, ADDRESSED AS FOLLOWS:**

13
14 *Cadence Securities Litigation*
15 Claims Administrator
16 c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael, CA 94912-8040

17 If you are NOT a Member of the Class (as defined in the Notice of Proposed Settlement of Class
18 Action (“Notice”)) DO NOT submit a Proof of Claim.

19 4. If you are a Member of the Class and you did not timely request exclusion in
20 connection with the proposed settlement, you are bound by the terms of any judgment entered in the
21 Litigation, including the releases provided therein, **WHETHER OR NOT YOU SUBMIT A PROOF**
22 **OF CLAIM.**

23 **II. CLAIMANT IDENTIFICATION**

24 If you purchased Cadence common stock, 1.375% Notes due December 15, 2011, 1.5%
25 Notes due December 15, 2001, and/or Cadence put and call options (collectively “Cadence Publicly
26 Traded Securities”) and held the certificate(s) in your name, you are the beneficial purchaser as well
27 as the record purchaser. If, however, you purchased Cadence Publicly Traded Securities and the
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1 certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you
2 are the beneficial purchaser and the third party is the record purchaser.

3 Use Part I of this form entitled “Claimant Identification” to identify each purchaser of record
4 (“nominee”), if different from the beneficial purchaser of the Cadence Publicly Traded Securities
5 which forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL
6 BENEFICIAL PURCHASER(S) OR THE LEGAL REPRESENTATIVE OF SUCH
7 PURCHASER(S) OF THE CADENCE PUBLICLY TRADED SECURITIES UPON WHICH THIS
8 CLAIM IS BASED.

9 All joint purchasers must sign this claim. Executors, administrators, guardians, conservators,
10 and trustees must complete and sign this claim on behalf of persons represented by them and their
11 authority must accompany this claim and their titles or capacities must be stated. The Social
12 Security (or taxpayer identification) number and telephone number of the beneficial owner may be
13 used in verifying the claim. Failure to provide the foregoing information could delay verification of
14 your claim or result in rejection of the claim.

15 **III. CLAIM FORM**

16 Use Part II of this form entitled “Schedule of Transactions in Cadence Publicly Traded
17 Securities” to supply all required details of your transaction(s) in Cadence Publicly Traded
18 Securities. Use Part III of this form entitled “Schedule of Transactions in Cadence Options” to
19 supply all required details of your transaction(s) in put and call options of Cadence common stock.
20 If you need more space or additional schedules, attach separate sheets giving all of the required
21 information in substantially the same form. Sign and print or type your name on each additional
22 sheet.

23 On the schedules, provide all of the requested information with respect to *all* of your
24 purchases of Cadence Publicly Traded Securities which took place at any time from April 23, 2008
25 to December 10, 2008, inclusive (the “Class Period”), and *all* of your sales of Cadence common
26 stock which took place at any time from April 23, 2008 to March 10, 2009, inclusive, and *all* of your
27 sales of other Cadence Publicly Traded Securities which took place at any time from April 23, 2008
28 to December 10, 2008, inclusive, whether such transactions resulted in a profit or a loss. You must

1 also provide all of the requested information with respect to *all* of the Cadence Publicly Traded
2 Securities you held at the close of trading on April 22, 2008 and December 10, 2008, as well as the
3 number of shares of Cadence common stock held at the close of trading on March 10, 2009. Failure
4 to report all such transactions may result in the rejection of your claim.

5 List each transaction in the Class Period separately and in chronological order, by trade date,
6 beginning with the earliest. You must accurately provide the month, day, and year of each
7 transaction you list.

8 The date of covering a “short sale” is deemed to be the date of purchase of Cadence common
9 stock. The date of a “short sale” is deemed to be the date of sale of Cadence common stock.

10 Copies of broker confirmations or other documentation of your transactions in Cadence
11 Publicly Traded Securities should be attached to your claim. Failure to provide this documentation
12 could delay verification of your claim or result in rejection of your claim.

13 NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of
14 transactions may request, or may be requested, to submit information regarding their transactions in
15 electronic files. All claimants MUST submit a manually signed paper Proof of Claim whether or not
16 they also submit electronic copies. If you wish to file your claim electronically, you must contact the
17 Claims Administrator at _____ or visit their website at www.gilardi.com to obtain the
18 required file layout. No electronic files will be considered to have been properly submitted unless
19 the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance
20 of electronically submitted data.

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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

In re Cadence Design Systems, Inc. Securities Litigation, No. C-08-4966 SC

PROOF OF CLAIM AND RELEASE

Must Be Postmarked No Later Than:

_____, 2011

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, Middle, Last)

Street Address

City

State or Province

Zip Code or Postal Code

Country

Social Security Number or
Taxpayer Identification Number

Individual
Corporation/Other

Area Code

Telephone Number (work)

Area Code

Telephone Number (home)

Record Owner's Name (if different from beneficial owner listed above)

1 PART II: SCHEDULE OF TRANSACTIONS IN CADENCE PUBLICLY TRADED
2 SECURITIES

3 1. Common Stock

4 A. Number of shares of Cadence common stock held at the close of trading on
5 April 22, 2008: _____

6 B. Purchases of Cadence common stock (April 23, 2008 – December 10, 2008,
7 inclusive):

Trade Date Month Day Year	Number of Shares Purchased	Total Purchase Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

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12 IMPORTANT: Identify by number listed above all purchases in which you covered a “short
13 sale”: _____

14 C. Sales of Cadence common stock (April 23, 2008 – March 10, 2009,
15 inclusive):

Trade Date Month Day Year	Number of Shares Sold	Total Sales Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

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20 D. Number of shares of Cadence common stock held at the close of trading on
December 10, 2008: _____

21 E. Number of shares of Cadence common stock held at the close of trading on
22 March 10, 2009: _____

23 2. 1.375% Notes Due December 15, 2011

24 A. Number of 1.375% Notes due December 15, 2011 held at the close of trading
25 on April 22, 2008: _____

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B. Purchases of 1.375% Notes due December 15, 2011 (April 23, 2008 – December 10, 2008, inclusive):

Trade Date Month Day Year	Number of Notes Purchased	Total Purchase Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

C. Sales of 1.375% Notes due December 15, 2011 (April 23, 2008 – December 10, 2008, inclusive):

Trade Date Month Day Year	Number of Notes Sold	Total Sales Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

D. Number of shares of 1.375% Notes due December 15, 2011 held at the close of trading on December 10, 2008: _____

3. 1.5% Notes Due December 15, 2011

A. Number of 1.5% Notes due December 15, 2011 held at the close of trading on April 22, 2008: _____

B. Purchases of 1.5% Notes due December 15, 2011 (April 23, 2008 – December 10, 2008, inclusive):

Trade Date Month Day Year	Number of Notes Purchased	Total Purchase Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

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C. Sales of 1.5% Notes due December 15, 2011 (April 23, 2008 – December 10, 2008, inclusive):

Trade Date Month Day Year	Number of Notes Sold	Total Sales Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

D. Number of 1.5% Notes due December 15, 2011 held at the close of trading on December 10, 2008: _____

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PART III. SCHEDULE OF TRANSACTIONS IN CADENCE OPTIONS

PURCHASES/REPURCHASES

A. I made the following purchase/repurchase of options on Cadence common stock during the period from April 23, 2008 through December 10, 2008, inclusive:

Option Type	Date(s) of transaction (List Chronologically)	Number of Option contracts acquired	Expiry Date (Month/Year)	Strike Price	Transaction price per option contract	[X]expired [A]ssigned [E]xercised
	M M D D Y Y		M M Y Y			
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
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<input type="radio"/> Call						
<input type="radio"/> Put						
<input type="radio"/> Call						

SALES/WRITTEN

B. I made the following sales/written options on Cadence common stock during the period from April 23, 2008 through December 10, 2008, inclusive:

Option Type	Date(s) of transaction (List Chronologically)	Number of Option contracts acquired	Expiry Date (Month/Year)	Strike Price	Transaction price per option contract	[X]expired [A]ssigned [E]xercised
	M M D D Y Y		M M Y Y			
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
<input type="radio"/> Call						
<input type="radio"/> Put						
<input type="radio"/> Call						

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

1 **YOU MUST READ AND SIGN THE RELEASE ON PAGE __. FAILURE TO SIGN**
2 **THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF**
3 **YOUR CLAIM.**

4 **IV. SUBMISSION TO JURISDICTION OF COURT AND**
5 **ACKNOWLEDGMENTS**

6 I (We) submit this Proof of Claim under the terms of the Stipulation of Settlement described
7 in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the
8 Northern District of California, with respect to my (our) claim as a Class Member and for purposes
9 of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by
10 and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to
11 furnish additional information to the Claims Administrator to support this claim (including
12 transactions in other Cadence securities) if requested to do so. I (We) have not submitted any other
13 claim covering the same purchases or sales of Cadence Publicly Traded Securities during the Class
14 Period and know of no other person having done so on my (our) behalf.

15 **V. RELEASE**

16 1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully,
17 finally, and forever settle, release, and discharge from the Released Claims each and all of the
18 “Released Persons,” defined as each and all of the Defendants and their Related Parties. “Related
19 Parties” means each of a Defendant’s past or present directors, officers, employees, partners,
20 insurers, co-insurers, reinsurers, controlling shareholders, attorneys, accountants or auditors,
21 personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint
22 ventures, agents, assigns, spouses, heirs, executors, estates, administrators, related or affiliated
23 entities, any entity in which a Defendant has a controlling interest, any members of any Individual
24 Defendant’s immediate family, or any trust of which any Individual Defendant is the settlor or which
25 is for the benefit of any Individual Defendant’s family.

26 2. “Released Claims” means any and all claims, debts, demands, controversies,
27 obligations, losses, rights or causes of action or liabilities of any kind or nature whatsoever
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1 (including, but not limited to, any claims for damages (whether compensatory, special, incidental,
2 consequential, punitive, exemplary or otherwise), injunctive relief, declaratory relief, rescission or
3 rescissionary damages, interest, attorneys' fees, expert or consulting fees, costs, expenses, or any
4 other form of legal or equitable relief whatsoever), whether based on federal, state, local, statutory or
5 common law or any other law, rule or regulation, whether known or unknown, fixed or contingent,
6 suspected or unsuspected, concealed or hidden, accrued or un-accrued, liquidated or un-liquidated, at
7 law or in equity, matured or un-matured, whether class or individual in nature, including Unknown
8 Claims (as defined below), that (i) have been asserted in this Litigation by the Class Members or any
9 of them against any of the Released Persons (as defined above), or (ii) could have been asserted in
10 the Litigation or any other forum by the Class Members or any of them against any of the Released
11 Persons which arise out of or are based upon or related in any way to the allegations, transactions,
12 facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the
13 Litigation, including, without limitation, statements or omissions regarding the Company's financial
14 results, accounting policies or practices, results of operations or internal controls, and that relate to
15 the purchase of Cadence Publicly Traded Securities during the Class Period. Released Claims do not
16 include any derivative claims, which are the subject of a separate stipulation of settlement or claims
17 to enforce this settlement.

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20 3. “Unknown Claims” means any Released Claims which Lead Plaintiff or any Class
21 Member does not know or suspect to exist in his, her, or its favor at the time of the release of the
22 Released Persons which, if known by him, her, or it, might have affected his, her, or its settlement
23 with and release of the Released Persons, or might have affected his, her, or its decisions with
24 respect to this settlement. With respect to any and all Released Claims, the Settling Parties stipulate
25 and agree that, upon the Effective Date, Lead Plaintiff shall expressly waive and relinquish, and each
26 of the Class Members shall be deemed to have, and by operation of the Judgment shall have,
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1 expressly waived and relinquished, the provisions, rights, and benefits of California Civil Code
2 §1542, which provides:

3 **A general release does not extend to claims which the creditor does not**
4 **know or suspect to exist in his or her favor at the time of executing the release,**
5 **which if known by him or her must have materially affected his or her**
6 **settlement with the debtor.**

7 Lead Plaintiff shall expressly waive and relinquish, and each of the Class Members shall be deemed
8 to have, and by operation of the Judgment shall have, expressly waived and relinquished, any and all
9 provisions, rights, and benefits conferred by any law of any state or territory of the United States, or
10 principle of common law, which is similar, comparable or equivalent to California Civil Code
11 §1542. Lead Plaintiff and Class Members may hereafter discover facts in addition to or different
12 from those which he, she or it now knows or believes to be true with respect to the subject matter of
13 the Released Claims, but Lead Plaintiff upon the Effective Date shall expressly, fully, finally, and
14 forever settle and release and each Class Member, upon the Effective Date, shall be deemed to have,
15 and by operation of the Judgment shall have, fully, finally, and forever settled and released any and
16 all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent,
17 whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of
18 law or equity now existing or coming into existence in the future, including, but not limited to,
19 conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule,
20 without regard to the subsequent discovery or existence of such different or additional facts. Lead
21 Plaintiff acknowledges, and the Class Members shall be deemed by operation of the Judgment to
22 have acknowledged, that the foregoing waiver was separately bargained for and a key element of the
23 settlement of which this release is a part.

24 4. I (We) hereby warrant and represent that I (we) have not assigned or transferred or
25 purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this
26 release or any other part or portion thereof.

27 5. I (We) hereby warrant and represent that I (we) have included information about all
28 of my (our) transactions in Cadence Publicly Traded Securities which occurred during the Class

1 Period as well as the number of shares of Cadence Publicly Traded Securities held by me (us) at the
2 close of trading on April 22, 2008 and December 10, 2008, as well as the number of shares of
3 Cadence common stock held by me (us) on March 10, 2009.

4 I (We) declare under penalty of perjury under the laws of the United States of America that
5 all of the foregoing information supplied on this Proof of Claim by the undersigned is true and
6 correct.

7 Executed this _____ day of _____
8 (Month/Year)
9 in _____
(City) (State/Country)

10 _____
11 (Sign your name here)

12 _____
13 (Type or print your name here)

14 _____
15 (Capacity of person(s) signing,
16 *e.g.*, Beneficial Purchaser,
17 Executor or Administrator)

18 **ACCURATE CLAIMS PROCESSING TAKES A
19 SIGNIFICANT AMOUNT OF TIME.
20 THANK YOU FOR YOUR PATIENCE.**

21 **Reminder Checklist:**

- 22 1. Please sign the above release and declaration.
- 23 2. Remember to attach supporting documentation, if available.
- 24 3. Do not send original stock certificates.
- 25 4. Keep a copy of your claim form and all supporting documentation for your records.
- 26 5. If you desire an acknowledgment of receipt of your claim form, please send it
27 Certified Mail, Return Receipt Requested.
- 28 6. If you move, please send us your new address.