

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

-----X	:	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	<b>No. 09 Civ. 8811 (JSR)</b>
Plaintiff,	:	
	:	<b>ECF CASE</b>
- against -	:	
	:	
GALLEON MANAGEMENT, L.P., et al.,	:	
	:	
Defendants.	:	
-----X	:	

**ANSWER OF GALLEON MANAGEMENT, L.P. TO THE AMENDED COMPLAINT**

Defendant Galleon Management, L.P. (“Galleon”) states as follows for its Answer in response to the Amended Complaint, dated November 5, 2009 (the “Amended Complaint”).

To the extent that certain paragraphs in the Amended Complaint include allegations against defendants other than Galleon, Galleon’s responses to the allegations contained in such paragraphs, set forth herein, relate to Galleon only and to no other defendant. To the extent allegations in the Amended Complaint purport to summarize, paraphrase or quote oral conversations involving representatives of Galleon, Galleon has, where applicable, relied on the Answer in this action of the representative who allegedly participated in the conversation.

1. Galleon denies the allegations in Paragraph 1, except admits that the allegations purport to describe Plaintiff’s claims.

2. Galleon denies the allegations in Paragraph 2, except admits that the allegations purport to describe Plaintiff’s claims.

3. To the extent the allegations in Paragraph 3 state legal conclusions, no response is required. To the extent a response is required, Galleon admits that Plaintiff purports

to bring this action pursuant to the statutes cited in Paragraph 3, and that Plaintiff purports to seek the relief described in Paragraph 3.

4. To the extent the allegations in Paragraph 4 state legal conclusions, no response is required. To the extent a response is required, Galleon admits that Plaintiff purports to base jurisdiction over the subject matter of this action pursuant to the statutes cited in Paragraph 4.

5. To the extent the allegations in Paragraph 5 state legal conclusions, no response is required. To the extent a response is required, Galleon admits that its headquarters are located in New York, New York, but lacks knowledge or information sufficient to form a belief as to the truth of the other allegations in Paragraph 5, except admits that Plaintiff purports to base venue on the statutes cited in Paragraph 5.

6. Galleon admits the allegations in the first and second sentences of Paragraph 6. Galleon admits that it is the investment manager for several hedge funds, including, among others, Galleon Technology Offshore, Ltd., Galleon Diversified Fund, Ltd., Galleon Emerging Technology Offshore, Ltd., Galleon Buccaneer's Offshore, Ltd., Galleon Explorers Offshore, Ltd., and Galleon Strategic Fund, Ltd.

7. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in the first, third, and fourth sentences of Paragraph 7. Galleon admits that Raj Rajaratnam ("Rajaratnam") is a managing member of Galleon Management, L.L.C. The general partner of Galleon is Galleon Management, L.L.C.

8. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 8.

9. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 9.

10. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 10.

11. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 11.

12. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 12.

13. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 13.

14. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 14, except admits that Khan was previously employed by or associated with Galleon or one of its affiliates.

15. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 15.

16. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 16, except admits that Far was previously employed by or associated with Galleon or one of its affiliates.

17. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 17.

18. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 18.

19. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 19.

20. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 20.

21. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 21.

22. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 22.

23. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 23.

24. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 24.

25. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 25.

26. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 26.

27. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 27, except admits that Akami provides services for facilitating the delivery of content and applications over the Internet and that Akami's stock trades on the Nasdaq under the symbol "AKAM."

28. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 28, except admits that AMD is a semiconductor

company headquartered in Sunnyvale, California and that AMD's stock trades on the NYSE under the symbol "AMD."

29. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 29, except admits that Atheros is a developer of semiconductor systems for wireless and other network communication products, and that Atheros's stock trades on the Nasdaq under the symbol "ATHR."

30. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 30, except admits that Clearwire builds and operates wireless broadband networks in the United States and abroad, that it is headquartered in Washington, and that Clearwire's stock trades on the Nasdaq under the symbol "CLWR." Galleon admits that Intel or an Intel subsidiary provided financing for Clearwire's joint venture with Sprint.

31. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 31, except admits that Google hosts an internet search engine, that it is headquartered in Mountain View, California, and that Google's stock trades on the Nasdaq under the symbol "GOOG."

32. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 32, except admits that Hilton is an international hotel chain, that Hilton was taken private by the Blackstone Group, and that Hilton ceased trading on the NYSE, but formerly traded under the symbol "HLT."

33. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 33, except admits IBM is a computer technology and IT consulting firm and that IBM's stock trades on the NYSE under the symbol "IBM."

34. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 34, except admits that Intel is a microprocessor manufacturer headquartered in Santa Clara, California, that Intel or an Intel subsidiary invested \$1 billion in a joint venture in which Clearwire and Sprint agreed to combine their wireless broadband or WiMax, businesses, and that Intel's stock trades on the Nasdaq under the symbol "INTC."

35. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 35, except admits that Kronos makes workforce management software for businesses, that Kronos was acquired by Hellman & Friedman, and that Kronos's stock traded on the Nasdaq under the symbol "KRON."

36. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 36.

37. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 37, except admits that McKinsey is a global management consulting firm that advises on issues of strategy, organization, technology, and operations.

38. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 38, except admits that Moody's is a rating agency that performs research and analysis on borrower credit-worthiness, and that Moody's is a registered Nationally Recognized Statistical Rating Organization.

39. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 39, except admits that PeopleSupport was a business process outsourcing provider offering customer management, transcription, captioning and other

services, that it merged with Aegis BPO Services Ltd., and that PeopleSupport's stock traded on the Nasdaq under the symbol "PSPT."

40. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 40, except admits that Polycom produces applications for voice, video, and data networking and that Polycom's stock trades on the Nasdaq under the symbol "PLCM."

41. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 41, except admits that SUN provides network computing infrastructure, that it is headquartered in Santa Clara, California, that SUN's stock trades on the Nasdaq under the symbol "JAVA," and that Oracle Corporation announced that it had entered into a definitive merger agreement pursuant to which it would acquire SUN.

42. Galleon admits that Khan worked for a time at Galleon. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegation that Khan was facing financial difficulties. Galleon denies the remaining allegations in Paragraph 42.

43. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 43.

44. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 44.

45. The allegations in Paragraph 45 are based on public information, and Galleon refers to such information for an accurate statement of its contents.

46. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 46.

47. Galleon denies the allegations in the second and third sentences of Paragraph 47. Galleon admits that it or its affiliates traded in Polycom securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 47 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 47.

48. Galleon admits that it or its affiliates traded in Polycom securities and refers to its trading records to be produced in this Action for an accurate statement of such trading.

49. Galleon admits that it or its affiliates traded in Polycom securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 49 to the extent they contend otherwise.

50. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 50.

51. Galleon denies the allegations in Paragraph 51, except that it lacks knowledge or information sufficient to form a belief as to the truth of the allegations in the first sentence.

52. Galleon admits that it or its affiliates traded in Polycom securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis

of material, non-public information and denies the allegations in Paragraph 52 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 52.

53. To the extent the allegations in Paragraph 53 are based on public information, Galleon refers to such information for an accurate statement of its contents. Galleon admits that it or its affiliates traded in Polycom securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 53 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 53.

54. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 54.

55. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 55.

56. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 56, except that Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 56 to the extent they contend otherwise.

57. Galleon admits that it or its affiliates traded in Hilton securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 57 to the extent they

contend otherwise. Galleon denies the remaining allegations in Paragraph 57 and refers to the offering materials for the funds it advises to be produced in this Action for a correct statement of their purposes.

58. The allegations in Paragraph 58 are based on public information, and Galleon refers to such information for an accurate statement of its contents.

59. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 59.

60. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 60.

61. Galleon admits that it or its affiliates traded in Hilton securities and refers to its trading records to be produced in this Action for an accurate statement of such trading.

62. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 62.

63. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 63.

64. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 64.

65. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 65.

66. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 66.

67. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 67.

68. Galleon denies the allegations in Paragraph 68.

69. Galleon admits that it or its affiliates traded in Google securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 69 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 69.

70. The allegations in Paragraph 70 are based on public information, and Galleon refers to such information for an accurate statement of its contents.

71. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 71.

72. Galleon admits that it or its affiliates traded in Google securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies the remaining allegations in Paragraph 72.

73. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 73.

74. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 74.

75. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 75.

76. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 76.

77. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 77.

78. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 78.

79. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 79.

80. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 80.

81. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 81.

82. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 82.

83. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 83.

84. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 84.

85. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 85.

86. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 86.

87. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 87.

88. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 88.

89. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 89.

90. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 90.

91. Galleon denies the allegations in the first sentence of Paragraph 91. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 91.

92. Galleon denies the allegations in Paragraph 92.

93. Galleon admits that it or its affiliates traded in Intel securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 93 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 93.

94. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in the first and third sentences of Paragraph 94. Galleon admits that it or its affiliates traded in Intel securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 94 to the extent they contend otherwise. Galleon lacks knowledge or

information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 94.

95. The allegations in Paragraph 95 are based on public information, and Galleon refers to such information for an accurate statement of its contents.

96. To the extent the allegations in Paragraph 96 are based on public information, Galleon refers to such information for an accurate statement of its contents. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in the second sentence. Galleon admits that it or its affiliates traded in Intel securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 96 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 96.

97. Galleon denies the allegations in the first sentence of Paragraph 97. Galleon admits that it or its affiliates traded in Intel securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 97 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 97.

98. Galleon admits that it or its affiliates traded in Intel securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of

material, non-public information and denies the allegations in Paragraph 98 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 98.

99. Galleon admits that it or its affiliates traded in Intel securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 99 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 99.

100. Galleon admits that it or its affiliates traded in Intel securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 100 to the extent they contend otherwise. To the extent the allegations in Paragraph 100 are based on public information, Galleon refers to such information for an accurate statement of its contents.

101. Galleon admits that it or its affiliates traded in Intel securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 101 to the extent they contend otherwise.

102. Galleon admits that it or its affiliates traded in Intel securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of

material, non-public information and denies the allegations in Paragraph 102 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 102.

103. Galleon admits that it or its affiliates traded in Intel securities and refers to its trading records to be produced in this Action for an accurate statement of such trading.

Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 103 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 103.

104. Galleon denies the allegations in Paragraph 104.

105. The allegations in Paragraph 105 are based on public information, and Galleon refers to such information for an accurate statement of its contents.

106. Galleon admits that it or its affiliates traded in Clearwire securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 106 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 106.

107. Galleon admits that it or its affiliates traded in Clearwire securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 107 to the extent they

contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 107.

108. Galleon admits that it or its affiliates traded in Clearwire securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 108 to the extent they contend otherwise. To the extent the allegations in Paragraph 108 are based on public information, Galleon refers to such information for an accurate statement of its contents. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 108.

109. Galleon admits that it or its affiliates traded in Clearwire securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 109 to the extent they contend otherwise. To the extent the allegations in Paragraph 109 are based on public information, Galleon refers to such information for an accurate statement of its contents. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 109.

110. Galleon admits that it or its affiliates traded in Clearwire securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 110 to the extent they contend otherwise. To the extent the allegations in Paragraph 110 are based on public

information, Galleon refers to such information for an accurate statement of its contents. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 110.

111. Galleon denies the allegations in Paragraph 111.

112. Galleon denies the allegations in Paragraph 112.

113. Galleon admits that it and certain of its affiliates held at certain times an aggregate direct or indirect equity ownership stake in PeopleSupport common stock of approximately 25%, and that at certain times a person affiliated or associated with Galleon was a member of PeopleSupport's board of directors. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 113 to the extent they contend otherwise. Furthermore, with respect to the PeopleSupport director associated with Galleon, Galleon adhered to PeopleSupport's trading policies, applicable requirements of Section 16 of the Securities Exchange Act of 1934, as well as Galleon's own policies and other restrictions associated with such holdings.

114. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 114. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 114 to the extent they contend otherwise.

115. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 115.

116. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 116.

117. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 117.

118. The allegations in Paragraph 118 are based on public information, and Galleon refers to such information for an accurate statement of its contents.

119. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 119.

120. Galleon denies the allegations in Paragraph 120.

121. Galleon admits that it or its affiliates traded in Akamai securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 121 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 121.

122. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 122.

123. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 123.

124. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 124.

125. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 125.

126. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 126.

127. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 127.

128. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 128.

129. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 129.

130. The allegations in Paragraph 130 are based on public information, and Galleon refers to such information for an accurate statement of its contents.

131. Galleon admits that it or its affiliates traded in AMD securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 131 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 131.

132. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 132.

133. Galleon denies the allegations in the first sentence of Paragraph 133. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 133.

134. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 134.

135. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 135.

136. Galleon admits that it or its affiliates traded in AMD securities and refers to its trading records to be produced in this Action for an accurate statement of such trading. Galleon denies that it or any of its employees or affiliates traded or profited on the basis of material, non-public information and denies the allegations in Paragraph 136 to the extent they contend otherwise. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 136.

137. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 137.

138. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 138.

139. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 139.

140. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 140.

141. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 141.

142. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 142.

143. The allegations in Paragraph 143 are based on public information, and Galleon refers to such information for an accurate statement of its contents. To the extent a response is required, Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 143.

144. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 144.

145. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 145.

146. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 146.

147. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 147.

148. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 148.

149. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 149.

150. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 150.

151. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 151.

152. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 152, except that Galleon admits that Atheros issued its Q4 2008 earnings release on February 2, 2009.

153. Galleon lacks knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 153.

154. In response to Paragraph 154, Galleon repeats and re-alleges each of the foregoing responses as if set forth fully herein.

155. To the extent the allegations in Paragraph 155 state legal conclusions, no response is required. To the extent a response is required, Galleon denies the allegations in Paragraph 155.

156. To the extent the allegations in Paragraph 156 state legal conclusions, no response is required. To the extent a response is required, Galleon denies the allegations in Paragraph 156.

157. To the extent the allegations in Paragraph 157 state legal conclusions, no response is required. To the extent a response is required, Galleon denies the allegations in Paragraph 157.

158. To the extent the allegations in Paragraph 158 state legal conclusions, no response is required. To the extent a response is required, Galleon denies the allegations in Paragraph 158.

159. To the extent the allegations in Paragraph 159 state legal conclusions, no response is required. To the extent a response is required, Galleon denies the allegations in Paragraph 159.

160. To the extent the allegations in Paragraph 160 state legal conclusions, no response is required. To the extent a response is required, Galleon denies the allegations in Paragraph 160.

161. To the extent the allegations in Paragraph 161 state legal conclusions, no response is required. To the extent a response is required, Galleon denies the allegations in Paragraph 161.

162. To the extent the allegations in Paragraph 162 state legal conclusions, no response is required. To the extent a response is required, Galleon denies the allegations in Paragraph 162.

163. To the extent the allegations in Paragraph 163 state legal conclusions, no response is required. To the extent a response is required, Galleon denies the allegations in Paragraph 163.

164. To the extent the allegations in Paragraph 164 state legal conclusions, no response is required. To the extent a response is required, Galleon denies the allegations in Paragraph 164.

165. In response to Paragraph 165, Galleon repeats and re-alleges each of the foregoing responses as if set forth fully herein.

166. To the extent the allegations in Paragraph 166 state legal conclusions, no response is required. To the extent a response is required, Galleon denies the allegations in Paragraph 166.

167. To the extent the allegations in Paragraph 167 state legal conclusions, no response is required. To the extent a response is required, Galleon denies the allegations in Paragraph 167.

The Relief Sought by Plaintiff does not contain allegations of fact or law that require a response from Galleon. However, to the extent a response is required, Galleon denies the allegations in the Relief Sought and denies that the Relief Sought by Plaintiff is appropriate or available.

To the extent any allegation in the Amended Complaint is not admitted herein, it is denied.

## **AFFIRMATIVE DEFENSES**

Galleon asserts the following affirmative defenses without assuming the burden of proof, persuasion, or going forward as to any such defenses or issues that would otherwise rest on Plaintiff. Galleon reserves the right to amend its pleadings, and to assert additional or different defenses, based upon information or evidence developed in discovery or otherwise.

1. The Amended Complaint fails to state a claim upon which relief can be granted.
2. The Amended Complaint fails to allege fraud with particularity.
3. The Amended Complaint fails to plead scienter with particularity.
4. Plaintiff's claims are barred in whole or in part by the applicable statute of limitations.
5. Plaintiff's claims are barred in whole or in part by laches.
6. Equitable relief requested by Plaintiff is unavailable, either in whole or in part, because the alleged conduct occurred wholly in the past and is unlikely to be repeated.
7. Galleon acted at all times in good faith, and without knowledge of any supposed wrongdoing.
8. At all relevant times, Galleon maintained and applied in good faith an appropriate compliance program intended to ensure compliance by its employees and affiliates with all laws, rules, and regulations applicable to its business.

Dated: December 9, 2009  
New York, New York

SHEARMAN & STERLING LLP

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