

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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UNITED STATES OF AMERICA : SEALED INDICTMENT
:
- v. - : 17 Cr. ____
:
MICHAEL SIVA, :
ROBERTO RODRIGUEZ, :
RODOLFO SABLON, :
a/k/a "Rudy," :
JHONATAN ZOQUIER, and :
JEFFREY ROGIERS, :
Defendants. :
:
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17 CRIM 503

COUNT ONE
**(Conspiracy to Commit Securities Fraud and
Fraud in Connection with a Tender Offer - Siva)**

The Grand Jury charges:

The Investment Bank and the Insider

1. At all times relevant to this Indictment, the Investment Bank was an investment banking advisory arm of a global bank with offices in Manhattan, New York. From in or about August 2013 through in or about May 2017, Daniel Rivas ("Rivas"), was employed as a technology consultant in the Investment Bank's Research and Capital Markets Technology Group. In this role, Rivas had access to an internal, proprietary system maintained by the Investment Bank (the "Deal Tracking System") containing material, non-public information about potential and unannounced merger and acquisition transactions, including tender offers, involving the Investment

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Bank (the "Inside Information"). The Investment Bank's written policies prohibited the unauthorized disclosure of confidential information, which included the Inside Information. Rivas had a duty, among other obligations, to maintain the confidentiality of all of the Investment Bank's confidential information, including the Inside Information. During his tenure at the Investment Bank, Rivas reviewed and certified his duties of loyalty and confidence to the Investment Bank.

Overview of Insider Trading Schemes

2. From at least August 2014, through at least in or about April 2017, Rivas violated the duties of confidentiality he owed to the Investment Bank by serially misappropriating material, non-public information from the Investment Bank's deal tracking system and passing that information along to friends so that they could utilize it to make profitable trades. On more than fifty occasions between 2014 and 2018, Rivas provided Inside Information about contemplated but unannounced merger and acquisition ("M&A") transactions and tender offer transactions involving clients and prospective clients of the Investment Bank to friends that used that information to purchase and sell securities. In total, the insider trading based on Inside Information misappropriated by Rivas resulted in illicit profits of more than \$5 million through insider trading in more than two dozen securities.

The Moodhe-Siva Insider Trading

Background

Relevant Individuals

3. At all times relevant to this Indictment, James Moodhe ("Moodhe"), worked as the Treasurer and Assistant Controller for a global interdealer brokerage firm (the "Interdealer Broker") with offices in, among other places, Jersey City, New Jersey. At all times relevant to this Indictment, Moodhe had three adult children, including a daughter not identified by name herein (the "Daughter") who also worked at the Interdealer Broker. In or about 2013, the Daughter, who at the time lived with Moodhe, entered into a romantic relationship with Rivas. As the romantic relationship between the Daughter and Rivas became more serious, Moodhe also developed a close relationship with Rivas.

4. At all times relevant to this Indictment, MICHAEL SIVA, the defendant, worked as a broker and financial advisor for a global commercial and investment bank headquartered in Manhattan, New York (the "New York Bank"). By 2014, SIVA and Moodhe had known each other for more than a decade and had a close relationship. At certain times relevant to this Indictment, Moodhe maintained or controlled several self-directed online brokerage accounts. In approximately June 2016, Moodhe moved his brokerage accounts to the New York Bank and SIVA became Moodhe's broker.

Relevant Acquisition Targets

5. At all times relevant to this Indictment:

a. Covance, Inc. ("Covance") was a drug development and testing services company based in Princeton, New Jersey. Covance's securities were traded under the symbol "CVD" on the New York Stock Exchange ("NYSE").

b. Thoratec Corporation ("Thoratec") was a developer and manufacturer of proprietary medical devices based in Pleasanton, California. Thoratec's securities were traded under the symbol "THOR" on the NASDAQ Stock Exchange (the "NASDAQ").

c. ADT Corporation ("ADT") was an alarm monitoring company based in Boca Raton, Florida. ADT securities were traded under the symbol "ADT" on the NYSE.

d. St. Jude Medical, Inc. ("St. Jude") was a children's research hospital based in Memphis, Tennessee. St. Jude securities were traded under the symbol "STJ" on the NYSE.

e. Monsanto Company ("Monsanto") was a global agriculture company based in St. Louis, Missouri. Monsanto securities were traded under the symbol "MON" on the NYSE.

f. Cabela's, Inc. ("Cabela's") was a retail outdoor outfitter based in Sidney, Nebraska. Cabela's securities were traded under the symbol "CAB" on the NYSE.

g. Mead Johnson Nutrition Company ("Mead Johnson") was a nutrition company based in Glenview, Illinois. Mead Johnson securities were traded under the symbol "MJN" on the NYSE.

Relevant Tender Offer Targets

6. At all times relevant to this Indictment:

a. NPS Pharmaceuticals ("NPS Pharma") was a biopharmaceutical company based in Bedminster, New Jersey. NPS Pharma securities were traded under the symbol "NPSP" on the NASDAQ.

b. ZS Pharma, Inc. ("ZS Pharma") was a development stage biopharmaceutical company based in Coppell, Texas. ZS Pharma securities were traded under the symbol "ZSPH" on the NASDAQ.

c. Auspex Pharmaceuticals ("Auspex") was a pharmaceutical company based in La Jolla, California. Auspex securities were traded under the symbol "ASPX" on the NASDAQ.

d. Diamond Resorts International, Inc. ("Diamond Resorts") was a hospitality company based in Las Vegas, Nevada. Diamond Resorts securities were traded under the symbol "DRII" on the NYSE.

e. Outerwall, Inc. ("Outerwall") was a retail products and services company based in Bellevue, Washington. Outerwall securities were traded under the symbol "OUTR" on the NASDAQ.

f. Raptor Pharmaceutical Corporation ("Raptor") was a pharmaceutical company based in Novato, California. Raptor securities were traded under the symbol "RPTP" on the NASDAQ.

Rivas Passes Inside Information to Moodhe

7. Between at least in or about 2014 and 2017, Rivas repeatedly provided Moodhe with Inside Information misappropriated from the Investment Bank so that Moodhe could execute profitable trades, which Moodhe repeatedly did. Rivas shared the Inside Information with Moodhe because of their close relationship, including their shared connection with the Daughter.

8. On dozens of occasions between 2014 and 2017, Rivas divulged Inside Information to Moodhe, orally and in writing, including, among other confidential information, details of contemplated M&A transactions, such as the name of the target and/or acquirer, the price per share being contemplated, and deal announcement dates.

9. The first of the transactions about which Rivas tipped Moodhe was the acquisition of Covance by Laboratory Corporation of America Holdings, which was announced publicly on November 3, 2014. On October 23, 2014 and October 26, 2014, Rivas accessed the Deal Tracking System, viewed Inside Information about the impending Covance acquisition, and subsequently shared this information with Moodhe. Over the course of the next two days, Moodhe purchased a total of 1,000 shares of Covance, a stock which he had never

purchased previously, based on the Inside Information divulged by Rivas. After the Covance deal was publicly announced, Moodhe then sold all his Covance shares, yielding profits of more than \$19,000, or an approximately 23 percent return on an investment Moodhe had held for less than one week.

10. As the romantic relationship between Rivas and the Daughter progressed, so did the frequency with which Rivas and Moodhe spent time together, including at Moodhe's house in New York. In or about 2015, Rivas and the Daughter moved into a house in New Jersey together. Thereafter, Moodhe began visiting the couple on a near-daily basis, typically in the morning, when he would pick up the Daughter and drive her to work.

11. In January 2015, Rivas again provided Moodhe with Inside Information, this time concerning the acquisition by tender offer of NPSP Pharma by Shire plc, which was announced publicly on January 11, 2015. Between January 4 and January 9, 2015, Rivas repeatedly accessed the Deal Tracking System and viewed Inside Information about the impending NPS Pharma acquisition and shared this information with Moodhe. As a result, on January 5 and January 9, 2015, Moodhe purchased more than 5,800 shares of NPS Pharma, a stock which he had never purchased previously, based on the Inside Information provided by Rivas. After the tender offer deal was publicly announced, Moodhe sold all his NPSP shares, yielding profits in excess of \$25,000.

Moodhe Passes Inside Information to Siva

12. Beginning in at least January 2015 with the Inside Information concerning the NPS Pharma tender offer, Moodhe began sharing the Inside Information he received from Rivas with MICHAEL SIVA, the defendant, so that SIVA could execute profitable trades on behalf of his financial advisory clients and himself. For example, based on Inside Information SIVA obtained from Moodhe, SIVA purchased nearly 8,000 shares of NPS Pharma between January 5 and January 9, 2015, yielding nearly \$50,000 in illicit profits for SIVA's clients after the deal was publicly announced.

13. Another tip Moodhe provided to MICHAEL SIVA, the defendant, concerned the acquisition of ADT by Apollo Global Management LLC ("Apollo"). On or about February 9, 2016, Rivas first viewed Inside Information in the Deal Tracking System regarding the ADT deal. The next morning, Rivas passed the Inside Information to Moodhe when he was at Rivas' home to pick up the Daughter. Later that morning, at approximately 10:08 a.m., Moodhe called SIVA and divulged the Inside Information. Five minutes after that call, SIVA placed an order to buy ADT stock on behalf of one of his financial advisory clients. In total, on February 10 and 11, 2016, SIVA purchased 2,100 shares of ADT stock on behalf of his clients. Also on February 10, 2016, Moodhe purchased 2,200 shares of ADT stock in a self-directed brokerage account. After the deal was publicly announced, Moodhe and SIVA both sold all of

their ADT shares, yielding total illicit profits of more than \$50,000, a return of more than 40 percent on an investment held for approximately one week.

14. Throughout 2015 and 2016, and up through April 2017, Moodhe continued to pass Inside Information he obtained from Rivas onto MICHAEL SIVA, the defendant, so that SIVA could execute profitable trades for his financial advisory clients and himself. Throughout this time, SIVA understood that the source of the stock tips provided by Moodhe was a corporate insider at an investment bank with whom Moodhe was friends. In order to keep their scheme from being exposed, including by the New York Bank, Moodhe and SIVA developed code phrases to use on the telephone so that Moodhe could surreptitiously provide SIVA with updated Inside Information.

15. One of the most profitable tips Rivas provided to Moodhe concerned the November 2015 acquisition by tender offer of ZS Pharma by AstraZeneca PLC. Between August 7, 2015 and November 5, 2015 when the deal was announced, Rivas accessed the Deal Tracking system on dozens of occasions to view Inside Information, which he then shared with Moodhe. Based on this Inside Information, Moodhe and MICHAEL SIVA, the defendant, purchased a total of nearly 30,000 shares of ZS Pharma stock on behalf of Moodhe and SIVA's financial advisory clients. After the deal was publicly announced, Moodhe

and SIVA both sold all of their shares, yielding nearly \$600,000 in combined illicit profits.

16. In order to further hide their scheme, Moodhe and MICHAEL SIVA, the defendant, began going to various diners outside of New York City so that Moodhe could provide stock tips to SIVA in person. During these meetings, Moodhe read from pieces of paper provided to him by Rivas, which contained detailed information about confidential impending deals, including ticker symbols, deal values and expected announcement dates.

17. Yet another profitable tip obtained by both Moodhe and MICHAEL SIVA, the defendant, concerned the impending acquisition of St. Jude Medical by Abbott Laboratories which was publicly announced on April 28, 2016. On March 9, 2016, Rivas accessed the Deal Tracking System and viewed Inside Information about the impending St. Jude acquisition, which he then shared with Moodhe. Moodhe, in turn, provided the information to SIVA at one of their in-person meetings. Between March 16 and April 26, 2016, Moodhe and SIVA each purchased thousands of shares of St. Jude, another stock which neither had purchased previously, based on Rivas' Inside Information. After the deal was publicly announced, Moodhe and SIVA sold all of their St. Jude shares, yielding more than \$450,000 in combined illicit profits.

18. After MICHAEL SIVA, the defendant, officially became Moodhe's broker, in June 2016, SIVA instructed Moodhe to mark his

dirty trades "solicited" in the New York Bank's online trading platform, so that it would appear that SIVA had directed the trades as opposed to the suggestion coming from Moodhe. On occasion, SIVA also instructed Moodhe to wait to trade on a tip from Rivas until SIVA could first trade in the security on behalf of his financial advisory clients, thereby making it look like SIVA had originated the idea.

19. In total, between 2015 and 2017, MICHAEL SIVA, the defendant, and Moodhe used Inside Information Rivas provided to trade ahead of the public announcements of more than two dozen transactions, including numerous tender offers, allowing SIVA and Moodhe to generate illicit profits in excess of \$3 million. SIVA also earned thousands of dollars in commissions on the illegal trades entered on behalf of his clients.

Statutory Allegations

20. From at least in or about January 2015, through at least in or about April 2017, in the Southern District of New York and elsewhere, MICHAEL SIVA, the defendant, and others known and unknown, willfully and knowingly combined, conspired, confederated, and agreed together and with each other to commit offenses against the United States, to wit, (a) securities fraud, in violation of Title 15, United States Code, Sections 78j(b) and 78ff, and Title 17, Code of Federal Regulations, Sections 240.10b-5 and 240.10b5-2; and (b) fraud in connection with a tender offer,

in violation of Title 15, United States Code, Sections 78n(e) and 78ff, and Title 17, Code of Federal Regulations, Sections 240.14e-3(a) and 240.14e-3(d).

Objects of the Conspiracy

21. It was a part and object of the conspiracy that MICHAEL SIVA, the defendant, and others known and unknown, willfully and knowingly, directly and indirectly, by the use of means and instrumentalities of interstate commerce, and of the mails, and of facilities of national securities exchanges, would and did use and employ, in connection with the purchase and sale of securities, manipulative and deceptive devices and contrivances in violation of Title 17, Code of Federal Regulations, Sections 240.10b-5 and 240.10b5-2 by: (a) employing devices, schemes, and artifices to defraud; (b) making untrue statements of material fact and omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and (c) engaging in acts, practices, and courses of business which operated and would operate as a fraud and deceit upon persons, in violation of Title 15, United States Code, Sections 78(j)(b) and 78ff.

22. It was a further part and an object of the conspiracy that MICHAEL SIVA, the defendant, and others known and unknown, willfully and knowingly would and did engage in fraudulent, deceptive, and manipulative acts and practices in connection with

certain tender offers, in that after the offering persons had taken substantial steps to commence certain tender offers, SIVA, while in possession of relevant material information relating to such offers, which information he knew and had reason to know was non-public and which he knew and had reason to know had been acquired directly and indirectly from the offering persons for such tender offers, the issuer of the securities sought and to be sought by such tender offers, and an officer, director, partner, and employee and other person acting on behalf of the offering persons and such issuers, in violation of Title 17, Code of Federal Regulations, Sections 240.14e-3(a) and 240.14e-3(d): (a) purchased and sold and caused to be purchased and sold; and (b) communicated such material, non-public information under circumstances in which it was reasonably foreseeable that such communication would likely result in the purchase and sale of such securities and securities convertible into and exchangeable for such securities and options and rights to obtain and to dispose of such securities and options, without such information and its source having been publicly disclosed by press release and otherwise within a reasonable time prior to such purchase and sale, in violation of Title 15, United States Code, Sections 78n(e) and 78ff.

Overt Acts

23. In furtherance of the conspiracy, and to effect the illegal objects thereof, MICHAEL SIVA, the defendant, and others

known and unknown, committed the following overt acts, among others, in the Southern District of New York and elsewhere:

a. On or about February 10, 2016, Moodhe spoke by telephone with SIVA regarding Inside Information that Rivas had provided to Moodhe.

b. On or about February 10, 2016, SIVA placed an order for 2,100 shares of ADT on behalf of an individual client not named herein.

(Title 18, United States Code, Section 371.)

COUNT TWO
(Conspiracy to Commit Wire Fraud - Siva)

The Grand Jury further charges:

24. The allegations contained in paragraphs 1 through 19 and 23 of this Indictment are hereby repeated, realleged, and incorporated by reference, as if fully set forth herein.

25. From at least in or about January 2015, through at least in or about April 2017, in the Southern District of New York and elsewhere, MICHAEL SIVA, the defendant, and others known and unknown, willfully and knowingly combined, conspired, confederated, and agreed together and with each other to commit an offense against the United States, to wit, wire fraud, in violation of Title 18, United States Code, Section 1343.

26. It was a part and an object of the conspiracy that MICHAEL SIVA, the defendant, and others known and unknown,

willfully and knowingly, having devised and intending to devise a scheme and artifice to defraud, and for obtaining money and property by means of false and fraudulent pretenses, representations, and promises, would and did transmit and cause to be transmitted by means of wire communication in interstate commerce writings, signs, signals, pictures, and sounds for the purpose of executing such scheme and artifice, in violation of Title 18, United States Code, Section 1343.

(Title 18, United States Code, Section 1349.)

COUNTS THREE through FOURTEEN
(Securities Fraud - Siva)

The Grand Jury further charges:

27. The allegations contained in paragraphs 1 through 19 and 23 of this Indictment are hereby repeated, realleged, and incorporated by reference, as if fully set forth herein.

28. From at least in or about January 2015 through at least in or about January 2017, in the Southern District of New York and elsewhere, MICHAEL SIVA, the defendant, willfully and knowingly, directly and indirectly, by the use of means and instrumentalities of interstate commerce, and of the mails, and of facilities of national securities exchanges, used and employed, in connection with the purchase and sale of securities, manipulative and deceptive devices and contrivances, in violation of Title 17, Code of Federal Regulations, Section 240.10b-5 and 240.10b5-2, by: (a)

employing devices, schemes, and artifices to defraud; (b) making untrue statements of material fact and omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and (c) engaging in acts, practices, and courses of business which operated and would operate as a fraud and deceit upon persons, to wit, SIVA used Inside Information to execute and cause others to execute the profitable securities transactions listed below on or about the dates listed below.

Count	Order Dates	Transactions
3	July 15-21, 2015	Purchases of 2,300 shares of THOR
4	Feb. 10-11, 2016	Purchase of 2,100 shares of ADT
5	Mar. 21 to Apr. 27, 2016	Purchase of 5545 shares of STJ
6	Feb. 2 to May 23, 2016	Purchase of 5,430 shares of MON
7	Aug. 1 to Sept. 23, 2016	Purchase of 15,055 shares of CAB
8	Jan. 26-27, 2017	Purchase of 3,800 shares of MJN
9	Jan. 5, 2015 to Jan. 9, 2015	Purchase of 7,945 shares of NPSP
10	Aug. 14, 2015 to Nov. 5, 2015	Purchase of 11,750 shares of ZSPH
11	Jan. 15 to Mar. 4, 2015	Purchase of 8,095 shares of ASPX
12	June 8-24, 2016	Purchase of 14,370 shares of DRII
13	June 17 to July 22, 2016	Purchase of 17,470 shares of OUTR
14	Aug. 31 to Sep. 9, 2016	Purchase of 15,300 shares of RPTP

(Title 15, United States Code, Sections 78j(b) & 78ff; Title 17, Code of Federal Regulations, Sections 240.10b-5 & 240.10b5-2; and Title 18, United States Code, Section 2.)

COUNTS FIFTEEN through TWENTY
(Fraud in Connection with a Tender Offer - Siva)

The Grand Jury further charges:

29. The allegations contained in paragraphs 1 through 19 and 23 of this Indictment are hereby repeated, realleged, and incorporated by reference, as if fully set forth herein.

30. From in or about January 2015, through at least in or about September 2016, in the Southern District of New York and elsewhere, MICHAEL SIVA, the defendant, willfully and knowingly engaged in fraudulent, deceptive, and manipulative acts and practices in connection with certain tender offers, in that after offering persons had taken substantial steps to commence certain tender offers, SIVA, while in possession of material information relating to such tender offers, which information he knew and had reason to know was non-public and which he knew and had reason to know had been acquired directly and indirectly from the offering persons for such tender offers, the issuers of the securities sought and to be sought by such tender offers, and an officer, director, partner, and employee and other person acting on behalf of the offering persons and such issuers, in violation of Title 17, Code of Federal Regulations, Sections 240.14e-3(a) and 240.14e-3(d): (a) purchased and sold and caused to be purchased and sold; and (b) communicated such material, non-public information under circumstances in which it was reasonably

foreseeable that such communication would likely result in the purchase and sale of such securities and securities convertible into and exchangeable for such securities and options and rights to obtain and to dispose of such securities and options, without such information and its source having been publicly disclosed by press release and otherwise within a reasonable time prior to such purchase and sale, to wit, SIVA utilized Inside Information he knew had been misappropriated by a corporate insider to execute and cause others to execute the profitable securities transactions listed below on or about the dates listed below.

Count	Order Dates	Transactions
15	Jan. 5, 2015 to Jan. 9, 2015	Purchase of 7,945 shares of NPSP
16	Aug. 14, 2015 to Nov. 5, 2015	Purchase of 11,750 shares of ZSPH
17	Jan. 15 to Mar. 4, 2015	Purchase of 8,095 shares of ASPX
18	June 8-24, 2016	Purchase of 14,370 shares of DRII
19	June 17 to July 22, 2016	Purchase of 17,470 shares of OUTR
20	Aug. 31, 2016 to Sep. 9, 2016	Purchase of 15,300 shares of RPTP

(Title 15, United States Code, Sections 78n(e) & 78ff; Title 17, Code of Federal Regulations, Sections 240.14e-3(a) & 240.14e-3(d); and Title 18, United States Code, Section 2.)

COUNT TWENTY-ONE
(Conspiracy to Commit Securities Fraud and
Fraud in Connection with a Tender Offer -
Rodriguez and Sablon)

The Grand Jury further charges:

31. The allegations contained in paragraphs 1 through 19 and 23 above are hereby repeated, re-alleged, and incorporated by reference as if fully set forth herein.

The Rodriguez and Sablon Insider Trading

Background

Relevant Individuals

32. At all times relevant to this Indictment, ROBERTO RODRIGUEZ, the defendant, lived and worked in Miami, Florida. RODRIGUEZ and Rivas were childhood friends in New York City and have maintained a close relationship as adults.

33. At all times relevant to this Indictment, RODOLFO SABLON, a/k/a "Rudy," the defendant, worked with ROBERTO RODRIGUEZ, the defendant, in Miami, Florida. RODRIGUEZ and SABLON were also friends. In or about 2015, RODRIGUEZ introduced Rivas to SABLON. Rivas and SABLON then communicated with each other directly and developed an independent relationship.

Additional Relevant Acquisition Targets

34. At all times relevant to this Indictment:

a. Tumi Holdings, Inc. ("Tumi") was a designer, manufacturer and retailer of premium travel products based in South Plainfield, New Jersey. TUMI securities were traded under the symbol "TUMI" on the NYSE.

b. Panera Bread Company ("Panera") was an American chain of fast casual restaurants based in St, Louis, Missouri.

Panera securities were traded under the symbol "PNRA" on the NASDAQ.

c. Twitter, Inc. ("Twitter") was a social network company headquartered in San Francisco, California. Twitter securities were traded under the symbol "TWTR" on the NYSE.

d. Brocade Communications Systems, Inc. ("Brocade") was a network provider based in San Jose, California. Brocade securities were traded under the symbol "BRCD" on the NASDAQ.

e. LifeLock Inc. ("LifeLock") was an identity theft protection company based in Tempe, Arizona. LifeLock securities were traded under the symbol "LOCK" on the NYSE.

Additional Relevant Tender Offer Targets

35. At all times relevant to this Indictment:

a. Medivation, Inc. ("Medivation") was a biopharmaceutical company based in San Francisco, California. Medivation securities were traded under the symbol "MDVN" on the NASDAQ.

b. Nimble Storage Inc. ("Nimble") was a flash storage technology company based in San Jose, California. Nimble securities were traded under the symbol "NMLB" on the NYSE.

Rivas Passes Inside Information to Rodriguez and Sablon

36. In or about the fall of 2015, Rivas disclosed to ROBERTO RODRIGUEZ, the defendant, and Rivas's longtime friend, that Rivas had access to Inside Information by virtue of his position as a

corporate insider at the Investment Bank. At RODRIGUEZ's request, Rivas also agreed to share Inside Information with RODRIGUEZ's friend and colleague, RODOLFO SABLON, a/k/a "Rudy," the defendant. While Rivas had agreed to divulge Inside Information to RODRIGUEZ because of their history of friendship, Rivas also learned that RODRIGUEZ and SABLON intended to start an investment fund with the proceeds of the insider trading scheme. Rivas understood that in exchange for the Inside Information Rivas was providing to RODRIGUEZ and SABLON, Rivas would be invited to join the investment fund as a partner once it was successfully launched.

37. In December 2015, RODOLFO SABLON, a/k/a "Rudy," the defendant, at the direction of ROBERTO RODRIGUEZ, the defendant, opened an online brokerage account, funded by a \$25,000 wire from RODRIGUEZ, for the purpose of executing profitable trades based on Inside Information provided by Rivas. Within days, SABLON used nearly all of the \$25,000 to purchase shares of Tumi Holdings, Inc. on the basis of Inside Information provided by Rivas. Later the same month, Rivas met in Miami with RODRIGUEZ and SABLON to discuss plans to execute profitable trades based on Inside Information.

38. While the trades in Tumi Holdings, Inc. were ultimately not profitable, Rivas continued to provide Inside Information directly to ROBERTO RODRIGUEZ, the defendant, throughout 2016 and 2017. After RODRIGUEZ introduced Rivas to RODOLFO SABLON, a/k/a

"Rudy," the defendant, Rivas also met directly with SABLON to provide Inside Information, understanding that it would be used by both RODRIGUEZ and SABLON to execute profitable trades. Like RODRIGUEZ, SABLON was also aware that Rivas was employed by the Investment Bank and had access to Information by virtue of this position.

39. At various times in 2016, ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, each opened additional brokerage accounts in which they placed aggressive stock and options trades on the basis of Inside Information provided by Rivas.

40. One of the transactions about which Rivas provided Inside Information to ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, concerned the acquisition, by tender offer, of Outerwall by Apollo which was announced publicly on July 25, 2016. Between May 21 and July 24, 2016, Rivas accessed the Deal Tracking System and viewed Inside Information about the Outerwall transaction on more than a dozen occasions. Between June 29 and July 13, 2016, RODRIGUEZ and SABLON purchased more than 2,920 shares of Outerwall, a stock which neither had previously purchased, based on Inside Information provided by Rivas. After the tender offer deal was publicly announced, RODRIGUEZ and SABLON then sold all of their shares, yielding profits in excess of \$28,000.

41. At first, Rivas communicated with ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, primarily via phone and text message. As the scheme progressed, however, so did the methods used by RODRIGUEZ and SABLON to hide their illegal activity. On several occasions, Rivas met personally with RODRIGUEZ and/or SABLON in Miami, Florida in order to provide them with Inside Information. Rivas also provided RODRIGUEZ and SABLON with Inside Information using an encrypted mobile messaging application (the "Messaging App"), which allows users to set a timer to messages to irretrievably "self-destruct." Through the Messaging App, RODRIGUEZ and SABLON kept Rivas apprised of their trading by providing him with screenshots from their brokerage accounts.

42. In addition, in order to maximize the illicit profits that could be earned using Rivas' Inside Information, ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, in consultation with Rivas, initiated an aggressive strategy of purchasing short term, out-of-the money call options.

43. ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, successfully utilized this aggressive options strategy in connection with Inside Information Rivas provided regarding an impending acquisition of Panera by JAB Holdings Co., which was publicly announced on April 5, 2017. On several occasions between March 28 and April 3, 2017, Rivas accessed the Deal Tracking System

and viewed Inside Information about the impending Panera acquisition. On March 29 and March 31, 2016, RODRIGUEZ and SABLON each purchased out-of-the money Panera call options. After the Panera deal was publicly announced, RODRIGUEZ and SABLON sold the call options, resulting in illicit profits of more than \$1 million on an investment RODRIGUEZ and SABLON had held for less than a week.

44. In total, from at least in or about 2015 through at least in or about April 2017, ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, earned millions of dollars through insider trading in more than two dozen securities based on Inside Information divulged by Rivas. RODRIGUEZ and SABLON also caused at least one individual not named herein to execute profitable trades based on the Inside Information.

Statutory Allegations

45. From at least in or about 2015, through at least in or about April 2017, in the Southern District of New York and elsewhere, ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, and others known and unknown, willfully and knowingly combined, conspired, confederated, and agreed together and with each other to commit offenses against the United States, to wit, (a) securities fraud, in violation of Title 15, United States Code, Sections 78j(b) and 78ff, and Title 17, Code of Federal Regulations, Sections 240.10b-5 and 240.10b5-2; and (b) fraud in

connection with a tender offer, in violation of Title 15, United States Code, Sections 78n(e) and 78ff, and Title 17, Code of Federal Regulations, Sections 240.14e-3(a) and 240.14e-3(d).

Objects of the Conspiracy

46. It was a part and object of the conspiracy that ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, and others known and unknown, willfully and knowingly, directly and indirectly, by the use of means and instrumentalities of interstate commerce, and of the mails, and of facilities of national securities exchanges, would and did use and employ, in connection with the purchase and sale of securities, manipulative and deceptive devices and contrivances in violation of Title 17, Code of Federal Regulations, Sections 240.10b-5 and 240.10b5-2 by: (a) employing devices, schemes, and artifices to defraud; (b) making untrue statements of material fact and omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and (c) engaging in acts, practices, and courses of business which operated and would operate as a fraud and deceit upon persons, in violation of Title 15, United States Code, Sections 78(j)(b) and 78ff.

47. It was a further part and an object of the conspiracy that ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, and others known and unknown, willfully and knowingly

would and did engage in fraudulent, deceptive, and manipulative acts and practices in connection with certain tender offers, in that after the offering persons had taken substantial steps to commence certain tender offers, RODRIGUEZ and SABLON, while in possession of material information relating to such tender offers, which information they knew and had reason to know was non-public and which they knew and had reason to know had been acquired directly and indirectly from the offering persons for such tender offers, the issuer of the securities sought and to be sought by such tender offers, and an officer, director, partner, and employee and other person acting on behalf of the offering persons and such issuers, in violation of Title 17, Code of Federal Regulations, Sections 240.14e-3(a) and 240.14e-3(d): (a) purchased and sold and caused to be purchased and sold; and (b) communicated such material, non-public information under circumstances in which it was reasonably foreseeable that such communication would likely result in the purchase and sale of such securities and securities convertible into and exchangeable for such securities and options and rights to obtain and to dispose of such securities and options, without such information and its source having been publicly disclosed by press release and otherwise within a reasonable time prior to such purchase and sale, in violation of Title 15, United

States Code, Sections 78n(e) and 78ff.

Overt Acts

48. In furtherance of the conspiracy, and to effect the illegal objects thereof, ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, and others known and unknown, committed the following overt acts, among others, in the Southern District of New York and elsewhere:

a. On or about March 28, 2017, Rivas, while in Manhattan, viewed confidential information maintained by the Investment Bank regarding Panera.

b. Between March 29, 2017 and March 31, 2017, RODRIGUEZ and SABLON collectively purchased approximately 412 Panera call options.

(Title 18, United States Code, Section 371.)

COUNT TWENTY-TWO

(Conspiracy to Commit Wire Fraud - Rodriguez and Sablon)

The Grand Jury further charges:

49. The allegations contained in paragraphs 1 through 19, 23, 32 through 44, and 48 of this Indictment are hereby repeated, realleged, and incorporated by reference, as if fully set forth herein.

50. From at least in or about 2015, through at least in or about April 2017, in the Southern District of New York and elsewhere, ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the

defendants, and others known and unknown, willfully and knowingly combined, conspired, confederated, and agreed together and with each other to commit an offense against the United States, to wit, wire fraud, in violation of Title 18, United States Code, Section 1343.

51. It was a part and an object of the conspiracy that ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, and others known and unknown, willfully and knowingly, having devised and intending to devise a scheme and artifice to defraud, and for obtaining money and property by means of false and fraudulent pretenses, representations, and promises, would and did transmit and cause to be transmitted by means of wire communication in interstate commerce writings, signs, signals, pictures, and sounds for the purpose of executing such scheme and artifice, in violation of Title 18, United States Code, Section 1343.

(Title 18, United States Code, Section 1349.)

COUNTS TWENTY-THREE through THIRTY-THREE
(Securities Fraud - Rodriguez and Sablon)

The Grand Jury further charges:

52. The allegations contained in paragraphs 1 through 19, 23, 32 through 44, and 48 of this Indictment are hereby repeated, realleged, and incorporated by reference, as if fully set forth herein.

53. From at least in or about February 2016 through at least in or about March 2017, in the Southern District of New York and elsewhere, ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, willfully and knowingly, directly and indirectly, by the use of means and instrumentalities of interstate commerce, and of the mails, and of facilities of national securities exchanges, used and employed, in connection with the purchase and sale of securities, manipulative and deceptive devices and contrivances, in violation of Title 17, Code of Federal Regulations, Section 240.10b-5 and 240.10b5-2, by: (a) employing devices, schemes, and artifices to defraud; (b) making untrue statements of material fact and omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and (c) engaging in acts, practices, and courses of business which operated and would operate as a fraud and deceit upon persons, to wit, RODRIGUEZ and SABLON used Inside Information to execute and cause others to execute the profitable securities transactions listed below on or about the dates listed below.

Count	Defendant	Order Dates	Transactions
23	RODRIGUEZ and SABLON	Feb. 2 to May 23, 2016	Purchase of 611 shares of MON
24	RODRIGUEZ and SABLON	Sept. 6-12, 2016	Purchase of 10,963 shares of TWTR
25	RODRIGUEZ and SABLON	Oct. 24, 2016	Purchase of 22,235 shares of BRCD
26	RODRIGUEZ and SABLON	Nov. 10-14, 2016	Purchase of 16,317 shares of LOCK

27	RODRIGUEZ and SABLON	Jan. 24-26, 2017	Purchase of 2,225 shares & 136 call options of MJN
28	RODRIGUEZ and SABLON	Mar. 29-31, 2017	Purchase of 412 PNRA call options
29	RODRIGUEZ and SABLON	June 3-20, 2016	Purchase of 2,398 shares of DRII
30	RODRIGUEZ and SABLON	June 15 to July 13, 2016	Purchase of 2,920 shares of OUTR
31	RODRIGUEZ and SABLON	July 25 to Aug. 18, 2016	Purchase of 2,424 shares of MDVN
32	RODRIGUEZ and SABLON	Aug. 26-29, 2016	Purchase of 23,817 shares of RPTP
33	RODRIGUEZ and SABLON	Mar. 2-3, 2017	Purchase of 14,390 shares & 330 call options of NMBL

(Title 15, United States Code, Sections 78j(b) & 78ff; Title 17, Code of Federal Regulations, Sections 240.10b-5 & 240.10b5-2; and Title 18, United States Code, Section 2.)

COUNTS THIRTY-FOUR through THIRTY-EIGHT

(Fraud in Connection with a Tender Offer - Rodriguez and Sablon)

The Grand Jury further charges:

54. The allegations contained in paragraphs 1 through 19, 23, 32 through 44, and 48 of this Indictment are hereby repeated, realleged, and incorporated by reference, as if fully set forth herein.

55. From in or about June 2015, through at least in or about March 2017, in the Southern District of New York and elsewhere, ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, willfully and knowingly engaged in fraudulent, deceptive, and manipulative acts and practices in connection with certain tender offers, in that after offering persons had taken substantial steps to commence certain tender offers, RODRIGUEZ and

SABLON, while in possession of material information relating to such tender offers, which information they knew and had reason to know was non-public and which they knew and had reason to know had been acquired directly and indirectly from the offering persons for such tender offers, the issuers of the securities sought and to be sought by such tender offers, and an officer, director, partner, and employee and other person acting on behalf of the offering persons and such issuers, in violation of Title 17, Code of Federal Regulations, Sections 240.14e-3(a) and 240.14e-3(d):

(a) purchased and sold and caused to be purchased and sold; and

(b) communicated such material, non-public information under circumstances in which it was reasonably foreseeable that such communication would likely result in the purchase and sale of such securities and securities convertible into and exchangeable for such securities and options and rights to obtain and to dispose of such securities and options, without such information and its source having been publicly disclosed by press release and otherwise within a reasonable time prior to such purchase and sale, to wit, RODRIGUEZ and SABLON utilized Inside Information each knew had been misappropriated by a corporate insider to execute and cause others to execute the profitable securities transactions listed below on or about the dates listed below.

Count	Defendant	Order Dates	Transactions
34	RODRIGUEZ and SABLON	June 3-20, 2016	Purchase of 2,398 shares of DRII

35	RODRIGUEZ and SABLON	June 15 to July 13, 2016	Purchase of 2,920 shares of OUTR
36	RODRIGUEZ and SABLON	July 25, 2016 to Aug. 18, 2016	Purchase of 2,424 shares of MDVN
37	RODRIGUEZ and SABLON	Aug. 26-29, 2016	Purchase of 23,817 shares of RPTP
38	RODRIGUEZ and SABLON	Mar. 2-3, 2017	Purchase of 14,390 shares & 330 call options of NMLB

(Title 15, United States Code, Sections 78n(e) & 78ff; Title 17, Code of Federal Regulations, Sections 240.14e-3(a) & 240.14e-3(d); and Title 18, United States Code, Section 2.)

COUNT THIRTY-NINE
(Conspiracy to Commit Securities Fraud and
Fraud in Connection with a Tender Offer -
Zoquier and Rogiers)

The Grand Jury further charges:

56. The allegations contained in paragraphs 1 through 19, 23, 32 through 44, and 48 of this Indictment are hereby repeated, re-alleged, and incorporated by reference as if fully set forth herein.

The Zoquier-Rogiers Insider Trading

Background

Relevant Individuals

57. At all times relevant to this Indictment, JHONATAN ZOQUIER, the defendant, lived and worked in New Jersey as a union representative. For at least the last several years, Rivas and ZOQUIER had a close relationship.

58. At all times relevant to this Indictment, JEFFREY ROGIERS, the defendant, lived and worked in California as a

computer and network security analyst. ROGIERS had a close relationship with JHONATAN ZOQUIER, the defendant. In or about 2013, ZOQUIER introduced Rivas to ROGIERS.

Additional Relevant Acquisition Target

59. At all times relevant to this Indictment:

a. Macy's, Inc. ("Macy's") was a retail company based in Cincinnati, Ohio. Macy's securities were traded under the symbol "M" on the NYSE.

Rivas Passes Inside Information to Zoquier

60. Between at least in or about March 2016 and in or about April 2017, Rivas repeatedly provided JHONATAN ZOQUIER, the defendant, with Inside Information misappropriated from the Investment Bank so that ZOQUIER could execute profitable trades, which ZOQUIER repeatedly did. ZOQUIER was aware that Rivas was employed by the Investment Bank and had access to Inside Information by virtue of this position. Rivas shared the Inside Information with ZOQUIER because of their close personal friendship.

61. In approximately March 2016, in order to participate in the insider trading scheme, JHONATAN ZOQUIER, the defendant, opened a brokerage account. The first transaction about which Rivas tipped ZOQUIER was Abbott's April 2016 acquisition of St. Jude, a deal discussed in paragraph 17, above, in which both Moodhe and MICHAEL SIVA, the defendant, also executed profitable trades.

On March 24 and 30, 2016, after Rivas accessed the Deal Tracking System to view information about St. Jude, ZOQUIER purchased over 220 shares of St. Jude based on Inside Information obtained from Rivas. After the deal was publicly announced on April 28, 2016, ZOQUIER sold all of his St. Jude shares for a profit of \$3,380, a 27 percent return on an investment ZOQUIER had held for approximately one month.

62. Rivas also tipped JHONATAN ZOQUIER, the defendant, about multiple tender offer transactions, including the Outerwall transaction, discussed above at paragraph 40, in which MICHAEL SIVA, ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, as well as Moodhe, also executed profitable trades. For his part, between June 17 and July 5, 2016, ZOQUIER purchased 600 shares of Outerwall based on Inside Information provided by Rivas. ZOQUIER had no previous history of owning Outerwall stock. After the deal was announced on July 25, 2016, ZOQUIER sold all of his Outerwall shares, resulting in illicit profits of approximately \$5,812.

63. As with ROBERTO RODRIGUEZ and RODOLFO SABLON, a/k/a "Rudy," the defendants, Rivas' means of communicating Inside Information to JOHNATAN ZOQUIER, the defendant, evolved as the scheme progressed. Specifically, in addition to phone, text and in-person meetings, Rivas passed Inside Information to ZOQUIER using the Messaging App, which both Rivas and ZOQUIER programmed

so that the messages would automatically self-destruct after receipt.

64. Overall, JHONATAN ZOQUIER, the defendant, traded in more than a dozen securities based on Inside Information from Rivas. The trades ZOQUIER placed based on Inside Information from Rivas accounted for the majority of all trades placed by ZOQUIER between March 2016 and April 2017.

Zoquier Passes Inside Information to Rogiers

65. Beginning in approximately March 2016, JHONATAN ZOQUIER, the defendant, began sharing the Inside Information he received from Rivas with JEFFREY ROGIERS, the defendant, and a close friend of ZOQUIER, so that ROGIERS could execute profitable trades for himself.

66. One tip JHONATAN ZOQUIER, the defendant, provided to JEFFREY ROGIERS, the defendant, concerned the acquisition of Medivation by Pfizer Inc, via tender offer, in August 2016. On or about July 25, 2016, Rivas first viewed Inside Information in the Deal Tracking System regarding the Medivation deal. Based on Inside Information about this deal, ZOQUIER and ROGIERS purchased Medivation stock and options. Specifically, on July 28, 2016, ROGIERS purchased 20 Medivation call options for a total cost of approximately \$4,100. The next day, ZOQUIER purchased 300 shares of Medivation stock for \$19,026. After Medivation announced its acquisition by Pfizer, ROGIERS sold his Medivation call options

for a profit of \$26,800, representing a 650% return on his approximately three week investment. The same day, ZOQUIER sold his shares of Medivation for a profit of approximately \$5,155.

67. Throughout the time that JEFFREY ROGIERS, the defendant, was obtaining Inside Information from JHONATAN ZOQUIER, the defendant, ROGIERS understood that Rivas was the source of the Inside Information, which Rivas had access to as a result of his position as a corporate insider at an Investment Bank. In fact, previously, in or about 2015, at ZOQUIER's request, Rivas agreed to meet with ROGIERS and explain the nature of the Inside Information to which he had access. ROGIERS understood that Rivas was supplying the Inside Information to ZOQUIER because they were friends.

68. JEFFREY ROGIERS, the defendant, also caused other individuals to execute profitable trades based on Inside Information. In total, ROGIERS' actions resulted in illicit profits of nearly \$500,000.

Statutory Allegations

69. From at least March 2016, through at least in or about April 2017, in the Southern District of New York and elsewhere, JHONATAN ZOQUIER and JEFFREY ROGIERS, the defendants, and others known and unknown, willfully and knowingly combined, conspired, confederated, and agreed together and with each other to commit offenses against the United States, to wit, (a) securities fraud,

in violation of Title 15, United States Code, Sections 78j(b) and 78ff, and Title 17, Code of Federal Regulations, Sections 240.10b-5 and 240.10b5-2; and (b) fraud in connection with a tender offer, in violation of Title 15, United States Code, Sections 78n(e) and 78ff, and Title 17, Code of Federal Regulations, Sections 240.14e-3(a) and 240.14e-3(d).

Objects of the Conspiracy

70. It was a part and object of the conspiracy that JHONATAN ZOQUIER and JEFFREY ROGIERS, the defendants, and others known and unknown, willfully and knowingly, directly and indirectly, by the use of means and instrumentalities of interstate commerce, and of the mails, and of facilities of national securities exchanges, would and did use and employ, in connection with the purchase and sale of securities, manipulative and deceptive devices and contrivances in violation of Title 17, Code of Federal Regulations, Sections 240.10b-5 and 240.10b5-2 by: (a) employing devices, schemes, and artifices to defraud; (b) making untrue statements of material fact and omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and (c) engaging in acts, practices, and courses of business which operated and would operate as a fraud and deceit upon persons, in violation of Title 15, United States Code, Sections 78(j)(b) and 78ff.

71. It was a further part and an object of the conspiracy

that JHONATAN ZOQUIER and JEFFREY ROGIERS, the defendants, and others known and unknown, willfully and knowingly would and did engage in fraudulent, deceptive, and manipulative acts and practices in connection with certain tender offers, in that after the offering persons had taken substantial steps to commence certain tender offers, ZHOQUIER and ROGIERS, while in possession of relevant material information relating to such offers, which information they knew and had reason to know was non-public and which they knew and had reason to know had been acquired directly and indirectly from the offering persons for such tender offers, the issuer of the securities sought and to be sought by such tender offers, and an officer, director, partner, and employee and other person acting on behalf of the offering persons and such issuers, in violation of Title 17, Code of Federal Regulations, Sections 240.14e-3(a) and 240.14e-3(d): (a) purchased and sold and caused to be purchased and sold; and (b) communicated such material, non-public information under circumstances in which it was reasonably foreseeable that such communication would likely result in the purchase and sale of such securities and securities convertible into and exchangeable for such securities and options and rights to obtain and to dispose of such securities and options, without such information and its source having been publicly disclosed by press release and otherwise within a reasonable time prior to such purchase and sale, in violation of Title 15, United States Code,

Sections 78n(e) and 78ff.

Overt Acts

72. In furtherance of the conspiracy, and to effect the illegal objects thereof, JHONATAN ZOQUIER and JEFFREY ROGIERS, the defendants, and others known and unknown, committed the following overt acts, among others, in the Southern District of New York and elsewhere:

a. On or about March 24, 2017, ZOQUIER placed an order for 120 shares of St. Jude stock.

b. On or about July 28, 2016 ROGIERS placed an order for 20 Medivation call options with an expiration date of September 16, 2016.

(Title 18, United States Code, Section 371.)

COUNT FORTY
(Conspiracy to Commit Wire Fraud - Zoquier and Rogiers)

The Grand Jury further charges:

73. The allegations contained in paragraphs 1 through 19, 23, 32 through 44, 48, 57 through 68 and 72 of this Indictment are hereby repeated, realleged, and incorporated by reference, as if fully set forth herein.

74. From at least in or about March 2016, through at least in or about April 2017, in the Southern District of New York and elsewhere, JHONATAN ZOQUIER and JEFFREY ROGIERS, the defendants, and others known and unknown, willfully and knowingly combined,

conspired, confederated, and agreed together and with each other to commit an offense against the United States, to wit, wire fraud, in violation of Title 18, United States Code, Section 1343.

75. It was a part and an object of the conspiracy that JHONATAN ZOQUIER and JEFFREY ROGIERS, the defendants, and others known and unknown, willfully and knowingly, having devised and intending to devise a scheme and artifice to defraud, and for obtaining money and property by means of false and fraudulent pretenses, representations, and promises, would and did transmit and cause to be transmitted by means of wire communication in interstate commerce writings, signs, signals, pictures, and sounds for the purpose of executing such scheme and artifice, in violation of Title 18, United States Code, Section 1343.

(Title 18, United States Code, Section 1349.)

COUNTS FORTY-ONE through FORTY-EIGHT
(Securities Fraud - Zoquier and Rogiers)

The Grand Jury further charges:

76. The allegations contained in paragraphs 1 through 19, 23, 32 through 44, 48, 57 through 68, and 72 of this Indictment are hereby repeated, realleged, and incorporated by reference, as if fully set forth herein.

77. From at least in or about March 2016 through at least in or about January 2017, in the Southern District of New York and elsewhere, JHONATAN ZOQUIER and JEFFREY ROGIERS, the defendants,

willfully and knowingly, directly and indirectly, by the use of means and instrumentalities of interstate commerce, and of the mails, and of facilities of national securities exchanges, used and employed, in connection with the purchase and sale of securities, manipulative and deceptive devices and contrivances, in violation of Title 17, Code of Federal Regulations, Section 240.10b-5 and 240.10b5-2, by: (a) employing devices, schemes, and artifices to defraud; (b) making untrue statements of material fact and omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and (c) engaging in acts, practices, and courses of business which operated and would operate as a fraud and deceit upon persons, to wit, ZOQUIER and ROGIERS used Inside Information to execute and cause others to execute the profitable securities transactions listed below on or about the dates listed below.

Count	Defendant	Order Dates	Transactions
41	ZOQUIER	Mar. 24-30, 2016	Purchase of 229 shares of STJ
42	ZOQUIER	Aug. 31 to Sept. 15, 2016	Purchase of 1,500 shares of TWTR
43	ROGIERS	July 29, 2016	Purchase of 100 shares of CAB
44	ROGIERS	Jan. 24-31, 2017	Purchase of 470 shares of M
45	ZOQUIER	June 3-23, 2016	Purchase of 670 shares of DRII
46	ZOQUIER	June 17 to July 5, 2016	Purchase of 600 shares of OUTR
47	ROGIERS	June 17-29, 2016	Purchase of 230 shares of OUTR

48	ZOQUIER	July 29, 2016	Purchase of 300 shares of MDVN
49	ROGIERS	July 28, 2016	Purchase of 20 call options of MDVN

(Title 15, United States Code, Sections 78j(b) & 78ff; Title 17, Code of Federal Regulations, Sections 240.10b-5 & 240.10b5-2; and Title 18, United States Code, Section 2.)

COUNTS FIFTY through FIFTY-FOUR
(Fraud in Connection with a Tender Offer -
Zoquier and Rogiers)

The Grand Jury further charges:

78. The allegations contained in paragraphs 1 through 19, 23, 32 through 44, 48, 57 through 68 and 72 of this Indictment are hereby repeated, realleged, and incorporated by reference, as if fully set forth herein.

79. From in or about June 2016, through at least in or about July 2016, in the Southern District of New York and elsewhere, JHONATAN ZOQUIER and JEFFREY ROGIERS, the defendants, willfully and knowingly engaged in fraudulent, deceptive, and manipulative acts and practices in connection with certain tender offers, in that after offering persons had taken substantial steps to commence certain tender offers, ZOQUIER and ROGIERS, while in possession of material information relating to such tender offers, which information they knew and had reason to know was non-public and which they knew and had reason to know had been acquired directly and indirectly from the offering persons for such tender offers, the issuers of the securities sought and to be sought by such

tender offers, and an officer, director, partner, and employee and other person acting on behalf of the offering persons and such issuers, in violation of Title 17, Code of Federal Regulations, Sections 240.14e-3(a) and 240.14e-3(d): (a) purchased and sold and caused to be purchased and sold; and (b) communicated such material, non-public information under circumstances in which it was reasonably foreseeable that such communication would likely result in the purchase and sale of such securities and securities convertible into and exchangeable for such securities and options and rights to obtain and to dispose of such securities and options, without such information and its source having been publicly disclosed by press release and otherwise within a reasonable time prior to such purchase and sale, to wit, ZOQUIER and ROGIERS utilized material non-public information each knew had been misappropriated by a corporate insider to execute and cause others to execute the profitable securities transactions listed below on or about the dates listed below.

Count	Defendant	Order Dates	Transactions
50	ZOQUIER	June 3-23, 2016	Purchase of 670 shares of DRII
51	ZOQUIER	June 17 to July 5, 2016	Purchase of 600 shares of OUTR
52	ROGIERS	June 17-29, 2016	Purchase of 230 shares of OUTR
53	ZOQUIER	July 29, 2016	Purchase of 300 shares of MDVN
54	ROGIERS	July 28, 2016	Purchase of 20 call options of MDVN

(Title 15, United States Code, Sections 78n(e) & 78ff;

Title 17, Code of Federal Regulations, Sections 240.14e-3(a) & 240.14e-3(d); and Title 18, United States Code, Section 2.)

FORFEITURE ALLEGATION

80. As a result of committing one or more of the offenses alleged in Counts One through Fifty-Four of this Indictment, MICHAEL SIVA, ROBERTO RODRIGUEZ, RODOLFO SABLON, a/k/a "Rudy," JHONATAN ZOQUIER, and JEFFREY ROGIERS, the defendants, shall forfeit to the United States pursuant to Title 18, United States Code, Section 981(a)(1)(c) and Title 28, United States Code, Section 2461(c), all property, real and personal, that constitutes or is derived from proceeds traceable to the commission of said offenses, including but not limited to a sum of money in United States currency representing the amount of proceeds traceable to the commission of said offenses.

Substitute Assets Provision

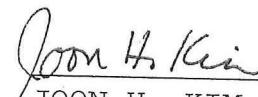
81. If any of the above-described forfeitable property, as a result of any act or omission of the defendants:

- a. cannot be located upon the exercise of due diligence;
- b. has been transferred or sold to, or deposited with, a third party;
- c. has been placed beyond the jurisdiction of the court;
- d. has been substantially diminished in value; or
- e. has been commingled with other property which cannot be divided without difficulty,

it is the intent of the United States, pursuant to Title 21, United States Code, Section 853(p) and Title 28, United States Code, Section 2461(c) to seek forfeiture of any other property of the defendants up to the value of the forfeitable property described above.

(Title 18, United States Code, Section 981; Title 21, United States Code, Section 853; and Title 28, United States Code, Section 2461.)

[REDACTED]



JOON H. KIM

Acting United States
Attorney

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UNITED STATES OF AMERICA

- v. -

MICHAEL SIVA,
ROBERTO RODRIGUEZ,
RODOLFO SABLON,
a/k/a "Rudy,"
JHONATAN ZOQUIER, and
JEFFREY ROGIERS,

Defendants.

SEALED INDICTMENT

17 Cr.

(Title 15, United States Code, Sections 78j(b), 78n(e) & 78ff;
Title 17, Code of Federal Regulations, Sections 240.10b-5,
240.10b5-2, 240.14e-3(a) & 240.14e-3(d); and Title 18, United
States Code, Sections 371, 1349, & 2.)

FOREPERSON

JOON H. KIM

Acting United States Attorney

