

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

SIDNEY GORDON

Plaintiff,

v.

SONAR CAPITAL MANAGEMENT
LLC, NOAH FREEMAN, NEIL
DRUKER AND PRIMARY
GLOBAL RESEARCH, LLC.

Defendants.

DOCKET NO. 11-cv-9665

ECF CASE

JURY TRIAL DEMANDED

CLASS ACTION COMPLAINT

Plaintiff Sidney Gordon (“Plaintiff”), based on the investigation of his counsel, alleges on information and belief as follows:

INTRODUCTION

1. In 2006 and 2007 the Defendants Sonar Capital Management, LLC (“Sonar”), Noah Freeman (“Freeman”), a managing director of Sonar, and Neil Druker (“Druker”), the Chief Executive Officer and portfolio manager of Sonar, repeatedly and unlawfully purchased or caused the purchase of shares of Sigma Designs, Inc. (“Sigma” or “SIGM”) while in possession of material, positive non-public information concerning Sigma.

2. Sonar and Freeman obtained the material positive non-public information about Sigma through the Defendant Primary Global Research, LLC (“Primary Global” or “PGR”). Freeman provided the material positive non-public information about Sigma, which he obtained from Primary Global, to Druker. PGR obtained the material positive non-public information about Sigma from a relative of an employee or agent of PGR who worked at Sigma and who, in connection with that employment, had access to and knowledge of non-public confidential information about Sigma.

3. In 2006 and 2007, PRG repeatedly provided Sonar and Freeman with material, positive non-public information concerning Sigma. During that period,

Sonar, Freeman and Druker used that material, positive non-public information concerning Sigma to unlawfully purchase or cause the purchase of shares of Sigma.

4. Overall, Freeman and Druker caused Sonar to purchase more than 1,500,000 shares of Sigma in 2006 and 2007 while in possession of material, positive non-public information concerning Sigma. Overall, Sonar made a profit of \$22.7 million from its purchases of Sigma stock in 2006 and 2007 while Freeman, Druker and Sonar were in possession of material, positive non-public information concerning Sigma.

5. By this conduct all of the Defendants violated the antifraud provisions of the federal securities laws, including Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240]. The Defendants are also liable under Section 20A of the Exchange Act [15 U.S.C. § 78t-1], due to their unlawful insider trading actions. In addition, Freeman and Druker are also liable under Section 20(a) of the Exchange Act [15 U.S.C. § 78t(a)] as “controlling persons” of Sonar.

JURISDICTION AND VENUE

6. The claims alleged herein arise under Sections 10(b), 10b-5, 20A, and 20(a) of the Exchange Act, 15 U.S.C. §§ 78j(b), 78t-1, 78t(a), and 17 C.F.R. § 240.

Jurisdiction and venue are proper pursuant to Section 27 of the Exchange Act, 15 U.S.C. § 78aa. Certain of the acts, practices, transactions, and courses of business constituting the violations alleged herein occurred within this judicial district, including trades based on material non-public information. Those trades were made either by traders working out of New York, New York or through broker-dealers and/or securities exchanges based in New York including the NASDAQ Exchange.

THE PARTIES

PLAINTIFF

7. **Sidney Gordon** (“Plaintiff” or “Gordon”) is an individual residing in Pennsylvania. As detailed in the attached Certification, on September 28, 2007, Gordon sold 500 shares of SIGM at \$47.935 per share. As detailed herein, Plaintiff’s sale of those SIGM shares were contemporaneous with Sonar’s purchases of SIGM shares while in possession of material positive non-public information regarding Sigma.

DEFENDANTS

8. **Sonar Capital Management, LLC**, (“Sonar”) is a hedge fund, organized as a limited liability corporation located in Boston, Massachusetts.

9. **Noah Freeman (“Freeman”)** is an individual who resides in Massachusetts. During the times relevant hereto he was a Managing Director of Sonar.

10. **Neil Druker (“Druker”)** is an individual who resides in Massachusetts. At all times relevant hereto he was, and he is, the Chief Executive Officer and primary manager of Sonar. He is also the founder of Sonar and he owns a majority of the equity interests in Sonar.

11. **Primary Global Research LLC** is a Delaware limited liability company headquartered in California.

OTHER RELEVANT PERSONS AND ENTITIES

12. **Sigma Designs, Inc. (“Sigma” or “SGMI”)** is a technology company organized under Delaware law. Sigma’s common stock is registered with the SEC pursuant to section 12(b) of the Exchange Act and quoted on the NASDAQ Global Market under the ticker symbol SIGM. Sigma is not a defendant in this action and Plaintiff makes no allegation herein of any wrongdoing by Sigma.

13. **PRG Agent (“PRG Agent”)** is an individual who worked as an employee or authorized agent of Primary Global. The identity of PRG Agent is currently not known to the Plaintiff.

14. **The Disloyal Sigma Employee** is an individual who was employed by Sigma. He is a relative of PRG Agent. The identity of the Disloyal Sigma Employee is currently not known to the Plaintiff.

FACTS

Primary Global Was in the Business of Obtaining and Selling Confidential, Non-Public Material Information About Publicly Traded Companies

15. Primary Global advertises itself as an “independent investment research firm” that connects its roster of “expert consultants” with investors. While purporting to have policies that prohibited its consultants from disclosing confidential or proprietary, non-public information, in fact a primary activity of PRG and its employees was to locate persons who had access to confidential or proprietary, non-public information about publicly traded corporations and to induce those persons to disclose that information to PRG’s customers, in breach of their fiduciary duty and other legal obligations. PRG was paid handsomely by its customers for enabling them to obtain such confidential, non-public information because PRG’s customers would then use that information to unlawfully trade in the securities of those companies.

16. Many clients of PRG paid it hundreds of thousands of dollars each year for access to PRG’s recruits and the confidential, non-public information that

they would provide. Between 2007 and 2009 PRG's total revenues were approximately \$18 million. PRG paid its "consultants" between \$150 and \$1000 per hour, which often resulted in them receiving tens of thousands of dollars per year from PRG.

17. The Disloyal Sigma Employee was recruited by PRG and PRG Agent and paid by PRG to provide material, positive non-public information concerning Sigma to Sonar and Freeman, as described herein.

18. Freeman and Druker caused Sonar to pay PRG for recruiting the Disloyal Sigma Employee to provide material, positive non-public information concerning Sigma to PRG Agent who would then convey that information to Sonar and Freeman, as described herein.

The Organization and Operation of Defendant Sonar Capital Management

19. The Defendant Sonar is a hedge fund, organized as a limited liability company. The Defendant Druker is the founder of Sonar and he owns more than fifty percent of the equity of Sonar. At all times relevant hereto, he was and he is the Chief Executive Officer and primary manager of Sonar.

20. Sonar is a hedge fund that primarily purchases equity securities and sells short equity securities. At all times relevant hereto, all decisions as to whether Sonar should buy or sell securities were ultimately made by Druker, who

was the only person at Sonar empowered to authorize securities transactions by Sonar.

21. As a Managing Director of Sonar, Freeman had the responsibility to obtain information about companies in which Sonar owned stock or was considering purchasing stock and to determine whether to recommend to Druker that Sonar purchase or sell stock in those companies. However, the ultimate decision whether Sonar would make a securities transaction was made by Druker.

22. The ultimate decisions that Sonar should engage in the purchases (and sales) of Sigma stock described herein were made by Druker on behalf of Sonar.

23. When he decided to have Sonar engage in the purchases (and sales) of Sigma stock described herein, Druker was in possession of the applicable material, positive non-public information concerning Sigma described herein.

Sonar, Freeman and Druker Obtain Material Positive Non-Public Information About Sigma And Purchase or Cause Sonar to Purchase Hundreds of Thousands of Shares of Sigma While in Possession of Material Positive Non-Public Information About Sigma

24. Like most companies whose stock is publicly traded, Sigma calculated and publicly reported its financial results quarterly and annually. Sigma typically publicly reported its quarterly and annual results about a month after the close of the applicable fiscal period. Sigma's 2006 third quarter ended on October 28, 2006.

25. In early October 2006, PRG Agent informed Freeman and Sonar that he had learned from the Disloyal Sigma Employee that Sigma's sales since the beginning of its 2006 third quarter had already exceeded the market's sales expectations for Sigma for its entire third quarter. PRG Agent also obtained from the Disloyal Sigma Employee and provided to Freeman and Sonar estimates of what Sigma's sales and revenues would be for its 2006 third quarter. All of the information provided by the Disloyal Sigma Employee to PRG Agent and by him to Freeman and Sonar, as described in this paragraph, was material positive non-public information about Sigma.

26. On October 11 and 12, 2006, while in possession of that material positive non-public information about Sigma, Sonar purchased approximately \$15 million of Sigma stock. Thereafter during October and November 2006, the price of Sigma stock rose. On November 28, 2006, Sigma issued a press release in

which it publicly announced its 2006 third quarter financial results, including reporting that its revenues were higher due to an increase in chipset sales.

27. The investing public first learned of the material positive non-public information about Sigma's third quarter financial performance, which was known to Sonar when it purchased Sigma stock on October 11 and 12, 2006, when Sigma issued its November 28, 2006 press release.

28. Sigma's financial performance for its 2006 third quarter exceeded the market's expectations. The price of SIGM rose 15.75% from a close of \$22.85 per share on November 28, 2006 to a close of \$26.45 per share on November 28, 2006; and increase of \$3.60 per share.

29. In December 2006, after the material positive non-public information about Sigma had been publicly disclosed, Sonar sold most of Sonar's holdings of Sigma stock, repeating a profit of approximately \$9.7 million on its purchases of Sigma stock while in possession of material positive non-public information about Sigma.

30. Sigma's 2007 second quarter ended on August 4, 2007. In early July 2007, PRG Agent provided Freeman and Sonar with additional material positive non-public information about Sigma that he had obtained from the Disloyal Sigma Employee. Specifically, PRG Agent informed them that Sigma had entered into a contract to manufacture a computer chip for use by an American

telecommunications company and that this was going to result in Sigma's 2007 second quarter sales and revenues to be significantly greater than expected by market analysts. At the same time, PRG Agent also provided Freeman and Sonar with detailed information concerning Sigma's revenues for its 2007 second quarter. PRG Agent and Freeman spoke again on July 9 and July 12, 2007. All of the information provided by PRG Agent to Freeman and Sonar described in this paragraph was the material positive non-public information about Sigma.

31. On July 13, 2007, Sonar purchased approximately \$2.5 million of Sigma stock, while in possession of material positive non-public information about Sigma.

32. On July 16, 2007, PRG Agent again spoke to Freeman.

33. On July 17, 2007. Sonar purchased approximately \$7 million of Sigma stock, while in possession of material positive non-public information about Sigma.

34. Between mid July and late August, 2007. PRG Agent and Freeman spoke several additional times.

35. Between July 13, 2007 and August 21, 2007, Sonar purchased more than \$13 million of Sigma stock while in possession of material, positive non-public information concerning Sigma.

36. On August 29, 2007, Sigma issued a press release, announcing its 2007 second quarter financial results, reporting an 18% increase in revenues due to increased sales. Those quarterly results (as Freeman, Druker and Sonar knew they would) exceeded market expectations. The price of Sigma stock rose from \$37.25 on August 28 to \$42.70 on August 30, 2007, a gain of more than 14%.

37. Sonar made realized and unrealized profit of approximately \$3 million as a result of its purchases of Sigma stock between July 13 and August 21, 2007, while in possession of material, positive non-public information concerning Sigma.

38. During the period September 2007 and November 2007, PRG Agent repeatedly and consistently communicated with Freeman and Sonar and provided them with material non-public information about Sigma. They spoke or exchanged voicemails on at least twenty occasions during that time period.

39. On November 18, 2007, Freeman and Sonar had two telephone calls with PRG Agent. On that same day Sonar purchased more than 205,000 shares of Sigma stock while in possession of material, positive non-public information concerning Sigma.

40. During the period September 2007 and November 2007 Sonar purchased a total of 617,379 additional shares of Sigma stock (including the stock purchased on November 18, 2007) while in possession of material, positive non-public information concerning Sigma.

41. On November 28, 2007, Sigma issued a press release announcing better than expected 2007 third quarter financial results, including sales that exceeded analysts' expectations by 28%.

42. Those quarterly results (as Freeman, Druker and Sonar knew they would) exceeded market expectations. The price of Sigma stock increased 10.64% from its close of \$59.14 per share on November 28, 2007 and its close of \$65.43 per share on November 29, 2007.

43. Sonar obtained realized and unrealized profit of approximately \$10 million from its purchases of Sigma stock from September through November 2007, while in possession of material, positive non-public information concerning Sigma.

CLASS ACTION ALLEGATIONS

44. Plaintiff brings this action as a class action pursuant to Rule 23 of the Federal Rules of Civil Procedure on behalf of all persons and entities who sold shares of Sigma Designs, Inc. from July 13, 2007 through and including November 28, 2007, the "Class Period" (the "Class"). Excluded from the Class are (1) Defendants; (2) members of the immediate family of the individual Defendants; (3) any subsidiaries or affiliates of the Defendants; (4) any person or entity who is, or was during the Class Period, an investor in or a partner, officer, director, employee

or controlling person of the Defendants; (5) any entity in which any of the Defendants has a controlling interest; and (6) the legal representatives, heirs, successors or assigns of any of the excluded persons or entities specified in this paragraph.

45. The members of the Class are so numerous that joinder of all members is impracticable. While Plaintiff does not know the exact number of Class members, Plaintiff believes that there are many hundreds or thousands of members of the Class who purchased shares of SIGM common stock during the Class Period.

46. A class action is superior to other available methods for the fair and efficient adjudication of this controversy.

47. Common questions of law and fact exist as to all members of the Class, and predominate over any questions affecting solely individual members of the Class. Among the questions of law and fact common to the Class are:

- a. Whether the federal securities laws were violated by the Defendants' acts as alleged herein;
- b. Whether the Defendants engaged in manipulative or deceptive devices or schemes to defraud in violation of Section 10(b) or the Exchange Act and Rule 10b-5;

- c. Whether the Defendants are liable to the Plaintiff and the Class for insider trading pursuant to § 20A of the Exchange Act;
- d. Whether Druker and Freeman are liable to the Plaintiffs and the Class as “controlling persons” of Soanr pursuant to § 20(a) of the Exchange Act;
- e. The relief to which Plaintiff and the members of the Class are entitled, including disgorgement, constructive trust, and an accounting.

48. Plaintiff’s claims are typical of the claims of the members of the Class. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation. Plaintiff has no interests that are adverse or antagonistic to the Class.

49. A class action is superior to other available methods for fair and efficient adjudication of the controversy since joinder of all members of the Class is impracticable. Furthermore, the expense and burden of individual litigation make it impossible for the Class members individually to redress the Defendants’ wrongful conduct. Plaintiff knows of no difficulty which will be encountered in the management of this litigation which would preclude its maintenance as a class action.

COUNT I

**FOR VIOLATIONS OF SECTION 10(b) OF THE EXCHANGE ACT AND
RULE 10b-5**

(Against All of the Defendants)

50. Plaintiff repeats and re-alleges each of the allegations set forth above.

51. PRG Agent obtained the material positive non-public information about Sigma from Disloyal Sigma Employee, an employee of Sigma who had entered into a confidential relationship in the conduct of Sigma's business and who owed a fiduciary duty to Sigma and its shareholders. PRG, PRG Agent, Freeman, Druker and Sonar all knew that Disloyal Sigma Employee, in providing confidential information about Sigma, was in breach of that fiduciary duty.

52. Under these circumstances, the Defendants Sonar, Freeman and Druker had a duty to disclose the material positive non-public information about Sigma or to abstain from trading in Sigma stock. Those Defendants' duty ran to Plaintiffs and all members of the Class who sold Sigma stock during the same period in which Sonar purchased Sigma stock. In breach of their duty to disclose

or abstain, Freeman and Druker (acting individually and in their capacity as authorized agents of Sonar) caused Sonar to purchase and Sonar purchased Sigma stock based upon the material non-public information Freeman and Sonar had received from PRG Agent, without first making the required public disclosures of that material information about Sigma.

53. During the period between July 13, 2007 and November 28, 2007, inclusive, Freeman and Druker (acting individually and in their capacity as authorized agents for Sonar) caused Sonar to purchase and Sonar purchased over one million shares of Sigma common stock while in the possession of material positive non-public information concerning Sigma. Defendants had a duty to abstain or disclose, and breached their duty when Sonar purchased Sigma stock without Defendants publicly disclosing such information prior to their purchases during the Class Period.

54. As described above, all of the actions Sonar, in connection with Sonar's purchases of Sigma stock during the Class Period were initiated, caused, and directed by Freeman and Druker, who were officers, directors, or authorized agents of Sonar. Accordingly, Freeman and Druker's scienter is imputed to Sonar.

55. All of the Defendants violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder in that, as alleged above, in connection with the purchase and sale of Sigma stock they: (a) employed devices, schemes, and

artifices to defraud; (b) omitted material facts that they were under a duty to disclose; or (c) engaged in acts, practices, and a course of business that operated as a fraud or deceit upon the sellers of Sigma common stock during the Class Period.

56. All of the Defendants also violated Section 10(b) of the Exchange Act and Rule 10b-5 as “tippees.” They possessed material non-public information regarding Sigma, which the tipper, the Disloyal Sigma Employee, disclosed to them. The tippees then purchased or caused other defendants to purchase stock during the Class Period while in possession of the non-public information provided by the tipper. The Defendants knew or should have known that the tipper had violated a relationship of trust with Sigma by relaying the information and that the tipper benefited from the disclosures to the Defendants through the compensation he received as a result of his consulting relationship and arrangements with the Defendants.

57. The facts alleged herein give rise to a strong inference that Defendants acted with scienter. Defendants had actual knowledge that the material positive non-public information about Sigma had been obtained improperly, unlawfully and in violation of the Disloyal Sigma Employee’s fiduciary duty to Sigma. They knew that the material positive non-public information about Sigma which they possessed and which the public marketplace did not possess would, if publicly known, have increased the market price of Sigma stock. Nevertheless, throughout

the Class Period, the Defendants Sonar, Freeman and Druker knowingly and purposely purchased or caused the purchase of millions of dollars of Sigma stock without first disclosing the material positive non-public information about Sigma known to them. This demonstrates, evidences and gives rise to a very strong inference of scienter on the part of all of the Defendants.

58. As a result of Defendants' failure to disclose the material positive non-public information about Sigma prior to purchasing Sigma shares, the price of Sigma stock was artificially deflated throughout the Class Period.

59. Had Plaintiff, the other members of the Class, and the marketplace known of the material positive non-public information about Sigma, which Defendants did not disclose despite their duty to do so, Plaintiff and the other members of the Class would not have sold their Sigma stock or, if they had sold their Sigma stock, they would not have done so at the artificially deflated prices at which they sold.

60. As a result of Defendants' violation of Section 10(b) of the Exchange Act and Rule 10b-5, Plaintiff and the members of the Class sold Sigma stock at prices which were artificially deflated by reason of Defendants' failure to disclose the material positive non-public information about Sigma and suffered damages. In ignorance of the fact that the market price of Sigma's common stock was artificially deflated, and relying upon the integrity of the market in which such

shares trade, and/or on the absence of material adverse information that was known by Defendants but not disclosed by Defendants, Plaintiffs and the other members of the Class sold Sigma stock at artificially low prices, which was demonstrated when the material positive non-public information about Sigma was disclosed and the deflation of Sigma's stock price was corrected, as detailed herein.

61. By reason of the foregoing, Defendants have violated Section 10(b) of the Exchange Act and Rule 10b-5(b), promulgated thereunder, and Defendants are liable to Plaintiffs and the other members of the Class for damages which they suffered in connection with their sales of Sigma stock during the Class Period.

COUNT II

FOR LIABILITY UNDER SECTION 20A OF THE EXCHANGE ACT

(Against the Defendants)

62. Plaintiff repeats and re-alleges each of the allegations set forth above.

63. The claims set forth herein are brought under Section 20A of the Exchange Act against all of the Defendants in connection with the insider trading of Sigma stock by Sonar.

64. The Defendants Sonar, Freeman and Druker, knowingly or with deliberate recklessness, purchased or caused to be purchased over one million shares of Sigma stock during the Class Period while in the possession of material, positive, inside, non-public information about Sigma and thereby profited

approximately \$13 million. Plaintiff and the Class sold Sigma stock during the same period that the defendants were making their unlawful purchases of Sigma stock. Hence the sales of Sigma stock by Plaintiff and the Class were contemporaneous with Sonar's unlawful purchases of Sigma stock.

65. Pursuant to Section 20A(a) of the Exchange Act, the Defendant Sonar is liable to the Plaintiff and the Class for all of Sonar's profits – realized and unrealized – from Sonar's purchases of Sigma stock during the Class Period. Plaintiff and the Class are also entitled to the return of the amounts by which Sonar has been unjustly enriched through its purchases of Sigma stock during the Class Period, and to disgorgement, a constructive trust, and an accounting.

66. Pursuant to Sections 20A(a) and (c) of the Exchange Act, Defendants Primary Global, Freeman and Druker, by violating Section 10(b) of the Exchange Act and Rule 10b-5 by communicating material non-public information about Sigma, are jointly and severally liable with, and to the same extent as, Sonar.

COUNT III

FOR CONTROL PERSON LIABILITY UNDER SECTION 20(a) OF THE EXCHANGE ACT

(Against Druker and Freeman)

67. Plaintiff repeats and re-alleges each of the allegations set forth above.

68. This Count is brought against Druker and Freeman for control person liability under Section 20(a) of the Exchange Act.

69. Under Section 20(a) of the Exchange Act, “Every person who, directly or indirectly, controls any person liable under any provision of this title or of any rule or regulation thereunder shall also be liable jointly and severally with and to the same extent as such controlled person to any person to whom such controlled person is liable, unless the controlling person acted in good faith and did not directly or indirectly induce the act or acts constituting the violation or cause of action.”

70. Druker and Freeman controlled Sonar by virtue of their positions with Sonar and their authority and/or influence to cause Sonar to purchase Sigma shares. As alleged in detail herein, Druker and Freeman in fact exercised control over Sonar in connection with Sonar’s purchases of Sigma stock while in possession of material adverse information about Sigma.

71. By virtue of their position as controlling persons of Sonar, and their conduct in causing Sonar to purchase shares of Sigma during the Class Period, while in possession of material adverse information about Sigma, Druker and Freeman are jointly and severally liable, pursuant to Section 20(a) of the Exchange Act, to the Plaintiff and the Class, with Sonar, for Sonar’s liability under Counts I and II above.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs pray for relief and judgment, as follows:

A. Declaring this action to be a proper Class action pursuant to Fed. R. Civ. P. 23;

B. Awarding compensatory damages against all of the Defendants, jointly and severally, in favor of Plaintiff and the members of the class for all losses and damages suffered as a result of the Defendants' wrongdoing alleged herein, in an amount to be determined at trial, together with interest thereon;

C. Ordering Defendants to return the amounts by which they have been unjustly enriched;

D. Awarding disgorgement of all profits, benefits, and other compensation obtained by the Defendants as a result of Defendants' misconduct alleged herein;

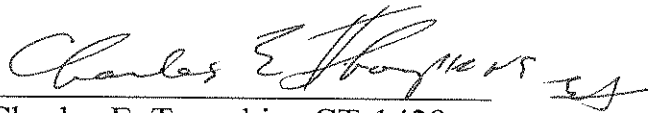
E. Imposing a constructive trust for the benefit of Plaintiff and Class members on all of Defendants' ill-gotten gains and proceeds as a result of Defendants' misconduct alleged herein;

F. Ordering a certified accounting of the Defendants' books and records to determine the correct compensation owed to Plaintiff and Class members as a result of Defendants' misconduct alleged herein;

G. Awarding Plaintiff his reasonable costs and expenses incurred in this action, including a reasonable allowance of fees for Plaintiff's attorneys and experts; and

H. Awarding Plaintiff such other and further relief as the Court may deem just and proper.

Submitted by the attorneys for the Plaintiff,
Sidney Gordon and the Class,



Charles E. Tompkins CT-1438

Edward F. Haber

Michelle H. Blauner

Ian McLoughlin

Shapiro Haber & Urmy LLP

53 State Street

Boston, MA 02109

Telephone: (617) 439-3939

Facsimile: (617) 439-0134

ctompkins@shulaw.com

ehaber@shulaw.com

mblauner@shulaw.com

imcloughlin@shulaw.com

Of Counsel:

Karl Kronenberger

Kronenberger Rosenfeld LLP

150 Post Street, Suite 520

San Francisco, CA 94108-4707

Telephone: (415) 955-1155

Facsimile: (415) 955-1158

karl@KBInternetLaw.com

CERTIFICATION OF SIDNEY GORDON
PURSUANT TO FEDERAL SECURITIES LAWS

I, Sidney Gordon, hereby certify that:

1. I have reviewed the complaint in the action entitled *Gordon v. Sonar Capital Management LLC, et al.*, to be filed in the United States District Court for the Southern District of New York and authorized its filing.
2. I did not acquire the security that is the subject of this action at the direction of my counsel or in order to participate in this private action or any other litigation under the federal securities law.
3. I am willing to serve as a representative party on behalf of the class, including providing testimony at deposition and trial, if necessary.
4. I made the following transaction(s) during the Class Period in the common stock of Sigma Designs, Inc.:


<u>Transaction</u>	<u>Date</u>	<u>Number of Shares</u>	<u>Price per Share</u>
Sale	09-28-07	500	\$47.935

5. I have neither sought to serve nor served as a representative party for a class in an action filed under the federal securities laws during the three years prior to the date of this Certification, except as listed below:

NONE

6. I will not accept any payment for serving as a representative party on behalf of the class beyond my pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the class as ordered or approved by the court.

Signed under the penalties of perjury this 27 day of December, 2011.



Sidney Gordon