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18 UNITED STATES DISTRICT COURT
19 NORTHERN DISTRICT OF CALIFORNIA

20 SAMMY ESSES, Individually and On Behalf) No.	
of All Others Similarly Situated,)	
21)	<u>CLASS ACTION</u>
Plaintiff,)	
22)	COMPLAINT FOR VIOLATION OF THE
vs.)	FEDERAL SECURITIES LAWS
23)	
SiRF TECHNOLOGY HOLDINGS, INC.,)	
24 MICHAEL L. CANNING, DIOSDADO P.)	
BANATAO, GEOFFREY RIBAR and)	
25 KANWAR CHADHA,)	
26)	
Defendants.)	
27 _____)	<u>DEMAND FOR JURY TRIAL</u>

INTRODUCTION

1
2 1. This is a securities class action on behalf of all persons who purchased or otherwise
3 acquired the publicly traded securities of SiRF Technology Holdings, Inc. (SiRF” or the
4 “Company”) between October 30, 2007 and February 4, 2008 (the “Class Period”), against SiRF and
5 certain of its officers and/or directors for violations of the Securities Exchange Act of 1934 (“1934
6 Act”).

7 2. SiRF, through its subsidiaries, engages in the development and marketing of
8 semiconductor and software products that are designed to enable location-awareness utilizing global
9 positioning system (“GPS”) and other location technologies worldwide. SiRF is headquartered in
10 San Jose, California.

11 3. During the Class Period, defendants issued materially false and misleading statements
12 regarding the Company’s business and financial results. As a result of defendants’ false statements,
13 SiRF stock traded at artificially inflated prices during the Class Period. This permitted one of the
14 defendants to sell \$9.6 million worth of his SiRF stock at \$24.18-\$24.29 per share.

15 4. On February 4, 2008, after the market closed, the Company issued a press release
16 entitled “SiRF Technology Holdings Inc. Announces Financial Results for Fourth Quarter and Fiscal
17 2007,” which stated in part:

18 Net revenue in the fourth quarter of 2007 was \$100.4 million, an increase of
19 35.3 percent from \$74.2 million reported in the fourth quarter of 2006. Net revenue
20 in fiscal 2007 was \$329.4 million, an increase of 33.0 percent from \$247.7 million
21 reported in fiscal 2006. Gross margin in the fourth quarter of 2007 was 48.1 percent,
22 as compared to 54.7 percent in the fourth quarter of 2006. Gross margin in fiscal
23 2007 was 50.9 percent, as compared to 54.8 percent in fiscal 2006.

24 Net income for the fourth quarter of 2007 was \$0.7 million, or \$0.01 per
25 diluted share, based on 64.3 million diluted weighted average shares outstanding.
26 This compares with net income of \$9.1 million, or \$0.16 per diluted share, based on
27 56.1 million diluted weighted average shares outstanding in the fourth quarter of
28 2006.

Net loss for fiscal 2007 was \$(10.4) million, or \$(0.19) per diluted share,
based on 55.5 million diluted weighted average shares outstanding. This compares
with net income of \$2.4 million, or \$0.04 per diluted share, based on 56.0 million
diluted weighted average shares outstanding in fiscal 2006.

1 5. On February 5, 2008, SiRF's stock collapsed \$8.91 per share to close at \$7.36 per
2 share, a one-day decline of 54% on volume of 63 million shares, 30 times the average three-month
3 volume.

4 6. The true facts, which were known by the defendants but concealed from the investing
5 public during the Class Period, were as follows:

6 (a) SiRF's acquisition of Centrality Communications, Inc. ("Centrality") was
7 having an adverse impact on SiRF's results due to the similar products sold by Centrality which
8 were cannibalizing SiRF's sales;

9 (b) SiRF's major customers were not placing orders at sufficient quantities for
10 SiRF to meet the aggressive targets set by and for the Company;

11 (c) Centrality's System-on-Chip ("SoC") product line had lower gross margins
12 than SiRF's products and defendants knew that although the Centrality acquisition would increase
13 revenues in Q4 (as it did), it would also significantly lower SiRF's gross margins (as it also did);
14 therefore, defendants had no basis for their statements on the Q3 conference call that EPS would be
15 up in the \$0.31-\$0.33 range, or that the gross margins of 54% to 55% experienced in Q3 would be
16 maintained in Q4;

17 (d) Competitive pressures were having much more of an adverse impact on the
18 Company than acknowledged by defendants, as SiRF's customers were moving to cellular-enabled
19 products which SiRF could not adequately compete with;

20 (e) As of October 30, 2007, which is also one month into Q4, Q4 gross margins
21 would be down significantly because of the lower SoC product line margins, which products were
22 accounting for much of the increased revenues in Q4; and

23 (f) Downward pricing pressures were accelerating and would lead to lower
24 margins and earnings in future quarters.

25 7. As a result of defendants' false statements, SiRF's stock traded at inflated levels
26 during the Class Period. However, after the above revelations seeped into the market, the
27 Company's shares were hammered by massive sales, sending them down more than 75% from their
28 Class Period high.

1 **JURISDICTION AND VENUE**

2 8. Jurisdiction is conferred by §27 of the 1934 Act. The claims asserted herein arise
3 under §§10(b) and 20(a) of the 1934 Act and SEC Rule 10b-5.

4 9. (a) Venue is proper in this District pursuant to §27 of the 1934 Act. Many of the
5 false and misleading statements were made in or issued from this District.

6 (b) SiRF’s principal executive offices are located at 217 Devcon Drive, San Jose,
7 California.

8 **PARTIES**

9 10. Plaintiff Sammy Esses purchased SiRF publicly traded securities as described in the
10 attached certification and was damaged thereby.

11 11. Defendant SiRF develops and markets semiconductor and software products that are
12 designed to enable location-awareness utilizing GPS and other location technologies worldwide.
13 SiRF offers a range of GPS chip set and software products. The Company’s chip set product line
14 consists of two integrated circuits, a radio frequency integrated circuit and a digital signal processing
15 circuit, and standard embedded GPS software.

16 12. Defendant Michael L. Canning (“Canning”) is, and at all relevant times was,
17 President and Chief Executive Officer (“CEO”) of the Company. During the Class Period, Canning
18 was responsible for the Company’s public statements.

19 13. Defendant Diosdado P. Banatao (“Banatao”) is, and at all relevant times was,
20 Chairman of the Board of SiRF. Banatao was also a co-founder of the Company. During the Class
21 Period, while SiRF’s stock was artificially inflated by defendants’ false statements, Banatao sold
22 400,000 shares of his SiRF stock for proceeds of \$9.6 million.

23 14. Defendant Geoffrey Ribar (“Ribar”) is, and at all relevant times was, Chief Financial
24 Officer (“CFO”) and Senior Vice President of Finance of the Company. During the Class Period,
25 Ribar was responsible for the Company’s public statements.

26 15. Defendant Kanwar Chadha (“Chadha”) is co-founder of the Company. At all relevant
27 times Chadha was Vice President of Marketing and a director of the Company. During the Class
28 Period, Chadha was responsible for the Company’s public statements.

1 automotive navigation systems that shares resources with the host processor; SiRFInstantFix, which
2 provides quick position fix and high-sensitivity satellite acquisition in occasionally connected GPS
3 applications; and SiRFSoft, which enables application processors to perform the functions of a GPS
4 baseband processor. The Company also offers utility software to its customers to assist them in
5 high-volume manufacturing and testing. SiRF markets and sells its products through direct sales,
6 independent sales representatives, and distributors. It serves wireless handheld devices, automotive,
7 and consumer and computer devices markets.

8 19. On August 6, 2007, the Company acquired Centrality for 2.1 million shares of SiRF
9 stock. Defendants wanted to demonstrate that the acquisition, which required the issuance of 2.1
10 million shares, was beneficial to the Company. Unfortunately, the acquisition occurred just as
11 SiRF's own business was peaking and certain of Centrality's products overlapped with SiRF's.
12 Defendants sought to conceal these problems for as long as possible, hoping the market would
13 improve prior to these problems being revealed.

14 **DEFENDANTS' FALSE AND MISLEADING**
15 **STATEMENTS ISSUED DURING THE CLASS PERIOD**

16 20. On October 30, 2007, the Company issued a press release entitled "SiRF Technology
17 Holdings Inc. Announces Financial Results for Third Quarter 2007," which stated in part:

18 SiRF reports record revenue and strong Non-GAAP operating profits

19 . . . SiRF Technology Holdings, Inc., a leading provider of GPS-enabled
20 silicon and premium software location platforms, today reported unaudited financial
21 results for its third quarter ended September 30, 2007.

22 Net revenue in the third quarter of 2007 was \$91.2 million, an increase of 43
23 percent from \$63.7 million reported in the third quarter of 2006. Net revenue in the
24 first nine months of 2007 was \$229.0 million, an increase of 32 percent from \$173.5
25 million reported in the first nine months of 2006. Gross margin in the third quarter
26 of 2007 was 52.2 percent, as compared to 55.6 percent in the third quarter of 2006.
27 Gross margin in the first nine months of 2007 was 53.7 percent, as compared to 55.7
28 percent in the first nine months of 2006.

Net loss for the third quarter of 2007 was \$16.1 million, or \$(0.28) per diluted
share, based on 57.0 million diluted weighted average shares outstanding. This
compares with net income of \$2.6 million, or \$0.05 per diluted share, based on 55.6
million diluted weighted average shares outstanding in the third quarter of 2006.

Net loss for the first nine months of 2007 was \$11.1 million, or \$(0.21) per
diluted share, based on 54.0 million diluted weighted average shares outstanding.
This compares with net loss of \$6.7 million, or \$(0.13) per diluted share, based on

1 50.9 million diluted weighted average shares outstanding in the first nine months of
2 2006.

3 * * *

4 “We believe our Q3 performance has been exceptional. We have once again
5 posted record revenues on record shipment volumes with excellent profitability and
6 strong bookings momentum. ***Our acquisition of Centrality and broadening of our
7 product portfolio with the System-on-Chip (SoC) products has been
8 enthusiastically welcomed by customers, and the SoC products are also breaking
9 revenue and shipment volume records,***” said Dr. Michael Canning, President and
10 CEO.

11 The assets acquired and liabilities assumed as part of the acquisition of
12 Centrality in August 2007 are reflected in SiRF’s consolidated financial statements.
13 As SiRF finalizes certain valuation assumptions, adjustments may be recorded in the
14 related purchase price allocations.

15 Q3’2007 Highlights and Business Outlook:

- 16 • We have successfully closed the merger with Centrality Communications and
17 are integrating our products, platforms and personnel. The resulting
18 combination has exceeded our expectations and has been very well received
19 by customers, vendors and employees alike. We are seeing significant design
20 win momentum at major PND customers for our SoC platforms. We are now
21 working on synergistic extensions of our combined fundamental technology.
- 22 • Growth in our Automotive business, and particularly in Portable Navigation
23 Devices (PNDs), continues to be very strong and to mirror overall market
24 growth. In Q3, we made record volume shipments to a number of major
25 customers. In addition, many of our customers, including ASUS, Garmin,
26 HP, Magellan, Mio, Siemens VDO and TomTom, launched new platforms
27 using SiRFstarIII or SiRF SoC based products this quarter.
- 28 • Interest in and demand for our products continues to accelerate in our
Wireless business. One of our key tier one customers launched their first new
GPS enabled handset which has been qualified at two operators this quarter;
and RIMM continues to launch new GPS-enabled products and expand the
number of operators using their platform. Multiple handsets based on the
SiRFstarIII platforms have also been announced or moved into volume
production by customers such as Mio ASUS and Amoi, one of the leading
local handset manufacturer in China. In July, Chung-Hwa Telecom launched
LBS services based on a SiRF SUPL 1.0 AGPS server and our SiRFstudio
development platform for LBS applications is getting good reception at some
of the leading operators.
- In the consumer and mobile computing market, SiRFstarIII architecture is
gaining more momentum. Garmin launched a new generation of their
SiRFstarIII based Edge platforms for cyclists and Magellan launched a new
family of SiRFstarIII based TRITON™ handhelds featuring National
Geographic’s award winning full color topographic maps. One of the leading
mobile gaming customers launched a GPS accessory with gaming and
navigation software for their mobile gaming platform and we are also starting
to see increasing interest from digital camera industry.

1 21. Following the release of its Q3 2007 results, SiRF hosted a conference call for
2 analysts, investors and media representatives, during which defendants stated the following:

3 [CANNING]: Customer interest in our Atlas type and SoC platforms has been very
4 strong, especially in the tier one PND market, and we expect them to be significant
5 contributors to our revenue growth in 2008 and beyond as these and other design
6 wins move into high volume production.

7 * * *

8 Interest in and demand for our products continues to accelerate in our
9 wireless business. One of our key tier one customers has launched their first new
10 GPS-enabled hand set, which has been qualified at two operators. And one of our
11 leading wireless customers, Research in Motion, continues to launch new GPS-
12 enabled products and expand a number of operators supporting their platform.
13 Multiple handsets based on SiRFstarIII platforms have also been announced or
14 moved into volume production by customers such as Mio (inaudible), Asus and
15 Amoi, one of the leading local handset manufacturers in China. ***In addition, our
16 diverse customer base continues to introduce mobile products based on our award
17 winning GPS technology. Of particular note this quarter, many of the tier one
18 handset manufacturers have launched GPS Bluetooth accessory modules based on
19 SiRFstarIII and compatible with a variety of existing handsets which can provide
20 GPS navigation, mapping and other traffic data to the appropriate Bluetooth-
21 enabled phones.***

22 Our end-to-end location platform continues to gain momentum. For example,
23 LBS services based on a SiRF secure user plain 1.0 AGPS server were launched by
24 Chung-Hwa Telecom in July, and our SiRF studio development platform for LBS
25 applications is getting good reception at some of the leading operators worldwide. In
26 our consumer markets segment Garmin launched a new generation of their
27 SiRFstarIII based edge platforms for cyclists and Magellan launched a new family of
28 SiRFstarIII based TRITON handhelds featuring National Geographic's award
winning, full color, topographic maps. We're also experiencing good growth and
substantial sustained interest from Asian consumer electronics and computing
companies in some of the more mobile applications of GPS into media players,
cameras and gaming systems. Already a leading manufacturer has introduced a
SiRFstarIII based GPS accessory to a portable gaming system, which is expected to
be deployed globally at an attractive price point early in 2008.

29 With our newly extended product portfolio and a major new operational base
30 in China, ***we believe there will be substantial growth in this market segment in the
31 next year or so as the use of GPS-based location technology becomes a standard
32 feature in consumer electronics, and we believe that we are extremely well
33 positioned to enjoy that growth.*** Earlier this quarter, we signed a major agreement
34 with Intel to jointly develop a series of innovative products designed to bring our
35 GPS technology to mainstream mobile computing platforms. And we continue to
36 receive positive feedback from our customers on this.

37 * * *

38 Demand for our products is robust across all market segments and we expect to see
39 Q4 revenues in the range of \$99 to \$102 million with at least 10% of this revenue
40 coming from SoC products. This will bring revenue for the year into the range \$328

1 million to \$331 million. Assuming a tax rate of 5% to 10%, we are modeling EPS
2 for Q4 in the range \$0.31 to \$0.33.

3 * * *

4 [ANALYST]: So let's say a full quarter of Centrality in Q4. Will than then
5 depress margin or would the higher revenue level, do you expect gross margin to go
6 up sequentially a little bit?

7 [CANNING]: We expect to maintain our gross margins. We have done for
8 the last five years, we expect it to continue.

9 [RIBAR]: In the 54% to 55% range.

10 * * *

11 [CHADHA]: Okay so on the wireless side we do expect more handsets from
12 tier one customers in '08. We expect '08 to be quite a strong year for our wireless
13 based on all the feedback we are getting from handset partners as well as in
14 operators. We just held a Location 2.0 Summit where we brought together key
15 leaders in the handset industry as well as operators, global operators and all the
16 feedback during the Summit as well as in our private conversation is that 2008 will
17 be a strong year with multiple handsets from tier one customers.

18 * * *

19 Yes, I think 2008, clearly there is a significant ramp up in the wireless market. A lot
20 will depend on how quickly can these handsets be qualified by operators and
21 deployed into the marketplace. Let's say that you can talk to the front operators, you
22 can talk to the front handset vendors. All indications are that the growth is very high.
23 The key question is, is the growth 100%, 200%, or even higher than those numbers?
24 So we expect that most of the 3G handsets, especially in the U.S. market, will be
25 GPS-enabled. We expect significant deployment of 3G handset with the location
26 capability in both Europe as well as in Asian markets. So that market clearly will
27 have high penetration of GPS. So based on that, you can model what kind of
28 numbers will be there in terms of unit models.

* * *

[ANALYST]: Well then as a follow-up. Did you feel like you've really
taken a big brunt of the ASP decline in Q3 so we'll see more modest declines going
forward or will we see more of the same?

[CANNING]: Well there's always competition in the marketplace, and that's
something we have expected and forecast for sometime. So it's not surprising that
competitors are there. It's not surprising that if they want to try to win business from
us, they try to offer lower prices. But we plan to be just as competitive going
forward as we have been in the past. And we expect to win more sockets than we
lose and to improve the value of the sockets that we win.

[RIBAR]: So I think the other point is clearly, right, we've been able to
sustain our market share, sustain our margin, sustain our business model in this
pricing environment. So I think we've done an outstanding job over an extended
period of time of maintaining our business.

1 22. Following the release of the Company's Q3 earnings and the Q3 conference call,
2 SiRF's stock shot up in one day from \$23.30 to \$29.81 per share on volume of 11.9 million shares.
3 This was particularly noteworthy given the downward direction of the stock market during this time.

4 23. On November 29-30, 2007, defendant Banatao sold 400,000 shares of his SiRF stock
5 for proceeds of \$9,694,000.

6 24. In January 2008, SiRF's stock declined as the market began to doubt the market for
7 SiRF's products. However, defendants did not reveal how much of SiRF's growth was disappearing
8 and the stock continued to be artificially inflated.

9 25. On February 4, 2008, SiRF's stock closed at \$16.27 per share.

10 26. Then, after the market closed on February 4, 2008, the Company issued a press
11 release entitled "SiRF Technology Holdings, Inc. Announces Financial Results for Fourth Quarter
12 and Fiscal 2007," which shocked the market with a decrease in fourth quarter profits and which
13 stated in part:

14 SiRF reports record revenue

15 ... SiRF Technology Holdings, Inc., a leading provider of GPS-enabled
16 silicon and premium software location platforms, today reported unaudited financial
17 results for its fourth quarter and year-ended December 31, 2007.

18 Net revenue in the fourth quarter of 2007 was \$100.4 million, an increase of
19 35.3 percent from \$74.2 million reported in the fourth quarter of 2006. Net revenue
20 in fiscal 2007 was \$329.4 million, an increase of 33.0 percent from \$247.7 million
21 reported in fiscal 2006. Gross margin in the fourth quarter of 2007 was 48.1 percent,
22 as compared to 54.7 percent in the fourth quarter of 2006. Gross margin in fiscal
23 2007 was 50.9 percent, as compared to 54.8 percent in fiscal 2006.

24 Net income for the fourth quarter of 2007 was \$0.7 million, or \$0.01 per
25 diluted share, based on 64.3 million diluted weighted average shares outstanding.
26 This compares with net income of \$9.1 million, or \$0.16 per diluted share, based on
27 56.1 million diluted weighted average shares outstanding in the fourth quarter of
28 2006.

 Net loss for fiscal 2007 was \$(10.4) million, or \$(0.19) per diluted share,
based on 55.5 million diluted weighted average shares outstanding. This compares
with net income of \$2.4 million, or \$0.04 per diluted share, based on 56.0 million
diluted weighted average shares outstanding in fiscal 2006.

* * *

 The assets acquired and liabilities assumed as part of the acquisition of
Centrality in August 2007 are reflected in SiRF's consolidated financial statements.
The results of Centrality's operations have been included in SiRF's consolidated

1 results of operations since the August 6, 2007 acquisition close date. As SiRF
2 finalizes certain valuation assumptions, adjustments may be recorded in the related
purchase price allocations.

3 27. On the conference call following the earnings release, Canning admitted that
4 defendants had expected gross margins to decline:

5 We had always expected that gross margins would start to shift down as ramping of
6 certain products occurred and as competitive influences came into the market. So for
the moment, I think, it's probably best to assume that we'll be around 50% gross
margin.

7
8 28. On February 5, 2008, SiRF's stock collapsed \$8.91 per share to close at \$7.36 per
9 share, a one-day decline of 54% on volume of 63 million shares, 30 times the average three-month
10 volume.

11 29. As *Forbes.com* noted on February 5, 2008, in an article entitled "SiRF Shares Wiped-
12 Out":

13 Shares of SiRF Technologies drowned on Tuesday.

14 The firm closed trading down 54.8%, or \$8.91, to \$7.36 after announcing
fourth-quarter earnings below analyst estimates.

15 SiRF Technologies, makes parts for GPS devices. The firm saw its shares fall
16 after it reported an 89% decrease in fourth-quarter profits to \$0.7 million from \$9.1
million the year before. The company also gave a miserable outlook for the first-
17 quarter, predicting a loss of 4 cents per share on revenue of \$71 million to \$77
million. Analysts polled by Thomson Financial expected, on average, profit of 24
cents per share on revenue of \$92.4 million.

18 SiRF is the leading supplier of global positioning system chips, supplying
19 industry-leading brands like TomTom and Garmin. Despite demand for the GPS
units, pricing has gone down significantly over the last year putting strain on SiRF to
20 lower prices as well.

21 "The guidance was the big bugaboo," said Jefferies analyst Adam Benjamin.
22 "We've been concerned about Portable Navigation Devices pricing pressure, but
thought the wireless would offset that. Handsets are a billion-unit market; as that
takes off that could dwarf the PND market."

23 Benjamin downgraded the stock to "hold" from "buy" and lowered his price
24 target to \$9 from \$32.

25 "I think over time you will see GPS in all handsets," added Benjamin, "but
26 the question is 'who is going to benefit from that?'"

27 SiRF purchased Centrality Communications, another GPS chip-maker, June
of last year, giving it the potential to be a bigger player in the wireless market.
28 Mobile phone currently incorporate GPS technology, but it is not widely used. The

1 industry is making a shift over to 3G, or W-CDMA standards, opening up the market
2 for next-gen mobile devices.

3 30. The true facts, which were known by the defendants but concealed from the investing
4 public during the Class Period, were as follows:

5 (a) SiRF's acquisition of Centrality was having an adverse impact on SiRF's
6 results due to the similar products sold by Centrality which were cannibalizing SiRF's sales;

7 (b) SiRF's major customers were not placing orders at sufficient quantities for
8 SiRF to meet the aggressive targets set by and for the Company;

9 (c) Centrality's SoC product line had lower gross margins than SiRF's products
10 and defendants knew that although the Centrality acquisition would increase revenues in Q4 (as it
11 did), it would also significantly lower SiRF's gross margins (as it also did); therefore, defendants had
12 no basis for their statements on the Q3 conference call that EPS would be up in the \$0.31-\$0.33
13 range, or that the gross margins of 54% to 55% experienced in Q3 would be maintained in Q4;

14 (d) Competitive pressures were having much more of an adverse impact on the
15 Company than acknowledged by defendants, as SiRF's customers were moving to cellular-enabled
16 products which SiRF could not adequately compete with;

17 (e) As of October 30, 2007, which is also one month into Q4, Q4 gross margins
18 would be down significantly because of the lower SoC product line margins, which products were
19 accounting for much of the increased revenues in Q4; and

20 (f) Downward pricing pressures were accelerating and would lead to lower
21 margins and earnings in future quarters.

22 31. As a result of defendants' false statements, SiRF's stock traded at inflated levels
23 during the Class Period. However, after the above revelations seeped into the market, the
24 Company's shares were hammered by massive sales, sending them down more than 75% from their
25 Class Period high.

26 **LOSS CAUSATION/ECONOMIC LOSS**

27 32. By misrepresenting demand for its products, the defendants presented a misleading
28 picture of SiRF's business and prospects. Thus, instead of truthfully disclosing during the Class

1 Period that SiRF's business was not as healthy as represented, defendants misrepresented the
2 benefits of the Centrality acquisition.

3 33. These claims of profitability caused and maintained the artificial inflation in SiRF's
4 stock price throughout the Class Period and until the truth was revealed to the market.

5 34. Defendants' false and misleading statements had the intended effect and caused SiRF
6 stock to trade at artificially inflated levels throughout the Class Period, reaching as high as \$30 per
7 share.

8 35. As a direct result of defendants' admissions and the public revelations regarding the
9 truth about demand for SiRF's products and its actual business prospects going forward, SiRF's
10 stock price plummeted 54% on February 5, 2008, to \$7.36 per share, a one-day decline of \$8.91 per
11 share. This drop removed the inflation from SiRF's stock price, causing real economic loss to
12 investors who had purchased the stock during the Class Period.

13 **COUNT I**

14 **For Violation of §10(b) of the 1934 Act and Rule 10b-5**
15 **Against All Defendants**

16 36. Plaintiff incorporates ¶¶1-35 by reference.

17 37. During the Class Period, defendants disseminated or approved the false statements
18 specified above, which they knew or deliberately disregarded were misleading in that they contained
19 misrepresentations and failed to disclose material facts necessary in order to make the statements
20 made, in light of the circumstances under which they were made, not misleading.

21 38. Defendants violated §10(b) of the 1934 Act and Rule 10b-5 in that they:

22 (a) employed devices, schemes and artifices to defraud;

23 (b) made untrue statements of material facts or omitted to state material facts
24 necessary in order to make the statements made, in light of the circumstances under which they were
25 made, not misleading; or

26 (c) engaged in acts, practices and a course of business that operated as a fraud or
27 deceit upon plaintiff and others similarly situated in connection with their purchases of SiRF
28 publicly traded securities during the Class Period.

1 (c) whether defendants' statements omitted material facts necessary to make the
2 statements made, in light of the circumstances under which they were made, not misleading;

3 (d) whether defendants knew or deliberately disregarded that their statements
4 were false and misleading;

5 (e) whether the prices of SiRF's publicly traded securities were artificially
6 inflated; and

7 (f) the extent of damage sustained by Class members and the appropriate measure
8 of damages.

9 45. Plaintiff's claims are typical of those of the Class because plaintiff and the Class
10 sustained damages from defendants' wrongful conduct.

11 46. Plaintiff will adequately protect the interests of the Class and has retained counsel
12 who are experienced in class action securities litigation. Plaintiff has no interests which conflict
13 with those of the Class.

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

16 **PRAYER FOR RELIEF**

17 WHEREFORE, plaintiff prays for judgment as follows:

- 18 A. Declaring this action to be a proper class action pursuant to Fed. R. Civ. P. 23;
19 B. Awarding plaintiff and the members of the Class damages, including interest;
20 C. Awarding plaintiff reasonable costs and attorneys' fees; and
21 D. Awarding such equitable/injunctive or other relief as the Court may deem just and
22 proper.

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JURY DEMAND

Plaintiff demands a trial by jury.

DATED: February 8, 2008

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
SHAWN A. WILLIAMS

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