

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 3279 / September 16, 2011**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14552**

**In the Matter of**

**VINAYAK S. GOWRISH,**

**Respondent.**

**ORDER INSTITUTING ADMINISTRATIVE  
PROCEEDINGS PURSUANT TO SECTION  
203(f) OF THE INVESTMENT ADVISERS  
ACT OF 1940 AND NOTICE OF HEARING**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Vinayak S. Gowrish (“Gowrish or Respondent”).

**II.**

After an investigation, the Division of Enforcement alleges that:

**A.     RESPONDENT**

1.       Gowrish, 33 years old, is a resident of San Mateo, California. During the relevant period, Gowrish was an associate at TPG Capital, L.P. (“TPG”), which at the time was an unregistered investment adviser.

**B. ENTRY OF THE INJUNCTION**

2. On July 15, 2011, a final judgment was entered against Respondent, permanently enjoining him from future violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder in the civil action entitled Securities and Exchange Commission v. Vinayak S. Gowrish, Civil Action Number 09-05883(SI), in the United States District Court for the Northern District of California.

3. The Commission's complaint alleged that, from at least December 2006 through May 2007, Gowrish, in breach of a duty owed to his employer, misappropriated material nonpublic information from his employer in connection with TPG's negotiations to acquire Sabre Holdings Corp. ("Sabre"), TXU Corp. ("TXU"), and Alliance Data Systems Corp. ("ADS"). The complaint further alleged that Gowrish tipped the confidential acquisition information to his long-time friend, Adnan Zaman. Zaman, in turn, tipped the information to their two friends, Pascal S. Vaghar and Sameer N. Khoury. On the basis of the information provided by Gowrish through Zaman, Vaghar and Khoury then traded Sabre, TXU, and ADS securities, realizing approximately \$375,000 in illicit profits. The Commission's complaint alleged that, in exchange for the confidential information, Vaghar provided cash kickbacks to both Gowrish and Zaman. On February 3, 2011, a federal jury found that Gowrish violated Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

**III.**

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations set forth in Section II hereof are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations; and

B. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 203(f) of the Advisers Act.

**IV.**

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondent personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 210 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Elizabeth M. Murphy  
Secretary