

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

In the Matter of

Computer Sciences Corporation, Michael Laphen,  
Michael Mancuso, Wayne Banks, Claus Zilmer,  
and Paul Wakefield  
Respondents.

SECURITIES EXCHANGE ACT OF 1934  
Release No. 78133 / June 22, 2016

ADMINISTRATIVE PROCEEDING File No. 3-16575

**COMPUTER SCIENCES FAIR FUND NOTICE TO POTENTIALLY ELIGIBLE CLAIMANTS**

**TO: Persons who purchased or acquired Computer Sciences Corporation (“CSC”) common stock between August 5, 2008 and December 27, 2011, inclusive (the “Relevant Period”).**

**If you purchased or acquired CSC common stock during the Relevant Period, you may be a Potentially Eligible Claimant in connection with a fair fund established by the SEC as further described below (the “Fair Fund”). Under the terms of the Distribution Plan for the Fair Fund (the “Plan”), you must submit a Proof of Claim Form with the necessary documentation so that it is received by September 11, 2017 (the “Claims Bar Date”) to be eligible to recover from the Fair Fund.**

**I. Purpose of this Notice.**

The purpose of this Notice is to inform you that you may be entitled to share in the proceeds of the Fair Fund as described herein. Copies of this Notice are being mailed to all Potentially Eligible Claimants who purchased or acquired CSC common stock during the Relevant Period and whose names and addresses were identified for Garden City Group, LLC (“GCG” or the “Fund Administrator”) but who never filed a claim in the settlement of the related securities class action, entitled *In re Computer Sciences Corporation Securities Litigation*, Civil Action No. 1:11-cv-610-TSE-IDD, pending in the United States District Court for the Eastern District of Virginia (the “Class Action”) and any other persons asserting that they have a possible eligible claim to recover from the Fair Fund. Copies of this Notice and the Proof of Claim Form are also available on the Fair Fund’s website at [www.ComputerSciencesFairFund.com](http://www.ComputerSciencesFairFund.com) and through the website of the United States Securities and Exchange Commission (the “SEC” or “Commission”) at <https://www.sec.gov/divisions/enforce/claims/computer-sciences-corp.htm>. You may obtain additional information or request copies of Proof of Claim Forms by calling the Fair Fund’s toll-free hotline at (877) 302-1075 or by email at [Questions@ComputerSciencesFairFund.com](mailto:Questions@ComputerSciencesFairFund.com). As explained in greater detail below, if you are a Potentially Eligible Claimant, you must submit a Proof of Claim Form, available on the Fair Fund’s website, in accordance with the steps set forth in this Notice and in the Plan, to be eligible to share in the Fair Fund.

**Please Note:** Receipt of this Notice does not mean you are eligible to receive a distribution. In addition, the Fund Administrator does not have information regarding your potentially eligible transactions.

**NOTE TO INSTITUTIONAL FILERS.** Claims with 100 or more transactions or on behalf of 20 or more different accounts must be submitted electronically and in the required format. To obtain the mandatory electronic filing requirements and file layout, you may visit the Fair Fund’s website at [www.ComputerSciencesFairFund.com](http://www.ComputerSciencesFairFund.com) or you may e-mail the Fund Administrator at [eClaim@gardencitygroup.com](mailto:eClaim@gardencitygroup.com). Any submission not in accordance with the required electronic filing format may be rejected. Proof of authority to submit a Proof of Claim Form on behalf of any managed accounts must be submitted with any Proof of Claim Forms for such accounts. If you intend to file electronically, you can submit and track the history of your claims by using our secure website, GCG ICE™ ([www.gcgice.com](http://www.gcgice.com)), which is available 24/7. GCG ICE™ allows institutional investors to upload electronic claims and documents, track the

history and status of submissions, view claim rejections and how to fix them, update contact information, and receive important status alerts via e-mail.

**PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY BECAUSE YOU MAY BE ENTITLED TO A RECOVERY FROM THE FAIR FUND. THIS NOTICE CONTAINS IMPORTANT INFORMATION REGARDING YOUR ABILITY TO SHARE IN THE FAIR FUND.**

## **II. Background.**

On June 5, 2015, the SEC issued an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933, Sections 4C and 21C of the Securities Exchange Act of 1934, and Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (the "Order") finding that CSC, Michael Laphen ("Laphen"), Michael Mancuso ("Mancuso"), Wayne Banks ("Banks"), Claus Zilmer, and Paul Wakefield (collectively, the "Respondents") violated the federal securities laws.<sup>1</sup> The Order stated that from 2009 to 2011, CSC engaged in a wide-ranging accounting and disclosure fraud that materially overstated its earnings and concealed from investors significant problems with its largest contract. Former CEO Laphen approved CSC's use of improper accounting models for the company's multi-billion dollar contract with the United Kingdom's National Health Service ("NHS"). Laphen and former CFO Mancuso also failed to make required disclosures and made misleading statements to investors about the NHS contract. And in one quarter, CSC's former Finance Director for the NHS account prepared a fraudulent accounting model in which he included made-up assumptions to avoid a negative hit to CSC's earnings. As this was occurring in the United States and the United Kingdom, senior CSC finance personnel in Australia fraudulently overstated the company's earnings using "cookie jar" reserves and by failing to record expenses as required. Separately, CSC finance personnel in Denmark engaged in a variety of fraudulent accounting manipulations that also overstated the company's earnings. Throughout this period, CSC's most senior executives and various finance personnel repeatedly failed to comply with straightforward accounting standards and disclosure rules. Pursuant to the Order, CSC paid a civil money penalty of \$190,000,000; Laphen paid a civil money penalty of \$750,000; Mancuso paid a civil money penalty of \$175,000; and Banks paid disgorgement of \$10,990 and prejudgment interest of \$2,400. The Order also created the Fair Fund pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, as amended, for the distribution to harmed investors.

Additionally, in two related district court actions, defendant William Sutcliffe was ordered to pay disgorgement of \$6,003.33 and prejudgment interest of \$1,060.62<sup>2</sup> and Edward Parker was ordered to pay disgorgement of \$2,800 and prejudgment interest of \$750<sup>3</sup>. These payments were paid to the Commission and transferred into the Fair Fund. In total, \$190,948,983.95 was paid into the Fair Fund.

On June 22, 2016, the Commission appointed GCG to serve as the Fund Administrator to assist in developing a distribution plan of the Fair Fund pursuant to which monies in the Fair Fund will be distributed to investors harmed by the violations alleged in the Order. The Fund Administrator is authorized to oversee the administration of claims and the distribution of the Fair Fund pursuant to the terms of the Plan, which can be found at the Fair Fund's website.

## **III. The Class Action.**

The Fair Fund is separate and independent from the settlement funds previously established in the Class Action. However, the Fair Fund relates to allegations similar to those asserted in the Class Action and to purchases of CSC common stock during the same time period at issue in the Class Action – from August 5, 2008 through December 27, 2011, inclusive.

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<sup>1</sup> See Securities Act Rel. No. 9804 (June 5, 2015).

<sup>2</sup> *Securities and Exchange Commission v. Wilfred Sutcliffe*, No. 15-cf-4340 (RJS) (S.D.N.Y. Sept. 9, 2015).

<sup>3</sup> *Securities and Exchange Commission v. Edward Parker*, No. 15-cf-4341 (ER) (S.D.N.Y. Sept. 9, 2015).

#### **IV. Eligibility Criteria and the Plan of Allocation for the Plan.**

**Overview of the Plan:** The corpus of the Fair Fund previously established by the Order, together with any interest earned thereon, constitutes the Fair Fund. The Fair Fund, less all taxes, approved costs, fees, and expenses plus any interest accrued will be distributed to purchasers of CSC common stock during the Relevant Period (August 5, 2008 through December 27, 2011) who (a) already submitted a proof of claim that was approved in the Class Action; (b) submitted a proof of claim that was determined to be deficient in the Class Action who now cure such deficiencies and/or (c) submit Proof of Claim Forms to the Fund Administrator on or before the Claims Bar Date that are finally determined by the Fund Administrator to be eligible for a distribution ("Eligible Claimants"). The Fund Administrator is responsible for providing notice to persons with records in the Class Action, and for determining the amount of each Eligible Claimant's share of the distribution ("Recognized Claim").

**Eligibility Criteria and the Method of Allocation:** To qualify for a recovery from the Fair Fund, Potentially Eligible Claimants must satisfy certain eligibility criteria that are described in detail in the Plan and Exhibit B to the Plan (the "Plan of Allocation"). The Plan of Allocation is the methodology used to calculate a Recognized Claim for an Eligible Claimant. The Plan of Allocation is available on the Fair Fund's website.

#### **You are excluded from participation in the Fair Fund if you are:**

- A Respondent;
- A member of the immediate family of any Respondent (spouse or children);
- A director or officer of CSC during the Relevant Period;
- Any firm, trust, corporation, officer, or other entity in which any Respondent has or had a controlling interest; and
- CSC's liability insurance carriers, and any affiliates or subsidiaries thereof.

To the extent there are sufficient funds available to distribute, each Eligible Claimant will receive an amount equal to his, her or its Recognized Claim. If, as anticipated, the total Recognized Claim amount for all claimants is greater than the funds available to distribute, then each Eligible Claimant, including Class Action Authorized Claimants, will be paid *pro rata*, in accordance with the percentage that each Eligible Claimant's Recognized Claim bears to the total of the Recognized Claim amount of all Eligible Claimants.

**Distribution De Minimis Amount:** The Plan provides that, after prorated payments are calculated, they must equal or exceed the Distribution De Minimis Amount of \$10.00 in order to receive a distribution. Claims that would result in a payment of less than \$10.00 will not be paid.

#### **V. Proof of Claim Forms.**

**PROOF OF CLAIM FORMS ARE AVAILABLE ON THE FAIR FUND'S WEBSITE, [WWW.COMPUTERSCIENCESFAIRFUND.COM](http://WWW.COMPUTERSCIENCESFAIRFUND.COM). YOU MAY ALSO REQUEST COPIES OF PROOF OF CLAIM FORMS BY CALLING THE FAIR FUND'S TOLL-FREE HOTLINE AT (877) 302-1075 OR BY EMAIL AT [QUESTIONS@COMPUTERSCIENCESFAIRFUND.COM](mailto:QUESTIONS@COMPUTERSCIENCESFAIRFUND.COM).**

**PROOF OF CLAIM FORMS MUST BE MAILED TO THE ADDRESS BELOW AND RECEIVED BY SEPTEMBER 11, 2017.**

**Computer Sciences Fair Fund  
c/o Garden City Group, LLC  
Fund Administrator  
P.O. Box 10191  
Dublin, OH 43017-3191**

**IF YOU FAIL TO TIMELY SUBMIT A COMPLETED PROOF OF CLAIM FORM, YOU MAY BE BARRED FROM RECEIVING A PAYMENT FROM THE FAIR FUND. THE PROOF OF CLAIM FORM MUST BE**

**ACCOMPANIED BY APPROPRIATE SUPPORTING DOCUMENTS FOR EACH TRANSACTION LISTED IN THE PROOF OF CLAIM FORM.**

If you submit a Proof of Claim Form that fails to provide all required information, or is otherwise deficient, you may receive a Claim Deficiency Notice advising you of the reason(s) why the claim is deficient and of the opportunity to cure such deficiencies.

**VI. Claims Determination.**

The Fund Administrator shall mail a notice advising each claimant that submitted a Proof of Claim Form of the determination concerning such claim. If a claim is denied in whole or in part, the Fund Administrator will state the reason for such denial.

All determinations of the Fund Administrator that are made in accordance with the Plan shall be final and not subject to appeal.

**VII. Other Claims.**

Upon receipt and acceptance of a distribution from the Fair Fund, you shall be deemed to have released any claims you may have against the Fund Administrator and its agents. By participating in the distribution of the Fair Fund, you will not be releasing any rights or claims you may have against any other party, including, but not limited to, CSC and CSC's past and present directors, officers, advisors and agents.

**VIII. Additional Information.**

Additional information regarding the Fair Fund may be found at [www.ComputerSciencesFairFund.com](http://www.ComputerSciencesFairFund.com). Proof of Claim Forms may be downloaded from the website. You may obtain additional information or request copies of Proof of Claim Forms by calling the Fair Fund's toll-free hotline at (877) 302-1075 or by email at [Questions@ComputerSciencesFairFund.com](mailto:Questions@ComputerSciencesFairFund.com).

**PLEASE CHECK THE WEBSITE WWW.COMPUTERSCIENCESFAIRFUND.COM  
FREQUENTLY FOR UPDATES**