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**UNITED STATES DISTRICT COURT**  
**SOUTHERN DISTRICT OF CALIFORNIA**

NIKODEM KUZNIK,

Plaintiff,

vs.

WILLIS TOWERS WATSON PUBLIC  
LIMITED COMPANY, ANNA C.  
CATALANO, VICTOR F. GANZI, JOHN J.  
HALEY, WENDY E. LANE, BRENDAN R.  
O'NEILL, JAYMIN B. PATEL, LINDA D.  
RABBITT, PAUL D. THOMAS, and  
WILHELM ZELLER,

Defendants.

Case No. **'20CV1097 MMALL**

**COMPLAINT FOR VIOLATIONS OF  
THE FEDERAL SECURITIES LAWS**

JURY TRIAL DEMANDED

Plaintiff Nikodem Kuznik (“Plaintiff”), upon information and belief, including an examination and inquiry conducted by and through his counsel, except as to those allegations pertaining to Plaintiff, which are alleged upon personal belief, alleges the following for his Complaint:

**NATURE OF THE ACTION**

1. Plaintiff brings this action against Willis Towers Watson Public Limited Company (“WTW” or the “Company”) and the members of WTW’s Board of Directors (the “Board” or the “Individual Defendants”) for their violations of Sections 14(a) and 20(a) of the Securities Exchange

1 Act of 1934 (the “Exchange Act”), 15 U.S.C. §§ 78n(a), 78t(a), and U.S. Securities and Exchange  
2 Commission (“SEC”) Rule 14a-9, 17 C.F.R. § 240.14a-9, arising out of the Company’s proposed  
3 acquisition by Aon plc (“Aon”) (the “Proposed Transaction”).

4 2. On March 9, 2020, the Company announced that it had entered into a Business  
5 Combination Agreement pursuant to which, each WTW Class A ordinary shareholder will receive  
6 1.08 Aon Class A ordinary shares for each WTW Class A ordinary share they own.

7  
8 3. On June 12, 2020, WTW filed a Preliminary Proxy Statement on Schedule 14A (the  
9 “Proxy”) with the SEC. The Proxy is materially deficient and misleading because, *inter alia*, it fails  
10 to disclose material information regarding: (i) Company and Aon management’s financial projections  
11 for each of WTW, Aon and the combined pro forma company; (ii) the data and inputs underlying the  
12 financial analyses performed by the Company’s financial advisor, Goldman Sachs & Co. LLC  
13 (“Goldman”); and (iii) Goldman’s potential conflicts of interest. Accordingly, without additional  
14 information the Proxy is materially misleading in violation of federal securities laws.

15  
16 4. The stockholder vote to approve the Proposed Transaction is forthcoming. Under the  
17 Business Combination Agreement, following a successful stockholder vote, the Proposed Transaction  
18 will be consummated. For these reasons and as set forth in detail herein, Plaintiff seeks to enjoin  
19 defendants from conducting the stockholder vote on the Proposed Transaction unless and until the  
20 material information discussed below is disclosed to the holders of the Company ordinary shares, or,  
21 in the event the Proposed Transaction is consummated, to recover damages resulting from the  
22 defendants’ violations of the Exchange Act.

23  
24 **JURISDICTION AND VENUE**

25 5. This Court has jurisdiction over the claims asserted herein for violations of Sections  
26 14(a) and 20(a) of the Exchange Act and Rule 14a-9 promulgated thereunder pursuant to Section 27  
27 of the Exchange Act, 15 U.S.C. § 78aa, and 28 U.S.C. §1331 (federal question jurisdiction).



1 14. Defendant Brendan R. O’Neill has served as a director of the Company since January  
2 2016.

3 15. Defendant Jaymin B. Patel has served as a director of the Company since January  
4 2016.

5 16. Defendant Linda D. Rabbitt has served as a director of the Company since January  
6 2016.

7 17. Defendant Paul D. Thomas has served as a director of the Company since January  
8 2016.

9 18. Defendant Wilhelm Zeller has served as a director of the Company since January 2016.

10 19. Defendants identified in paragraphs 10-18 are referred to herein as the “Board” or the  
11 “Individual Defendants.”  
12

13 20. Relevant non-party Aon is a public limited company incorporated in Ireland, with its  
14 principal executive offices located at Metropolitan Building, James Joyce Street, Dublin 1, Ireland.  
15 It is a leading global professional services firm providing a broad range of risk, retirement and health  
16 solutions. Aon’s common stock trades on the New York Stock Exchange under the ticker symbol  
17 “AON.”  
18

19 **SUBSTANTIVE ALLEGATIONS**

20 **Background of the Company and the Proposed Transaction**

21 21. WTW is a leading global advisory, broking and solutions company that helps clients  
22 around the world turn risk into a path for growth. WTW provides a comprehensive offering of  
23 services and solutions to clients across four business segments: Human Capital and Benefits;  
24 Corporate Risk and Broking; Investment, Risk and Reinsurance; and Benefits Delivery and  
25 Administration.  
26  
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28

1           22.     The Company offers its clients a broad range of services to help them identify and  
2 control their risks, and to enhance business performance by improving their ability to attract, retain  
3 and engage a talented workforce. WTW's risk control services range from strategic risk consulting  
4 (including providing actuarial analysis), to a variety of due diligence services, to the provision of  
5 practical on-site risk control services (such as health and safety or property loss control consulting),  
6 as well as analytical and advisory services (such as hazard modeling and reinsurance optimization  
7 studies). WTW also assists clients in planning how to manage incidents or crises when they occur.  
8 These services include contingency planning, security audits and product tampering plans. WTW  
9 helps its clients enhance their business performance by delivering consulting services, technology and  
10 solutions that help them anticipate, identify and capitalize on emerging opportunities in human capital  
11 management, as well as offer investment advice to help them develop disciplined and efficient  
12 strategies to meet their investment goals..  
13

14           23.     On April 30, 2020, WTW announced its first quarter 2020 financial results, including  
15 Company revenue of \$2.47 billion, an increase of 7% as compared to \$2.31 billion for the first quarter  
16 of 2019. Income from operations for the first quarter was \$360 million, and adjusted operating  
17 income was \$525 million. Net income attributable to WTW for the first quarter of 2020 was \$305  
18 million, an increase of 6% from \$287 million for the first quarter of 2019. Diluted earnings per share  
19 were \$2.34 and adjusted diluted earnings per share were \$3.34. Adjusted EBITDA for the first quarter  
20 was \$680 million, or 27.6% of revenue, an increase of \$601 million, or 26.0% of revenue, in the first  
21 quarter of 2019. Cash flows from operating activities were \$23 million compared to negative \$47  
22 million for the first quarter of 2019. Defendant Haley commented on the results, stating:  
23  
24

25           Willis Towers Watson executed well in the first quarter while navigating the  
26 unprecedented challenges brought on by the COVID-19 pandemic. I would like to  
27 personally acknowledge and thank our colleagues for remaining steadfast in  
28 supporting our clients and each other through a very challenging environment. We are  
dealing with extraordinary times, but I am pleased to say our resilience, experience  
and business continuity plans have enabled us to operate at a high level globally, and

1 we believe we remain well-positioned to manage through this difficult period, while  
2 continuing to serve our clients, engage our colleagues and deliver value for our  
shareholders.

3 24. On March 9, 2020, WTW and Aon issued a joint press release announcing the  
4 Proposed Transaction. The press release states, in relevant part:

5 LONDON, March 9, 2020 -- Aon plc (NYSE:AON) and Willis Towers Watson  
6 (NASDAQ: WLTW) today announced a definitive agreement to combine in an all-  
stock transaction with an implied combined equity value of approximately \$80 billion.

7  
8 “The combination of Willis Towers Watson and Aon is a natural next step in our  
9 journey to better serve our clients in the areas of people, risk and capital,” said Willis  
10 Towers Watson CEO John Haley. “This transaction accelerates that journey by  
providing our combined teams the opportunity to drive innovation more quickly and  
deliver more value.”

11 “This combination will create a more innovative platform capable of delivering better  
12 outcomes for all stakeholders, including clients, colleagues, partners and investors,”  
13 said Aon CEO Greg Case. “Our world-class expertise across risk, retirement and  
14 health will accelerate the creation of new solutions that more efficiently match capital  
with unmet client needs in high-growth areas like cyber, delegated investments,  
intellectual property, climate risk and health solutions.”

15 “Together with Aon, we are positioned to create unique Industrial IoT solutions  
16 through the integration of our best-in-class technologies for today’s increasingly  
17 connected world,” added WTW’s CEO, Narbeh Derhacobian. “We are extremely  
pleased to join Aon to bring more value to our combined customer base.”

18 \*\*\*

19 **Structure and Governance**

20 The combined company, to be named Aon, will be the premier, technology-enabled  
global professional services firm focused on the areas of risk, retirement and health.

21 Aon will maintain operating headquarters in London, United Kingdom. John Haley  
22 will take on the role of Executive Chairman with a focus on growth and innovation  
23 strategy. The combined firm will be led by Greg Case and Aon Chief Financial Officer  
24 Christa Davies, along with a highly experienced and proven leadership team that  
25 reflects the complementary strengths and capabilities of both organizations. The Board  
of Directors will comprise proportional members from Aon and Willis Towers  
Watson's current directors.

26 **Transaction Structure and Terms**

27 Under the terms of the agreement unanimously approved by the Boards of Directors  
28 of both companies, each Willis Towers Watson shareholder will receive 1.08 Aon

1 ordinary shares for each Willis Towers Watson ordinary share, and Aon shareholders  
2 will continue to own the same number of ordinary shares in the combined company as  
3 they do immediately prior to the closing. Upon completion of the combination,  
4 existing Aon shareholders will own approximately 63% and existing Willis Towers  
5 Watson shareholders will own approximately 37% of the combined company on a  
6 fully diluted basis.

7 Aon anticipates that the transaction will provide annual pre-tax synergies and other  
8 cost reductions of \$800 million by the third full year of combination, thereby allowing  
9 the firm to continue significant investment in innovation and growth. Potential revenue  
10 synergies due to complementary capabilities are expected but not included in the  
11 synergy estimates. The principal sources of potential synergies and other cost  
12 reductions are as follows:

- 13 ■ Approximately 73% from the consolidation of business and central support  
14 functions, including leveraging the capabilities of the Aon Business Services  
15 operational platform across the combined group; and
- 16 ■ Approximately 27% from the consolidation of infrastructure related to  
17 technology, real estate and third-party contracts

18 The transaction is expected to be accretive to Aon adjusted EPS in the first full year  
19 of the combination with peak adjusted EPS accretion in the high teens<sup>2</sup> after full  
20 realization of \$800 million of pre-tax synergies.<sup>3</sup> Willis Towers Watson and Aon  
21 anticipate savings of \$267 million in the first full year of the combination, reaching  
22 \$600 million in the second full year, with the full \$800 million achieved in the third  
23 full year.<sup>3</sup> Free cash flow accretion is expected to breakeven in the second full year of  
24 the combination with free cash flow accretion of more than 10% after full realization  
25 of synergies.<sup>3</sup> The transaction is expected to generate over \$10 billion of shareholder  
26 value creation from the capitalized value of the expected pre-tax synergies, based on  
27 the blended 2020 price to earnings ratio of Willis Towers Watson and Aon UK on 6  
28 March 2020, net of \$2.0 billion in one-time transaction, retention and integration costs.

The combined firm is committed to maintaining long-term financial goals of mid-  
single digit or greater organic revenue growth and double-digit free cash flow growth;  
and is expected to maintain Aon's current credit rating.

It is intended that the combination will be implemented by means of a court-sanctioned  
scheme of arrangement of Willis Towers Watson and Willis Towers Watson  
Shareholders under Chapter 1, Part 9 of the Irish Companies Act of 2014.

It is expected that the Reorganization of the Aon Group described in the  
Reorganization Proxy Statement will be completed prior to the completion of the  
combination, such that prior to completion of the combination, Aon Ireland will be the  
publicly traded parent company of the Aon Group. The Reorganization remains  
conditional on, among other things, the sanction of the UK scheme of arrangement  
forming part of the Reorganization by the UK Court, as more particularly described in  
the Reorganization Proxy Statement. Upon completion of the Reorganization, it is

1 expected that the Aon Ireland Directors will be the same as the current Aon UK  
2 Directors.

3 The transaction is subject to the approval of the shareholders of both Aon Ireland and  
4 Willis Towers Watson, as well as other customary closing conditions, including  
5 required regulatory approvals. The parties expect the transaction to close in the first  
6 half of 2021, subject to satisfaction of these conditions.

7 **The Proxy Misleads WTW Stockholders by Omitting Material Information**

8 25. On June 12, 2020, the Company filed the materially misleading and incomplete Proxy  
9 with the SEC. Designed to convince the Company's stockholders to vote in favor of the Proposed  
10 Transaction, the Proxy is rendered misleading by the omission of critical information concerning: (i)  
11 Company and Aon management's financial projections for each of WTW, Aon and the combined pro  
12 forma company; (ii) the data and inputs underlying the financial analyses performed by the  
13 Company's financial advisor, Goldman; and (iii) Goldman's potential conflicts of interest.

14 ***Material Omissions Concerning the Financial Projections***

15 26. The Proxy omits material information regarding the Company's, Aon's and the pro  
16 forma company's financial projections.

17 27. The Proxy sets forth:

18 **WTW management also prepared projections for the Adjusted EBITDA and**  
19 **Unlevered Free Cash Flow of the combined company on a *pro forma* basis** by  
20 adding the values of Adjusted EBITDA and Unlevered Free Cash Flow set forth in  
21 each of the Aon Standalone Projections and the WTW Standalone Projections, and  
22 adjusting such amounts for (i) the anticipated pre-tax synergies and the pre-tax cost to  
23 achieve such synergies . . . , (ii) the pre-tax transaction costs and retention costs . . . and  
24 (iii) in the case of Unlevered Free Cash Flow, the cash tax impact on such adjustments.  
25 Solely for the purposes of calculating such pro forma projections, WTW management  
26 assumed that the transaction would close on December 31, 2020.

27 Proxy at 109 (emphasis added). The Proxy fails, however, to disclose: (i) the estimates of adjusted  
28 EBITDA and unlevered free cash flow ("UFCF") for Aon pro forma for each of the fiscal years 2020  
through 2024; and (ii) with respect to each of the WTW standalone projections and Aon standalone  
projections, all line items underlying UFCF and adjusted EBITDA.



1 28. If a proxy statement discloses financial projections and valuation information, such  
2 projections must be complete and accurate.

3 29. The omission of this information renders certain portions of the Proxy materially  
4 misleading, including, inter alia, the following section of the Proxy: “Aon and WTW Forward-  
5 Looking Financial Information.”

6 ***Material Omissions Concerning Goldman’s Financial Analyses***

7  
8 30. The Proxy describes Goldman’s fairness opinion and the various valuation analyses it  
9 performed in support of its opinion. However, the description of Goldman’s fairness opinion and  
10 analyses fails to include key inputs and assumptions underlying these analyses. Without this  
11 information, as described below, WTW’s public stockholders are unable to fully understand these  
12 analyses and, thus, are unable to determine what weight, if any, to place on Goldman’s fairness  
13 opinion in determining whether to vote in favor of the Proposed Transaction.

14  
15 31. With respect to Goldman’s *Illustrative Present Value of Future Share Price Analysis*  
16 of WTW on a standalone basis, the Proxy fails to disclose: (i) WTW’s next 12 months (“NTM”)  
17 earnings per ordinary share for the years 2020 to 2022; (ii) future dividends per WTW share for the  
18 projection period; and (iii) the individual inputs and assumptions underlying the discount rate of 5.7%.

19 32. With respect to Goldman’s *Illustrative Present Value of Future Share Price Analysis*  
20 of WTW based on the theoretical future prices per ordinary share of the combined company, the  
21 Proxy fails to disclose: (i) estimates of earnings per ordinary share of the combined company for each  
22 of the fiscal years 2020 to 2022; (ii) dividends per share of the combined company on a NTM basis  
23 for each of the fiscal years 2020 to 2022; (iii) future dividends per Aon share projected by median  
24 IBES estimates for fiscal years 2020 to 2022; and (iv) the individual inputs and assumptions  
25 underlying the discount rate of 5.7%.  
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1           33. With respect to Goldman's *Illustrative Discounted Cash Flow Analysis* of WTW, the  
2 Proxy fails to disclose: (i) the line items underlying UFCFs for each of fiscal years 2020 through  
3 2024; (ii) the terminal value of the Company; (iii) WTW's net debt; (iv) the individual inputs and  
4 assumptions underlying the discount rates ranging from 5.5% to 6.5%; and (v) the number of fully  
5 diluted outstanding shares of WTW.

6           34. With respect to Goldman's *Illustrative Discounted Cash Flow Analysis* of Aon, the  
7 Proxy fails to disclose: (i) the line items underlying UFCFs for each of fiscal years 2020 through  
8 2024; (ii) the terminal value of Aon; (iii) Aon's net debt balance and non-controlling interest value;  
9 (iv) the individual inputs and assumptions underlying the discount rates ranging from 5.5% to 6.5%;  
10 and (v) the number of fully diluted outstanding shares of Aon.

11           35. With respect to Goldman's *Pro Forma Discounted Cash Flow Analysis and*  
12 *Illustrative Present Value of Aon Shares to be Received by WTW Shareholders in the Business*  
13 *Combination Agreement*, the Proxy fails to disclose: (i) estimates of UFCF for Aon pro forma for  
14 each of the fiscal years 2020 through 2024, and all underlying line items; (ii) fiscal year 2025 adjusted  
15 EBITDA for Aon pro forma; (iii) the terminal value of the pro forma company; (iv) the individual  
16 inputs and assumptions underlying the discount rates ranging from 5.5% to 6.5%; (v) Aon's and  
17 WTW's respective net debt and non-controlling interest balances; and (vi) the number of fully diluted  
18 outstanding shares of Aon.

19           36. With respect to Goldman's *Premia Analysis*, the Proxy fails to disclose the  
20 transactions observed and the individual premia for each transaction.

21           37. With respect to Goldman's *Selected Transactions Analysis* the Proxy fails to disclose  
22 the individual multiples and financial metrics for each of the transactions analyzed by Goldman.

23           38. With respect to Goldman's *Selected Companies Analysis*, the Proxy fails to disclose  
24 the individual multiples and financial metrics for each of the companies analyzed by Goldman.  
25  
26  
27  
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1 39. The omission of this information renders certain portions of the Proxy materially  
2 misleading, including, inter alia, the following sections of the Proxy: “Aon and WTW Forward-  
3 Looking Financial Information” and “Opinion of Goldman Sachs.”

4 ***Material Omissions Concerning Goldman’s Potential Conflicts of Interest***

5 40. The Proxy fails to disclose material information concerning the conflicts of interest  
6 faced by Goldman.

7 41. The Proxy sets forth that:

8  
9 Goldman Sachs acted as financial advisor to WTW in connection with, and  
10 participated in certain of the negotiations leading to, the transaction contemplated by  
11 the Business Combination Agreement. During the two year period ended March 9,  
12 2020, the Investment Banking Division of Goldman Sachs has not been engaged by  
13 WTW or its affiliates to provide financial advisory or underwriting services for which  
14 Goldman Sachs has recognized compensation. Goldman Sachs has also provided  
15 certain financial advisory and/or underwriting services to Aon and/or its affiliates from  
16 time to time for which Goldman Sachs’ Investment Banking Division has received,  
17 and may receive, compensation, including having acted as a book-runner on Aon’s  
18 commercial paper program since June 2016. During the two year period ended  
19 March 9, 2020, the Investment Banking Division of Goldman Sachs has not been  
20 engaged by Aon or its affiliates to provide financial advisory or underwriting services  
21 for which Goldman Sachs has recognized compensation. Goldman Sachs may in the  
22 future provide financial advisory and/or underwriting services to the WTW, Aon and  
23 their respective affiliates for which Goldman Sachs’ Investment Banking Division  
24 may receive compensation.

18 *Id.* at 104. The Proxy fails, however, to disclose all of the services Goldman has performed for WTW  
19 and Aon, and the compensation received for such services, including in connection with acting as a  
20 book-runner on Aon’s commercial paper program since June 2016.

22 42. Full disclosure of investment banker compensation and all potential conflicts is  
23 required due to the central role played by investment banks in the evaluation, exploration, selection,  
24 and implementation of strategic alternatives.

25 43. The omission of this information renders certain portions of the Proxy materially  
26 misleading, including, inter alia, the following section of the Proxy: “Opinion of Goldman Sachs.”  
27  
28

1 44. Accordingly, Plaintiff seeks injunctive and other equitable relief to prevent the  
2 irreparable injury that Company stockholders will continue to suffer absent judicial intervention.

3 **CLAIMS FOR RELIEF**

4 **COUNT I**

5 **Claims Against All Defendants for Violations of Section 14(a) of the**  
6 **Exchange Act and Rule 14a-9 Promulgated Thereunder**

7 45. Plaintiff repeats all previous allegations as if set forth in full.

8 46. During the relevant period, defendants disseminated the false and misleading Proxy  
9 specified above, which failed to disclose material facts necessary to make the statements, in light of  
10 the circumstances under which they were made, not misleading in violation of Section 14(a) of the  
11 Exchange Act and SEC Rule 14a-9 promulgated thereunder.

12 47. By virtue of their positions within the Company, the defendants were aware of this  
13 information and of their duty to disclose this information in the Proxy. The Proxy was prepared,  
14 reviewed, and/or disseminated by the defendants. It misrepresented and/or omitted material facts,  
15 including material information about the Company's, Aon's and the pro forma company's financial  
16 projections, the data and inputs underlying the financial analyses performed by the Company's  
17 financial advisor, Goldman, and Goldman's potential conflicts of interest. The defendants were at  
18 least negligent in filing the Proxy with these materially false and misleading statements.  
19

20 48. The omissions and false and misleading statements in the Proxy are material in that a  
21 reasonable stockholder would consider them important in deciding how to vote on the Proposed  
22 Transaction.  
23

24 49. By reason of the foregoing, the defendants have violated Section 14(a) of the Exchange  
25 Act and SEC Rule 14a-9(a) promulgated thereunder.  
26  
27  
28





Plaintiff's attorneys' and experts' fees; and

F. Granting such other and further relief as this Court may deem just and proper.

**JURY DEMAND**

Plaintiff demands a trial by jury on all claims and issues so triable.

Dated: June 17, 2020

**WEISSLAW LLP**

Joel E. Elkins

By: /s/ Joel E. Elkins

**OF COUNSEL:**

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*Attorneys for Plaintiff*

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS NIKODEM KUZNIK

DEFENDANTS

WILLIS TOWERS WATSON PUBLIC LIMITED COMPANY, (Please see the attached Addendum)

(b) County of Residence of First Listed Plaintiff Poland (EXCEPT IN U.S. PLAINTIFF CASES)

County of Residence of First Listed Defendant (IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

Attorneys (If Known)

(c) Attorneys (Firm Name, Address, and Telephone Number) Joel E. Elkins, WeissLaw LLP 9107 Wilshire Blvd., Suite 450 Beverly Hills, CA 90210 Telephone: 310/208-2800 Facsimile: 310/209-2348

'20CV1097 MMALL

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- 1 U.S. Government Plaintiff, 2 U.S. Government Defendant, 3 Federal Question (U.S. Government Not a Party), 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

Table with columns for Plaintiff (PTF) and Defendant (DEF) citizenship: Citizen of This State, Citizen of Another State, Citizen or Subject of a Foreign Country, Incorporated or Principal Place of Business In This State, Incorporated and Principal Place of Business In Another State, Foreign Nation.

IV. NATURE OF SUIT (Place an "X" in One Box Only)

Large table with categories: CONTRACT, REAL PROPERTY, CIVIL RIGHTS, TORTS, PRISONER PETITIONS, FORFEITURE/PENALTY, LABOR, IMMIGRATION, BANKRUPTCY, SOCIAL SECURITY, FEDERAL TAX SUITS, OTHER STATUTES.

V. ORIGIN (Place an "X" in One Box Only)

- 1 Original Proceeding, 2 Removed from State Court, 3 Remanded from Appellate Court, 4 Reinstated or Reopened, 5 Transferred from Another District (specify), 6 Multidistrict Litigation - Transfer, 8 Multidistrict Litigation - Direct File

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity): 15 U.S.C. §§ 78n(a), 78t(a) Brief description of cause: Violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934

VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, F.R.Cv.P. DEMAND \$ CHECK YES only if demanded in complaint: JURY DEMAND: X Yes No

VIII. RELATED CASE(S) IF ANY

(See instructions): JUDGE Hon. Roger T. Benitez DOCKET NUMBER 20-cv-00986

DATE 06/17/2020 SIGNATURE OF ATTORNEY OF RECORD /s/ Joel E. Elkins

FOR OFFICE USE ONLY

RECEIPT # AMOUNT APPLYING IFP JUDGE MAG. JUDGE

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## INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS 44

### Authority For Civil Cover Sheet

The JS 44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleading or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. Consequently, a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. The attorney filing a case should complete the form as follows:

- I.(a) Plaintiffs-Defendants.** Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.
- (b) County of Residence.** For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the "defendant" is the location of the tract of land involved.)
- (c) Attorneys.** Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section "(see attachment)".
- II. Jurisdiction.** The basis of jurisdiction is set forth under Rule 8(a), F.R.Cv.P., which requires that jurisdictions be shown in pleadings. Place an "X" in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.  
 United States plaintiff. (1) Jurisdiction based on 28 U.S.C. 1345 and 1348. Suits by agencies and officers of the United States are included here.  
 United States defendant. (2) When the plaintiff is suing the United States, its officers or agencies, place an "X" in this box.  
 Federal question. (3) This refers to suits under 28 U.S.C. 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.  
 Diversity of citizenship. (4) This refers to suits under 28 U.S.C. 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; **NOTE: federal question actions take precedence over diversity cases.**)
- III. Residence (citizenship) of Principal Parties.** This section of the JS 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.
- IV. Nature of Suit.** Place an "X" in the appropriate box. If there are multiple nature of suit codes associated with the case, pick the nature of suit code that is most applicable. Click here for: [Nature of Suit Code Descriptions](#).
- V. Origin.** Place an "X" in one of the seven boxes.  
 Original Proceedings. (1) Cases which originate in the United States district courts.  
 Removed from State Court. (2) Proceedings initiated in state courts may be removed to the district courts under Title 28 U.S.C., Section 1441. When the petition for removal is granted, check this box.  
 Remanded from Appellate Court. (3) Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.  
 Reinstated or Reopened. (4) Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.  
 Transferred from Another District. (5) For cases transferred under Title 28 U.S.C. Section 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.  
 Multidistrict Litigation – Transfer. (6) Check this box when a multidistrict case is transferred into the district under authority of Title 28 U.S.C. Section 1407.  
 Multidistrict Litigation – Direct File. (8) Check this box when a multidistrict case is filed in the same district as the Master MDL docket.  
**PLEASE NOTE THAT THERE IS NOT AN ORIGIN CODE 7.** Origin Code 7 was used for historical records and is no longer relevant due to changes in statute.
- VI. Cause of Action.** Report the civil statute directly related to the cause of action and give a brief description of the cause. **Do not cite jurisdictional statutes unless diversity.** Example: U.S. Civil Statute: 47 USC 553 Brief Description: Unauthorized reception of cable service
- VII. Requested in Complaint.** Class Action. Place an "X" in this box if you are filing a class action under Rule 23, F.R.Cv.P.  
 Demand. In this space enter the actual dollar amount being demanded or indicate other demand, such as a preliminary injunction.  
 Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.
- VIII. Related Cases.** This section of the JS 44 is used to reference related pending cases, if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.

**Date and Attorney Signature.** Date and sign the civil cover sheet.

**ADDENDUM TO CIVIL COVER SHEET**

DEFENDANTS (continued): ANNA C. CATALANO, VICTOR F. GANZI, JOHN J. HALEY, WENDY E. LANE, BRENDAN R. O'NEILL, JAYMIN B. PATEL, LINDA D. RABBITT, PAUL D. THOMAS, and WILHELM ZELLER