	Case 3:19-cv-08059-RS Docur	nent 1 Filed 12/10/19 Page 1 of 24
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6	Attorneys for Plaintiff	
7	IN THE UNITED STATES DISTRICT COURT	
8	FOR THE NORTHERN DISTRICT OF CALIFORNIA	
9		
10 11	DANIEL ESTES, on behalf of himself and all others similarly situated,	Civil Action No
11	Plaintiff,	CLASS ACTION COMPLAINT FOR BREACH OF FIDUCIARY DUTIES AND VIOLATIONS
13	VS.	OF SECTIONS 14(a) AND 20(a) OF THE SECURITIES EXCHANGE ACT OF 1934
14	FITBIT, INC., JAMES PARK, ERIC N. FRIEDMAN, LAURA ALBER,	
15	MATTHEW BROMBER, GLENDA FLANAGAN, BRADLEY M. FLUEGEL,	JURY TRIAL DEMANDED
16	STEVEN MURRAY and CHRISTOPHER PAISLEY,	
17	Defendants.	
18	Plaintiff Danial Estas ("Plaintiff") by his attornays on babalf of himself and these	
19	Plaintiff, Daniel Estes ("Plaintiff"), by his attorneys, on behalf of himself and those similarly situated files this action against the defendents, and alleges upon information and belief	
20	similarly situated, files this action against the defendants, and alleges upon information and belief, except for those allegations that pertain to him, which are alleged upon personal knowledge, as	
21	follows:	
22	SUMMARY OF THE ACTION	
23	1. Plaintiff brings this stockholder class action on behalf of himself and all other	
24	public stockholders of Fitbit, Inc. ("Fitbit" or the "Company"), against Fitbit and the Company's	
25	Board of Directors (the "Board" or the "Individual Defendants," collectively with the Company,	
26	the "Defendants"), for violations of Sections 14(a) and 20(a) of the Securities and Exchange Act	
27	2 creating , for the manual of Sections That and 20(a) of the Securities and Exchange Not	
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#### Case 3:19-cv-08059-RS Document 1 Filed 12/10/19 Page 2 of 24

of 1934 (the "Exchange Act") and breaches of fiduciary duty as a result of Defendants' efforts to
 sell the Company to Google, LLC ("Parent"), and Magnoliophyta, Inc. ("Merger Sub," collectively
 with Parent, "Google") as a result of an unfair process for an unfair price, and to enjoin an
 upcoming stockholder vote on a proposed all cash transaction valued at approximately \$2.1 billion
 (the "Proposed Transaction").

2. The terms of the Proposed Transaction were memorialized in a November 1, 2019,
filing with the Securities and Exchange Commission ("SEC") on Form 8-K attaching the definitive
Agreement and Plan of Merger (the "Merger Agreement"). Under the terms of the Merger
Agreement, Fitbit will become an indirect wholly-owned subsidiary of Google, and Fitbit
stockholders will receive only \$7.35 in cash for each share of Fitbit common stock they own. As
a result of the Proposed Transaction, Plaintiff and other Fitbit stockholders will be frozen out of
any future ownership interest in the Company.

3. In approving the Proposed Transaction, the Individual Defendants have breached
their fiduciary duties of loyalty, good faith, due care and disclosure by, *inter alia*, (i) agreeing to
sell Fitbit without first taking steps to ensure that Plaintiff and Class members (defined below)
would obtain adequate, fair and maximum consideration under the circumstances; and (ii)
engineering the Proposed Transaction to benefit themselves and/or Google without regard for
Fitbit public stockholders. Accordingly, this action seeks to enjoin the Proposed Transaction and
compel the Individual Defendants to properly exercise their fiduciary duties to Fitbit stockholders.

4. Next, it appears as though the Board has entered into the Proposed Transaction to
procure for themselves and senior management of the Company significant and immediate benefits
with no thought to the Company's public stockholders. For instance, pursuant to the terms of the
Merger Agreement, upon the consummation of the Proposed Transaction, Company Board
Members and executive officers will be able to exchange all Company equity awards for the
merger consideration.

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S. On November 25, 2019, Fitbit filed a Preliminary Proxy Statement on Schedule
 14A (the "Preliminary Proxy") with the United States Securities and Exchange Commission
 ("SEC") in support of the Proposed Transaction.

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6. Defendants breached their fiduciary duties to the Company's shareholders by agreeing to the Proposed Transaction which undervalues Fitbit and is the result of a flawed sales process. Post-closure, Fitbit shareholders will be frozen out of seeing the return on their investment of any and all future profitability of Fitbit.

8 7. Finally, in violation of sections 14(a) and 20(a) of the Securities and Exchange Act 9 of 1934 (the "Exchange Act") and their fiduciary duties, Defendants caused to be filed the 10 materially deficient Preliminary Proxy on November 26, 2019 with the SEC in an effort to solicit stockholders to vote their Fitbit shares in favor of the Proposed Transaction. The Preliminary 11 12 Proxy is materially deficient and deprives Fitibit stockholders of the information they need to make 13 an intelligent, informed and rational decision of whether to tender their shares in favor of the 14 Proposed Transaction. As detailed below, the Preliminary Proxy omits and/or misrepresents 15 material information concerning, among other things: (a) the Company's financial projections; (b) 16 the sales process of the Company; and (b) the data and inputs underlying the financial valuation 17 analyses that purport to support the fairness opinions provided by the Company's financial advisor, 18 Qatalyst Partners LLP ("Qatalyst").

Absent judicial intervention, the Proposed Transaction will be consummated,
 resulting in irreparable injury to Plaintiff and the Class. This action seeks to enjoin the Proposed
 Transaction or, in the event the Proposed Transaction is consummated, to recover damages
 resulting from violation of the federal securities laws by Defendants.

### PARTIES

9. Plaintiff is a citizen of New Hampshire and, at all times relevant hereto, has been a
Fitbit stockholder.

26 10. Defendant Fitbit provides health solutions in the United States and internationally.
27 The company offers a line of devices, including Fitbit Charge 3, Fitbit Surge, Fitbit Blaze, Fitbit
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### Case 3:19-cv-08059-RS Document 1 Filed 12/10/19 Page 4 of 24

Charge 2, Alta HR, Alta, Fitbit Ace, Fitbit Flex 2, Fitbit One, and Fitbit Zip activity trackers; Fitbit
 Ionic and Fitbit Versa smartwatches; Fitbit Aria 2 Wi-Fi smart scales; and a range of accessories,
 such as bands and frames for its devices, as well as Fitbit Flyer, a wireless headphone designed for
 fitness. Fitbit is incorporated under the laws of the State of Delaware and has its principal place
 of business at 405. Howard Street, San Francisco, CA 94015. Shares of Fitbit common stock are
 traded on the NasdaqGS under the symbol "FIT."

7 11. Defendant James Park ("Park") has been a Director of the Company at all relevant
8 times. In addition, Park serves as the President, Chairman of the Company Board, and the
9 Company's Chief Executive Officer ("CEO").

10 12. Defendant Eric N. Friedman ("Friedman") has been a director of the Company at
11 all relevant times. In addition, Friedman serves as the Company's Chief Technology Officer
12 ("CTO").

13 13. Defendant Glenda Flanagan ("Flanagan") has been a director of the Company
14 since 2016.

15 14. Defendant Matthew Bromberg ("Bromberg") has been a director of the Company
16 since 2018.

17 15. Defendant Laura Alber ("Alber") has been a director of the Company at all relevant
18 times.

19 16. Defendant Bradley M. Fluegel ("Fluegel") has been a director of the Company20 since 2018.

21 17. Defendant Steven Murray ("Murray") has been a director of the Company at all
22 relevant times.

23 18. Defendant Christopher Paisley ("Paisley") has been a director of the Company at
24 all relevant times.

25 19. Defendants identified in ¶¶ 11 - 18 are collectively referred to as the "Individual
26 Defendants."

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### Case 3:19-cv-08059-RS Document 1 Filed 12/10/19 Page 5 of 24

20. 1 Non-Defendant Google, a subsidiary of Alphabet, Inc., primarily provides online advertising services internationally. Google includes principal Internet products, such as Ads, 2 3 Android, Chrome, Commerce, Google Cloud, Google Maps, Google Play, Hardware, Search, and YouTube, as well as technical infrastructure and newer efforts, including Virtual Reality. This 4 5 segment also offers digital content, enterprise cloud services, and hardware products, as well as other miscellaneous products and services. Parent is a corporation organized under the laws of the 6 7 State of Delaware and has its principal place of business at 1600 Amphitheatre Parkway, Mountain 8 View, California 94043. Parent common stock is traded on the NasdaqGS under the ticker symbol "GOOGL". 9

10 21. Non-Defendant Merger Sub is a wholly owned subsidiary of Parent created to
11 effectuate the Proposed Transaction.

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#### JURISDICTION AND VENUE

13 22. This Court has subject matter jurisdiction pursuant to Section 27 of the Exchange
 14 Act (15 U.S.C. § 78aa) and 28 U.S.C. § 1331 (federal question jurisdiction) as Plaintiff alleges
 15 violations of Sections 14(a) and Section 20(a) of the Exchange Act. This action is not a collusive
 16 one to confer jurisdiction on a court of the United States, which it would not otherwise have.

Personal jurisdiction exists over each defendant either because the defendant
conducts business in or maintains operations in this District, or is an individual who is either
present in this District for jurisdictional purposes or has sufficient minimum contacts with this
District as to render the exercise of jurisdiction over defendant by this Court permissible under
traditional notions of fair play and substantial justice.

24. Venue is proper in this District pursuant to 28 U.S.C. § 1391, because Fitbit has its principal place of business is located in this District, and each of the Individual Defendants, as

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