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7  
8 **UNITED STATES DISTRICT COURT**  
9 **NORTHERN DISTRICT OF CALIFORNIA**

10  
11 SHOSHANA MINZER,

12 Plaintiff,

13 vs.

14 GLOBAL BLOOD THERAPEUTICS, INC.,  
15 TED W. LOVE, GLENN F. PIERCE, DAWN  
A. SVORONOS, PHILIP A. PIZZO, ALEXIS  
16 A. THOMPSON, WENDY L. YARNO,  
17 SCOTT W. MORRISON, DEVAL L.  
PATRICK, and MARK L. PERRY,

18 Defendants.  
19  
20

) Case No.  
)  
)  
)

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

) JURY TRIAL DEMANDED

21  
22 Plaintiff Shoshana Minzer (“Plaintiff”), upon information and belief, including an  
23 examination and inquiry conducted by and through her counsel, except as to those allegations  
24 pertaining to Plaintiff, which are alleged upon personal belief, alleges the following for her  
25

26 Complaint:  
27  
28

## NATURE OF THE ACTION

1  
2 This is an action brought by Plaintiff against Global Blood Therapeutics, Inc. (“GBT” or the  
3 “Company”) and the members of GBT’s Board of Directors (the “Board” or the “Individual  
4 Defendants”) for their violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934  
5 (the “Exchange Act”), 15 U.S.C. §§ 78n(a), 78t(a), and U.S. Securities and Exchange Commission  
6 (“SEC”) Rule 14a-9, 17 C.F.R. § 240.14a-9, and to enjoin the vote on a proposed transaction, pursuant  
7 to which GBT will be acquired by Pfizer Inc. (“Pfizer”) through Pfizer’s subsidiary Ribeye  
8 Acquisition Corp. (“Merger Sub”) (the “Proposed Transaction”).  
9

10 2. On August 8, 2022, GBT and Pfizer issued a joint press release announcing entry into  
11 an Agreement and Plan of Merger dated August 7, 2022 (the “Merger Agreement”) to sell GBT to  
12 Pfizer. Under the terms of the Merger Agreement, each GBT stockholder will receive \$68.50 in cash  
13 for each share of GBT common stock (the “Merger Consideration”). The Proposed Transaction is  
14 valued at approximately \$5.4 billion.  
15

16 3. On August 31, 2022, GBT filed a Schedule 14A Definitive Proxy Statement (the  
17 “Proxy Statement”) with the SEC. The Proxy Statement, which recommends that GBT stockholders  
18 vote in favor of the Proposed Transaction, omits or misrepresents material information concerning,  
19 among other things: (i) the Company’s projections; (ii) the data and inputs underlying the financial  
20 valuation analyses that support the fairness opinions provided by the Company’s financial advisors  
21 J.P. Morgan Securities LLC (“J.P. Morgan”) and Centerview Partners LLC (“Centerview”); and (iii)  
22 Centerview’s potential conflicts of interest. Defendants authorized the issuance of the false and  
23 misleading Proxy Statement in violation of Sections 14(a) and 20(a) of the Exchange Act.  
24

25 4. In short, unless remedied, GBT’s public stockholders will be irreparably harmed  
26 because the Proxy Statement’s material misrepresentations and omissions prevent them from making  
27 a sufficiently informed voting or appraisal decision on the Proposed Transaction. Plaintiff seeks to  
28

1 enjoin the stockholder vote on the Proposed Transaction unless and until such Exchange Act  
2 violations are cured.

3 **JURISDICTION AND VENUE**

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

7  
8 6. The Court has jurisdiction over defendants because each defendant is either a  
9 corporation that conducts business in and maintains operations in this District, or is an individual who  
10 has sufficient minimum contacts with this District to render the exercise of jurisdiction by this Court  
11 permissible under traditional notions of fair play and substantial justice.

12 7. Venue is proper in this District under Section 27 of the Exchange Act, 15 U.S.C. §  
13 78aa, as well as under 28 U.S.C. § 1391 because: (i) the Company is headquartered in this District;  
14 (ii) one or more of the defendants either resides in or maintains executive offices in this District; and  
15 (iii) defendants have received substantial compensation in this District by doing business here and  
16 engaging in numerous activities that had an effect in this District.

17  
18 **THE PARTIES**

19 8. Plaintiff is, and has been at all times relevant hereto, a continuous stockholder of GBT.

20 9. Defendant GBT is a Delaware corporation, with its principal executive offices located  
21 at 181 Oyster Point Boulevard, South San Francisco, California 94080. The Company engages in the  
22 discovery, development, and delivery of treatments for underserved patient communities with sickle  
23 cell disease (“SCD”). GBT’s common stock trades on the Nasdaq Global Select Market under the  
24 ticker symbol “GBT.”

25  
26 10. Defendant Ted W. Love (“Love”) has been President and Chief Executive Officer  
27 (“CEO”) of the Company since June 2014, and a director since September 2013.

1 11. Defendant Glenn F. Pierce (“Pierce”) has been a director of the Company since  
2 February 2016.

3 12. Defendant Dawn A. Svoronos (“Svoronos”) has been a director of the Company since  
4 December 2018.

5 13. Defendant Philip A. Pizzo (“Pizzo”) has been a director of the Company since  
6 September 2015.

7 14. Defendant Alexis A. Thompson (“Thompson”) has been a director of the Company  
8 since March 2021.

9 15. Defendant Wendy L. Yarno (“Yarno”) has been a director of the Company since  
10 December 2017.

11 16. Defendant Scott W. Morrison (“Morrison”) has been a director of the Company since  
12 January 2016.

13 17. Defendant Deval L. Patrick (“Patrick”) has been a director of the Company since May  
14 2020, as well as from April 2015 to November 2019.

15 18. Defendant Mark L. Perry (“Perry”) has been a director of the Company since April  
16 2015.

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

19  
20  
21 **OTHER RELEVANT ENTITIES**

22 20. Pfizer is a research-based, global biopharmaceutical company. Pfizer applies science  
23 and its global resources to bring therapies to people that extend and significantly improve their lives  
24 through the discovery, development, manufacturing, marketing, sale, and distribution of  
25 biopharmaceutical products worldwide. Pfizer works across developed and emerging markets to  
26

1 advance wellness, prevention, treatments, and cures. For the year ended December 31, 2021, Pfizer  
2 generated revenues of \$81.3 billion and employed approximately 79,000 people worldwide.

3 21. Merger Sub is a Delaware corporation and a wholly-owned subsidiary of Pfizer.

4 **SUBSTANTIVE ALLEGATIONS**

5 **Background of the Company**

6  
7 22. Founded in 2011, GBT is a biopharmaceutical company dedicated to the discovery,  
8 development and delivery of life-changing treatments that provide hope to underserved patient  
9 communities, starting with SCD, a lifelong, devastating inherited blood disorder. The Company has  
10 introduced Oxbryta (voxelotor), the first Food and Drug Administration-approved medicine that  
11 directly inhibits sickle hemoglobin (HbS) polymerization, the root cause of red blood cell sickling in  
12 SCD. GBT is also advancing its pipeline program in SCD with inclacumab, a P-selectin inhibitor in  
13 Phase 3 development to address pain crises associated with the disease, and GBT021601 (GBT601),  
14 the Company's next generation HbS polymerization inhibitor. In addition, GBT's drug discovery  
15 teams are working on new targets to develop the next generation of treatments for SCD.  
16

17 23. On May 4, 2022, GBT announced its second quarter 2022 financial results and  
18 business developments. With more than 1,200 new prescriptions for Oxbryta® (voxelotor) in the  
19 first quarter, the Company recorded Oxbryta® net sales of \$55.2 million during the period, an increase  
20 of 41% year over year. GBT also launched Oxbryta® in the United Arab Emirates ("UAE") via the  
21 Company's distributor partnership with Biopharma-MEA. Reflecting on GBT's results, defendant  
22 Love stated:  
23

24 In the first quarter, we achieved two major milestones in our journey to expand patient  
25 access to Oxbryta. In the U.S., we launched Oxbryta for patients ages 4 to 11,  
26 including a new age-appropriate formulation, giving us the potential to expand our  
27 reach to more SCD patients. We've received positive feedback on the launch, with  
28 encouraging trends during the quarter in new prescriptions for this age group as well  
as some incremental growth for the ages 12 and older population. In addition, we  
received marketing authorization from the European Commission for Oxbryta, making

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