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Keith P. Enright and John Kent Walker, Jr.
9

10 UNITED STATES DISTRICT COURT
11 NORTHERN DISTRICT OF CALIFORNIA
12

13 In re ALPHABET, INC. SECURITIES)
LITIGATION,)
14 _____)

Master File No. 4:18-cv-06245-JSW

CLASS ACTION

15 This Document Relates To:)

16 ALL ACTIONS.)
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**DEFENDANTS' ANSWER TO
CONSOLIDATED AMENDED
COMPLAINT FOR VIOLATION OF
THE FEDERAL SECURITIES
LAWS**

1 Defendants Alphabet Inc. (“Alphabet” or the “Company”), Google LLC (“Google”),
2 Lawrence E. Page, Sundar Pichai, Keith P. Enright and John Kent Walker, Jr. (collectively,
3 “Defendants”), hereby answer the Consolidated Amended Complaint for Violation of the Federal
4 Securities Laws (the “Complaint” or “¶”) filed by lead plaintiff State of Rhode Island, Office of
5 the Rhode Island Treasurer on behalf of the Employees’ Retirement System of Rhode Island
6 (“Plaintiff”).

7 The Court’s Order dated February 5, 2020 (the “February 5, 2020 Order”) granted
8 Defendants’ motion to dismiss the Complaint in its entirety. In its June 16, 2021 opinion, the
9 Ninth Circuit panel affirmed the Court’s February 5, 2020 Order dismissing all purportedly false
10 statements contained in the Complaint other than the statements relating to Alphabet’s Forms 10-
11 Q filed with the U.S. Securities and Exchange Commission (“SEC”) in April and July of
12 2018. *See* ECF No. 87 (the “June 16, 2021 Court of Appeals Opinion”) at 23, 34-37. To the
13 extent the allegations of the Complaint concern claims that were dismissed by the February 5,
14 2020 Order, the dismissal of which was affirmed by the June 16, 2021 Court of Appeals
15 Opinion, Defendants need not respond to these allegations and, on that basis, Defendants deny
16 each and every dismissed allegation.

17 To the extent the paragraphs of the Complaint are grouped under headings and
18 subheadings, Defendants respond generally that the headings and subheadings do not constitute
19 factual averments, and thus the headings and subheadings are not included herein. To the extent
20 a response is deemed necessary, Defendants deny each and every heading and subheading in the
21 Complaint.

22 Except as expressly admitted herein, Defendants deny each and every allegation of the
23 Complaint, including, without limitation, any allegations in the unnumbered paragraph on page 1
24 of the Complaint, headings, subheadings, footnotes, and/or the prayer for relief.

25 Defendants further answer the numbered paragraphs in the Complaint as follows.

26 1. Defendants admit that Plaintiff purports to bring an action under Sections 10(b)
27 and 20(a) of the Securities Exchange Act of 1934 (“Exchange Act”), and Rule 10b-5
28 promulgated thereunder, on behalf of those who purchased or otherwise acquired securities of

1 Alphabet between April 23, 2018 and October 7, 2018. Except as expressly admitted herein,
2 Defendants deny each and every allegation in paragraph 1.

3 2. Defendants deny the allegations in paragraph 2.

4 3. Defendants admit that Plaintiff purports to bring an action under Sections 10(b)
5 and 20(a) of the Exchange Act, and Rule 10b-5 promulgated thereunder. Defendants deny
6 violating Sections 10(b) or 20(a) of the Exchange Act, or Rule 10b-5 promulgated under the
7 Exchange Act. The allegations in paragraph 3 otherwise consist of legal conclusions to which no
8 response is required. Except as expressly admitted herein, Defendants deny each and every
9 allegation in paragraph 3.

10 4. Defendants admit that this Court has jurisdiction over this action.

11 5. Defendants admit that venue is proper in this District.

12 6. The allegations in paragraph 6 consist of legal conclusions to which no response
13 is required. To the extent a response is deemed necessary, Defendants deny each and every
14 allegation in paragraph 6.

15 7. Defendants admit that Plaintiff submitted a certification to the Court at ECF No.
16 19-3. Defendants deny the remaining allegations in paragraph 7.

17 8. Defendants admit that Alphabet is headquartered in Mountain View,
18 California. Defendants admit that Alphabet's Class C capital stock is listed on the Nasdaq
19 Global Select Market under the symbol "GOOG." Defendants admit that, as of January 31,
20 2019, there were 349,291,348 shares of Alphabet's Class C capital stock outstanding. Except as
21 expressly admitted herein, Defendants deny each and every allegation in paragraph 8.

22 9. Defendants admit that Google is a technology company that specializes in
23 Internet-related services and products, including online advertising technologies, search, cloud
24 computing, software, and hardware. Defendants admit that, on October 2, 2015, Alphabet
25 announced the completion of a holding company reorganization in which Alphabet became the
26 successor issuer to Google Inc. Defendants admit that as a result of the reorganization, Google
27 Inc. became a direct wholly-owned subsidiary of Alphabet. Defendants admit that Google Inc.
28 filed a Certificate of Conversion with the Delaware Secretary of State, in which Google Inc.

1 converted from a corporation to a limited liability company and changed its name to Google
2 LLC on September 30, 2017. Defendants admit that Google is a wholly-owned subsidiary of
3 Alphabet. Defendants admit that Plaintiff purports to refer to Google Inc. and Google LLC
4 collectively as “Google” in the Complaint, and that Plaintiff purports to refer to Alphabet and
5 “Google” collectively as “the Companies” in the Complaint. Except as expressly admitted
6 herein, Defendants deny each and every allegation in paragraph 9 and footnote 1.

7 10. To the extent paragraph 10 concerns claims that were dismissed by the February
8 5, 2020 Order, the dismissal of which was affirmed by the June 16, 2021 Court of Appeals
9 Opinion, Defendants need not respond to these allegations and, on that basis, Defendants deny
10 each and every dismissed allegation in paragraph 10. The Complaint alleges that Mr. Enright
11 made false and misleading statements in written testimony provided to the Senate Committee on
12 Commerce, Science, and Transportation on September 26, 2018, and in a September 24, 2018
13 blog post. ¶¶ 52-55. The June 16, 2021 Court of Appeals Opinion affirmed the dismissal of
14 those statements, and thus no response to allegations concerning those statements is required.
15 June 16, 2021 Court of Appeals Opinion at 34-37. To the extent a response is necessary,
16 Defendants admit that Mr. Enright held the position of Director, Privacy Legal from 2016 until
17 September 2018, and that Mr. Enright took on the role of Chief Privacy Officer in September
18 2018. Defendants admit that Mr. Enright was at one point Google’s data protection officer, but
19 no longer holds that position. Except as expressly admitted herein, Defendants deny each and
20 every allegation in paragraph 10.

21 11. Defendants admit that Larry Page is one of Google’s Co-Founders and has served
22 as a member of the Company’s Board of Directors since Google Inc.’s inception in September
23 1998. Defendants admit that Mr. Page served as Google’s Chief Executive Officer from
24 September 1998 to July 2001. Defendants admit that Mr. Page resumed the role of Google’s
25 Chief Executive Officer from April 2011 to October 2015, and that Mr. Page served as
26 Alphabet’s Chief Executive Officer from October 2015 to December 2019. Defendants admit
27 that Mr. Page was a member of Alphabet’s Board of Directors and the Board of Directors’
28

1 standing Executive Committee between April 23, 2018 and October 7, 2018. Except as
2 expressly admitted herein, Defendants deny each and every allegation in paragraph 11.

3 12. Defendants admit that Sundar Pichai has served as Chief Executive Officer of
4 Google since October 2015. Defendants admit that Mr. Pichai joined Google in April 2004 and
5 has held various positions at Google, including Senior Vice President of Products; Senior Vice
6 President of Android, Chrome and Apps; Senior Vice President, Chrome and Apps; Senior Vice
7 President, Chrome; and Vice President, Product Management. Defendants admit that Mr. Pichai
8 was a member of Alphabet's Board of Directors between April 23, 2018 and October 7, 2018,
9 and has been a member of the Board of Directors' standing Executive Committee since April
10 2018. Except as expressly admitted herein, Defendants deny each and every allegation in
11 paragraph 12.

12 13. To the extent paragraph 13 concerns claims that were dismissed by the February
13 5, 2020 Order, the dismissal of which was affirmed by the June 16, 2021 Court of Appeals
14 Opinion, Defendants need not respond to these allegations and, on that basis, Defendants deny
15 each and every dismissed allegation in paragraph 13. The Complaint alleges that Mr. Walker
16 made a false and misleading statement during Alphabet's June 6, 2018 shareholders meeting.
17 ¶¶ 48, 55. The June 16, 2021 Court of Appeals Opinion affirmed the dismissal of that statement,
18 and thus no response to allegations concerning that statement is required. June 16, 2021 Court of
19 Appeals Opinion at 34-37. To the extent a response is necessary, Defendants admit that Mr.
20 Walker served as Vice President and General Counsel of Google beginning in November 2006
21 and that in June 2018, Mr. Walker became Google's Senior Vice President, Global Affairs.
22 Defendants admit that in his role as General Counsel, Mr. Walker had responsibility for, among
23 other things, overseeing the Company's legal department and advising the Company's Board of
24 Directors and members of the Company's management team on various matters, including legal
25 and corporate governance matters. Except as expressly admitted herein, Defendants deny each
26 and every allegation in paragraph 13.

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