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11 **UNITED STATES DISTRICT COURT**
 12 **NORTHERN DISTRICT OF CALIFORNIA**

13 SHIVA STEIN,)	Case No.
)	
14 Plaintiff,)	
)	
15 v.)	COMPLAINT FOR VIOLATIONS OF
)	SECTIONS 14(a) AND 20(a) OF THE
16)	SECURITIES EXCHANGE ACT OF
17)	1934
18)	<u>DEMAND FOR JURY TRIAL</u>
19)	
20 Defendants.)	

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1 Plaintiff Shiva Stein (“Plaintiff”), by her attorneys, makes the following allegations
2 against Telenav, Inc. (“Telenav” or the “Company”) and the members of the board of directors
3 of Telenav (the “Board” or “Individual Defendants,” along with Telenav, collectively referred to
4 as the “Defendants”), for their violations of Sections 14(a) and 20(a) of the Securities Exchange
5 Act of 1934 (the “Exchange Act”), 15 U.S.C. §§ 78n(a), 78t(a), SEC Rule 14a-9, 17 C.F.R.
6 240.14a-9, and Regulation G, 17 C.F.R. § 244.100 in connection with the proposed acquisition
7 (the “Proposed Transaction”) of Telenav by affiliates of V99 Inc. (“V99”). The allegations in
8 this complaint are based on the personal knowledge of Plaintiff as to herself and on information
9 and belief (including the investigation of counsel and review of publicly available information)
10 as to all other matters stated herein.

11 **INTRODUCTION**

12 1. This is an action brought by Plaintiff to enjoin a transaction whereby Viking Merger
13 Sub, Inc., a Delaware corporation and direct wholly owned subsidiary of V99 (“Merger Sub”)
14 will merge with and into Telenav, with Telenav continuing as the surviving corporation as a direct
15 wholly owned subsidiary of V99 (“Proposed Transaction”). Pursuant to the Merger Agreement,
16 Telenav shareholders will receive \$4.80 in cash for each share of Telenav common stock owned
17 (the “Merger Consideration”). The Board has unanimously recommended to the Company’s
18 stockholders that they vote for the Proposed Transaction at the special meeting of the Telenav
19 shareholders. Telenav shareholders will own approximately 36% of the post-transaction entity
20 and V99 shareholders will own 64% of the post-transaction entity.

21 2. To convince Telenav stockholders to vote in favor of the Proposed Transaction, on
22 December 17, 2020, the Board authorized the filing of a materially incomplete and misleading
23 Proxy Statement on Schedule 14A (the “Proxy Statement”) with the Securities and Exchange
24 Commission (“SEC”). The Proxy Statement violates Sections 14(a) and 20(a) of the Exchange
25 Act by noncompliance with Regulation G and SEC Rule 14a-9 (17 C.F.R. § 244.100 and 17
26 C.F.R. § 240.14a-9, respectively).

27 3. Defendants have failed to disclose certain material information necessary for
28 Telenav stockholders to properly assess the fairness of the Proposed Transaction, thereby

1 violating SEC rules and regulations and rendering certain statements in the Proxy Statement
2 materially incomplete and misleading.

3 4. In particular, the Proxy Statement contains materially incomplete and misleading
4 information concerning the financial forecasts for the Company prepared and relied upon by the
5 Board in recommending to the Company's stockholders that they vote in favor of the Proposed
6 Transaction. The same forecasts were used by Telenav's financial advisor, B. Riley Securities,
7 Inc. ("B. Riley"), in conducting their valuation analyses in support of its fairness opinion. The
8 Proxy Statement also contains materially incomplete and misleading information concerning
9 certain financial analyses performed by the financial advisor.

10 5. The material information that has been omitted from the Proxy Statement must be
11 disclosed prior to the forthcoming stockholder vote in order to allow the stockholders to make an
12 informed decision regarding the Proposed Transaction.

13 6. For these reasons, and as set forth in detail herein, Plaintiff asserts claims against
14 Defendants for violations of Sections 14(a) and 20(a) of the Exchange Act, based on Defendants'
15 violations of Regulation G and Rule 14a-9. Plaintiff seeks to enjoin Defendants from holding the
16 stockholders vote on the Proposed Transaction and taking any steps to consummate the Proposed
17 Transaction unless, and until, all material information discussed below is disclosed to Telenav
18 stockholders sufficiently in advance of the vote on the Proposed Transaction or, in the event the
19 Proposed Transaction is consummated without corrective disclosures, to recover damages
20 resulting from Defendants' violations of the Exchange Act.

21 **JURISDICTION AND VENUE**

22 7. This Court has subject matter jurisdiction pursuant to Section 27 of the Exchange
23 Act (15 U.S.C. § 78aa) and 28 U.S.C. § 1331 (federal question jurisdiction) as Plaintiff alleges
24 violations of Section 14(a) and 20(a) of the Exchange Act.

25 8. This Court has personal jurisdiction over each defendant named herein because
26 each defendant is either a corporation that does sufficient business in California or an individual
27 who has sufficient minimum contacts with California to render the exercise of jurisdiction by the
28 California courts permissible under traditional notions of fair play and substantial justice.

1 9. Venue is proper in this District under Section 27 of the Exchange Act, 15 U.S.C.
2 § 78aa, as well as under 28 U.S.C. § 1391, because V99 is headquartered in this District.

3 **PARTIES**

4 10. Plaintiff has owned the common stock of Telenav since prior to the announcement
5 of the Proposed Transaction herein complained of and continues to own this stock.

6 11. Telenav is a corporation duly organized and existing under the laws of Delaware
7 and maintains its principal offices in Santa Clara, California. Telenav is, and at all relevant times
8 hereto was, listed and traded on the NASDAQ Stock Exchange under the symbol “TNAV.”

9 12. Defendant Douglas Miller has been a member of the Board since 2015.

10 13. Defendant H.P. Jin is a co-founder of the Company and has been a member of the
11 Board and president of the Company since 1999.

12 14. Defendant Samuel Chen has been a member of the Board since 2002.

13 15. Defendant Wes Cummins has been a member of the Board since 2016.

14 16. Defendant Randy L. Ortiz has been a member of the Board since 2017.

15 17. The Defendants referred to in paragraphs 12-16 are collectively referred to herein as
16 the “Individual Defendants” and/or the “Board.”

17 18. The Defendants referred to in paragraphs 11-16 are collectively referred to herein as
18 the “Defendants.”

19 **SUBSTANTIVE ALLEGATIONS**

20 ***The Proposed Transaction***

21 19. On November 3, 2020, Telenav announced that it had entered into the Agreement
22 and Plan of Merger with V99 (the “Merger Agreement”):

23 SANTA CLARA, Calif.--(BUSINESS WIRE)--Telenav, Inc. (NASDAQ:
24 TNAV), a leading provider of connected-car and location-based services, today
25 announced that it has entered into a definitive merger agreement to be acquired by
26 V99, Inc., a Delaware corporation led by HP Jin, Co-Founder, President, and
27 Chief Executive Officer of Telenav, for \$4.80 per share in an all cash transaction
28 that values Telenav at approximately \$241 million. HP Jin, Samuel T. Chen, a
director of Telenav, and a certain entity affiliated with Mr. Chen, are expected to
provide debt financing in connection with the proposed transaction.

1 The per share purchase price represents a premium of approximately 33.3 percent
2 over Telenav's closing stock price on October 1, 2020, the last full trading day
3 prior to announcing that the Special Committee had received a non-binding "go-
4 private" proposal from V99. Upon completion of the transaction, Telenav will
5 become a private company with the flexibility to continue investing in its
6 connected-car strategy.

7 "We are pleased to have reached this agreement with V99, which we believe will
8 deliver immediate value to stockholders and positions Telenav to accelerate its
9 journey towards a connected-car future with smarter, easier and safer innovation,"
10 said Douglas Miller, Lead Independent Director and a member of the Telenav
11 Special Committee. "The transaction is the result of a thoughtful and
12 comprehensive review of value creation opportunities available to Telenav. We
13 are confident that this transaction is in the best interest of Telenav and all of its
14 stakeholders, and we look forward to working with HP and V99 to complete the
15 transaction."

16 "Today's announcement represents an exciting new chapter for Telenav," said HP
17 Jin, Co-Founder, President and Chief Executive Officer. "As a private company,
18 we will have the resources and flexibility to continue our growth and execute on
19 our OEM-centric, connected-car strategy as the market for connected-car
20 capabilities continues to expand. I would like to thank the Special Committee for
21 taking the time to thoroughly evaluate and review V99's offer and Telenav's
22 employees for their continued focus throughout this process. I am honored to
23 continue leading Telenav through its next phase of growth and success, and I am
24 confident Telenav will thrive as a privately held company."

25 **Transaction Details**

26 Acting upon unanimous recommendation by the Special Committee, the Telenav
27 Board of Directors unanimously approved the merger agreement and the merger,
28 with Messrs. Jin and Chen recusing themselves from all related discussions and
abstaining from the vote. The Special Committee negotiated the terms of the
merger agreement with assistance from its independent financial and legal
advisors.

The agreement includes a 30-day "go-shop" period expiring on December 2,
2020, which permits the Special Committee and its advisors to solicit alternative
acquisition proposals from third parties. The Special Committee will have the
right to terminate the merger agreement to enter into a superior proposal subject
to the terms and conditions of the merger agreement. There can be no assurance
that this "go-shop" will result in a superior proposal, and Telenav does not intend
to disclose developments with respect to the solicitation process unless and until it
determines such disclosure is appropriate or otherwise required.

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