UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

MICHAEL KENT, Plaintiff, v. CHEMOCENTRYX, INC., THOMAS J. SCHALL, THOMAS A. EDWARDS, JOSEPH M. FECZKO, JENNIFER L. HERRON, RITA I. JAIN, SUSAN M. KANAYA, GEOFFREY M. PARKER, JAMES L. TYREE, and DAVID E. WHEADON, Defendants.	)	Case No. **COMPLAINT FOR VIOLATIONS OF THE FEDERAL SECURITIES LAWS** JURY TRIAL DEMANDED

Plaintiff Michael Kent ("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 ChemoCentryx, Inc. ("ChemoCentryx" or the "Company") and its corporate directors for violating Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act"), 15 U.S.C. §§ 78n(a), 78t(a), and U.S. Securities and Exchange Commission ("SEC") Rule 14a-9, 17 C.F.R. §240.14a-9 ("Rule 14a-9"), in connection with the proposed acquisition of the Company by Amgen, Inc. ("Amgen").[1]

2. On August 3, 2022, the Company entered into an Agreement and Plan of Merger

[1] The proposed acquisition of the Company described herein is referred to as the "Proposed Transaction."

with Amgen and Carnation Merger Sub, Inc. ("Merger Sub") (the "Merger Agreement"). The Merger Agreement provides that the Company's stockholders will receive $52.00 in cash for each share of Company common stock held.

3. The Company's corporate directors subsequently authorized the September 14, 2022 filing of the materially incomplete and misleading Schedule 14A Definitive Proxy Statement (the "Proxy Statement") with the SEC. The Proxy Statement, which recommends that Company stockholders vote in favor of the Proposed Transaction, omits or misrepresents material information necessary and essential to that decision. Defendants authorized the issuance of the false and misleading Proxy Statement in violation of Sections 14(a) and 20(a) of the Exchange Act.

4. It is imperative that the material information omitted from the Proxy Statement is disclosed to the Company's stockholders prior to the forthcoming stockholder vote so that they can properly exercise their corporate suffrage rights, among other things.[2]

5. For these reasons and as set forth in detail herein, Plaintiff seeks to enjoin Defendants from taking any steps to consummate the Proposed Transaction unless and until the material information discussed below is disclosed to the Company's stockholders or, in the event the Proposed Transaction is consummated, to recover damages resulting from the defendants' violations of the Exchange Act.

JURISDICTION AND VENUE

6. This Court has jurisdiction over the claims asserted herein for violations of Sections 14(a) and 20(a) of the Exchange Act and SEC Rule 14a-9 promulgated thereunder

[2] The Special Meeting at which stockholders will be asked to approve the Proposed Transaction currently is scheduled for October 18, 2022.

pursuant to Section 27 of the Exchange Act, 15 U.S.C. § 78aa, and 28 U.S.C. § 1331 (federal question jurisdiction).

7. Personal jurisdiction exists over the defendants because each defendant either conducts business in or maintains operations within this District, or is an individual with sufficient minimum contacts with this District so as to make the exercise of jurisdiction by this Court permissible under traditional notions of fair play and substantial justice.

8. Venue is proper in this District pursuant to 28 U.S.C. § 1391 because defendants are found or are inhabitants or transact business in this District.

THE PARTIES

9. Plaintiff is, and has been at all times relevant hereto, the owner of ChemoCentryx common stock.

10. Defendant ChemoCentryx is a Delaware corporation with its principal executive offices located at 835 Industrial Road, Suite 600, San Carlos, California 94070. ChemoCentryx's shares trade on the Nasdaq Global Select Market under the ticker symbol "CCXI." ChemoCentryx is a biopharmaceutical company focused on the development and commercialization of new medications for inflammatory disorders, autoimmune diseases, and cancer in the United States.

11. Defendant Thomas J. Schall is and has been Chairman of the Board and President, Chief Executive Officer, and a director of the Company at all times relevant hereto.

12. Defendant Thomas A. Edwards is and has been a director of the Company at all times relevant hereto.

13. Defendant Joseph M. Feczko is and has been a director of the Company at all times relevant hereto.

14. Defendant Jennifer L. Herron is and has been a director of the Company at all times relevant hereto.

15. Defendant Rita I. Jain is and has been a director of the Company at all times relevant hereto.

16. Defendant Susan M. Kanaya is and has been a director of the Company at all times relevant hereto.

17. Defendant Geoffrey M. Parker is and has been a director of the Company at all times relevant hereto.

18. Defendant James L. Tyree is and has been a director of the Company at all times relevant hereto.

19. Defendant David E. Wheadon is and has been a director of the Company at all times relevant hereto.

20. Defendant Defendants identified in paragraphs 11-19 are collectively referred to herein as the "Board" or the "Individual Defendants."

SUBSTANTIVE ALLEGATIONS

The Proposed Transaction

21. On August 4, 2022, Amgen and ChemoCentryx jointly announced in relevant part:

> THOUSAND OAKS, Calif. And SAN CARLOS, Calif., Aug. 4, 2022 /PRNewswire/ -- Amgen (NASDAQ: AMGN) and ChemoCentryx, Inc., (NASDAQ: CCXI), a biopharmaceutical company focused on orally administered therapeutics to treat autoimmune diseases, inflammatory disorders and cancer, today announced that the companies have entered into a definitive agreement under which Amgen will acquire ChemoCentryx for $52 per share in cash, representing an enterprise value of approximately $3.7 billion.

"The acquisition of ChemoCentryx represents a compelling opportunity for Amgen to add to our decades-long leadership in inflammation and nephrology with TAVNEOS, a transformative, first-in-class treatment for ANCA-associated vasculitis," said Robert A. Bradway, chairman and chief executive officer at Amgen. "We are excited to join in the TAVNEOS launch and help many more patients with this serious and sometimes life-threatening disease for which there remains significant unmet medical need. We also look forward to welcoming the highly skilled team from ChemoCentryx that shares our passion for serving patients suffering from serious diseases."

"A fierce commitment to improving human lives is the bond that unites Amgen and ChemoCentryx today," said Thomas J. Schall, Ph.D., president and chief executive officer of ChemoCentryx. "Last year, after 25 years of proud history, we at CCXI delivered on our founding promise with the approval of TAVNEOS for patients with anti-neutrophil cytoplasmic autoantibody-associated vasculitis (ANCA-associated vasculitis). It is an honor to now join Amgen's great mission, and together begin a bright new era bringing landscape-shaping medicines like TAVNEOS to those who will benefit most."

TAVNEOS is an orally administered selective complement component 5a receptor inhibitor. It was approved by the U.S. Food and Drug Administration in October 2021 as an adjunctive treatment for adult patients with severe active ANCA-associated vasculitis, specifically granulomatosis with polyangiitis (GPA) and microscopic polyangiitis (MPA) (the two main forms of ANCA-associated vasculitis), in combination with standard therapy.

ANCA-associated vasculitis is an umbrella term for a group of multi-system autoimmune diseases with small vessel inflammation. Inflamed vessels may rupture or become occluded giving rise to a broad array of clinical symptoms and signs related to a systemic inflammatory response which may result in profound injury and dysfunction in the kidneys, lungs and other organs.

Amgen is a leader in inflammation and nephrology. The company's inflammation portfolio includes Otezla®, ENBREL®, TEZSPIRE®, AMGEVITA™ (a biosimilar to HUMIRA®), RIABNI™ (a biosimilar to Rituxan®), and AVSOLA® (a biosimilar to REMICADE®). Amgen's pipeline includes four innovative Phase 2 inflammation medicines – efavaleukin alpha for systemic lupus erythematosus and ulcerative colitis, ordesekimab for celiac disease, rocatinlimab for atopic dermatitis and rozibafusap alfa for systemic lupus erythematosus – as well as ABP 654, a biosimilar to STELARA® that is in Phase 3 development. Amgen's nephrology portfolio includes EPOGEN®, Aranesp®, Parsabiv® and Sensipar®.

U.S. sales of TAVNEOS in the first quarter of 2022, the first full quarter of sales, were $5.4 million. TAVNEOS is also approved in major markets outside the

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