IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND

PHREESIA, INC.,

               Plaintiff,

               v.

CERTIFY GLOBAL, INC. D/B/A CERTIFY AND
CERTIFY HEALTH, ROLLING ROCK
SOFTWARE PVT LTD. and TIMOTHY
GOODWIN,

               Defendants.

Civil Action No. _____

COMPLAINT

JURY TRIAL DEMANDED

Plaintiff Phreesia, Inc. ("Phreesia" or "Plaintiff"), by and through its attorneys, for its Complaint against Defendants Certify Global, Inc. d/b/a Certify and Certify Health ("Certify"), Rolling Rock Software Pvt Ltd. ("Rolling Rock Software"), and Timothy Goodwin, Vice President of Certify (collectively "Defendants"), alleges as follows:

PRELIMINARY STATEMENT

1.   Defendants have engaged in a conspiracy to misappropriate Phreesia's trade secrets and confidential information in order to create an almost identical version of Phreesia's industry-leading software, and to unlawfully interfere with Phreesia's customer relationships. Defendants' actions involved a concerted effort over the span of years to steal Phreesia's trade secrets and confidential information in order to create a service to compete with Phreesia's industry-leading software. However, due to Phreesia's security and compliance controls Phreesia was able to reconstruct Defendants' unauthorized incursions and establish how and when Defendants'

unlawful actions took place.

2.   Defendants worked to subvert Phreesia's relationships with an existing client partner to create unauthorized login accounts. As a result of these efforts, Defendants were able to repeatedly access Phreesia's confidential software system and to use information gained by that access to misappropriate Phreesia's trade secrets and confidential information. Defendants then took that information and incorporated it into their own systems to unlawfully compete against Phreesia.

3.   Defendants' ongoing actions are unjustly enriching Defendants and causing significant harm to Phreesia. As a result of Defendants' wrongful conduct, Phreesia is entitled to the award of substantial damages to be determined at trial, including all revenues derived by Defendants from the sale of products that use or incorporate Phreesia's trade secrets and/or confidential information; an additional award of lost profits to Phreesia; a declaration that Certify's products have unlawfully been developed using Phreesia's intellectual property; an order enjoining Defendants from offering any product or service that incorporates trade secrets or confidential information misappropriated from Phreesia, and from accessing Phreesia software, data and information; and such additional declaratory and injunctive relief as the Court deems appropriate.

PARTIES

4.   Plaintiff Phreesia is a Delaware corporation with its headquarters located at 434 Fayetteville Street, Suite 1400, Raleigh, NC 27601.

5.   On information and belief, Defendant Certify is a Delaware corporation with its headquarters located at 9801 Washingtonian Blvd., Ste. 200, Gaithersburg, MD 20878.

6.   On information and belief, Defendant Rolling Rock Software is an Indian corporation with its U.S. headquarters located at 9801 Washingtonian Blvd., Ste. 200,

Gaithersburg, MD 20878.

7.	On information and belief, Defendant Rolling Rock Software performs a substantial portion of the software development activities for Defendant Certify.

8.	On information and belief, in addition to sharing the same suite at the same address for their respective U.S. headquarters, Defendants Certify and Rolling Rock Software are also operated by the same officers. For example, the two companies share the same Chief Executive Officer (Marc Potash), the same Chief Technical Officer (Preetham Gowda), the same Chief Operating Officer (Jacob Saji), and the same Vice President of Product Development (Preet Mann). On information and belief, Defendants Certify and Rolling Rock Software also have common ownership.

9.	On information and belief, Defendant Timothy Goodwin is an individual who resides in Maryland and serves as Vice President of Defendant Certify.

JURISDICTION AND VENUE

10.	This Court has jurisdiction over this action pursuant to 28 U.S.C. § 1331, because Plaintiff's claims against all Defendants for violations of the Defend Trade Secrets Act of 2016, 18 U.S.C. § 1836 *et seq.,* and the Computer Fraud and Abuse Act, 18 U.S.C. § 1030, raise federal questions.

11.	Plaintiff's remaining claims arising under state law fall within this Court's supplemental jurisdiction pursuant to 28 U.S.C. § 1367(a) because they are so related to the federal claims that they form part of the same case or controversy.

12.	This Court has Personal jurisdiction over Defendant Certify because its headquarters are in Gaithersburg, Maryland, and it therefore resides within this District.

13.	Upon information and belief, Defendant Certify has engaged in and maintained

systematic and continuous business contacts within the state of Maryland, and has purposefully availed itself of the benefits and protections of the laws of Maryland rendering it at home in Maryland.

14.   This Court has Personal jurisdiction over Defendant Rolling Rock Software because it maintains a principal place of business in Gaithersburg, Maryland, within this District.

15.   Upon information and belief, Defendant Rolling Rock Software has engaged in and maintained systematic and continuous business contacts within the state of Maryland, and has purposefully availed itself of the benefits and protections of the laws of Maryland rendering it at home in Maryland.

16.   Upon information and belief, Defendant Rolling Rock Software engaged in, and collaborated and/or acted in concert with Defendant Certify to engage in wrongful acts within Maryland in violation of Maryland law.

17.   Alternatively, the Court has personal jurisdiction over Defendant Rolling Rock Software under Federal Rule of Civil Procedure 4(k)(2). Plaintiffs' claims arise under federal law, and Defendant Rolling Rock Software is a foreign defendant not subject to general personal jurisdiction in the courts of any state; Defendant Rolling Rock Software has sufficient contacts with the United States as a whole, including, but not limited to, purposefully placing products incorporating misappropriated trade secrets in U.S. commerce.

18.   This Court has Personal jurisdiction over Defendant Timothy Goodwin because he resides within this District.

19.   Venue in this district is proper under 28 U.S.C. § 1391(b)(2) because a substantial part of the events or omissions giving rise to the claims at issue occurred within this district. In the alternative, venue in this district is proper under 28 U.S.C. § 1391(b)(3) because this Court has

Personal jurisdiction over at least one defendant.

FACTUAL ALLEGATIONS

A.   Phreesia's Business and its Trade Secrets and Confidential Information

20.   Founded in 2005, Phreesia has spent more than fifteen years helping medical groups and health systems improve their patient intake processes through the use of innovative technologies.

21.   Phreesia is engaged in the nationwide business of providing point-of-service solutions for healthcare practices that, among other things: (a) digitize intake (*e.g.*, by permitting patients to fill out information forms and sign consent forms through a mobile device, on a tablet, or at a kiosk); (b) automate eligibility and benefits verification, and calculate patient responsibility (*e.g.,* copays); and (c) provide a secure payments platform. Phreesia's software drives efficiency for healthcare practices and provides patients with a seamless and automated experience.

22.   Phreesia provides its customized patient intake services through its proprietary software-as-a-service (SaaS) applications. Working through mobile applications and dedicated wireless PhreesiaPad tablets and kiosks, Phreesia's specialized intake tools help partners streamline their operations, while giving patients safe, contactless options.

23.   In order to develop its software, Phreesia engaged in extensive research and development and product testing and solicited wide-ranging and confidential customer feedback and assessments. Phreesia has invested more than $92 million during the last five years alone to develop, implement, and update its proprietary software services.

24.   Due to its efforts, Phreesia has established a high degree of goodwill in the quality and utility of its software. For example, Phreesia has been named the Best in KLAS for Patient Intake Management by the research and insights firm KLAS in its annual reports in both 2019 and

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