

Quidel and the combined company will continue to operate through Topco (the “Proposed Transaction”).

2. On December 23, 2021, Ortho and Quidel issued a joint press release announcing that they had entered into a Business Combination Agreement dated December 22, 2021 (the “BCA”) to sell Ortho to Quidel. Under the terms of the BCA, Ortho shareholders will receive both of: (i) \$7.14 in cash, and (ii) 0.1055 shares of Topco common stock for each share of Ortho common stock they own (the “Merger Consideration”). Upon completion of the merger, current Ortho shareholders are expected to own approximately 38% and current Quidel shareholders are expected to own approximately 62% of the combined company. The Proposed Transaction is valued at approximately \$6.0 billion.

3. On January 31, 2022, Topco filed a Form S-4 Registration Statement (the “Registration Statement”) with the SEC. The Registration Statement, which recommends that Ortho stockholders vote in favor of the Proposed Transaction, omits or misrepresents material information concerning, among other things: (i) the Company’s and Quidel’s financial projections; and (ii) the data and inputs underlying the financial valuation analyses that support the fairness opinion provided by the Company’s financial advisor, J.P. Morgan Securities LLC (“JPM”). Defendants authorized the issuance of the false and misleading Registration Statement in violation of Sections 14(a) and 20(a) of the Exchange Act.

4. In short, unless remedied, Ortho’s public stockholders will be irreparably harmed because the Registration Statement’s material misrepresentations and omissions prevent them from making a sufficiently informed voting decision on the Proposed Transaction. Plaintiff seeks to enjoin the stockholder vote on the Proposed Transaction unless and until such Exchange Act violations are cured.

JURISDICTION AND VENUE

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

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

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

THE PARTIES

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

9. Defendant Ortho is organized under the laws of England and Wales, with its principal executive offices located at 1001 Route 202, Raritan, New Jersey 08869. Ortho is one of the world's largest pure-play in vitro diagnostics ("IVD") companies. Ortho's common stock trades on the Nasdaq Global Select Market under the ticker symbol "OCDX."

10. Defendant Christopher M. Smith ("Smith") is Chairman of the Board and Chief Executive Officer ("CEO") of the Company, and has been a director at all relevant times.

11. Defendant Karen H. Bechtel (“Bechtel”) has been a director of the Company at all relevant times.

12. Defendant Evelyn Dilsaver (“Dilsaver”) has been a director of the Company at all relevant times.

13. Defendant Allan Holt (“Holt”) has been a director of the Company at all relevant times.

14. Defendant Carl Hull (“Hull”) has been a director of the Company at all relevant times.

15. Defendant Ron Labrum (“Labrum”) has been a director of the Company at all relevant times.

16. Defendant Thomas Mac Mahon (“Mac Mahon”) has been a director of the Company at all relevant times.

17. Defendant David Perez (“Perez”) has been a director of the Company at all relevant times.

18. Defendant Robert R. Schmidt (“Schmidt”) has been a director of the Company at all relevant times.

19. Defendant Stephen H. Wise (“Wise”) has been a director of the Company at all relevant times.

20. Defendant Robert Yates (“Yates”) has been a director of the Company at all relevant times.

21. Defendants identified in paragraphs 10-20 are referred to herein as the “Board” or the “Individual Defendants.”

OTHER RELEVANT ENTITIES

22. Quidel has a leadership position in the development, manufacturing and marketing of rapid diagnostic testing solutions. These diagnostic testing solutions are separated into four product categories: rapid immunoassay, cardiometabolic immunoassay, molecular diagnostic solutions and specialized diagnostic solutions. Quidel sells products directly to end users and distributors, in each case, for professional use in physician offices, hospitals, clinical laboratories, reference laboratories, urgent care clinics, leading universities, retail clinics, pharmacies and wellness screening centers, as well as for individual, non-professional, over-the-counter (“OTC”) use. Quidel markets its products through a network of distributors and a direct sales force. Quidel operates in one business segment that develops, manufactures and markets its products globally.

23. Topco is a Delaware corporation and a wholly owned subsidiary of Ortho.

24. U.S. Holdco Sub is a Delaware corporation and a wholly owned subsidiary of Topco.

25. U.S. Merger Sub is a Delaware corporation and wholly owned subsidiary of Topco.

26. U.S. Holdco Sub 2 is a Delaware corporation and a wholly owned subsidiary of U.S. Holdco Sub.

SUBSTANTIVE ALLEGATIONS

Background of the Company

27. Ortho is a leading global provider of IVD solutions to the clinical laboratory and transfusion medicine communities. Ortho maintains a direct or indirect commercial presence in more than 130 countries and territories, with a direct presence in 36 countries. Ortho’s instruments, assays, reagents and other consumables are used in hospitals, laboratories, clinics, blood banks and donor centers worldwide. Ortho is globally operated with manufacturing facilities in the United States and the United Kingdom and with sales centers, administrative offices and warehouses

Explore Litigation Insights

Docket Alarm provides insights to develop a more informed litigation strategy and the peace of mind of knowing you're on top of things.

Real-Time Litigation Alerts



Keep your litigation team up-to-date with **real-time alerts** and advanced team management tools built for the enterprise, all while greatly reducing PACER spend.

Our comprehensive service means we can handle Federal, State, and Administrative courts across the country.

Advanced Docket Research



With over 230 million records, Docket Alarm's cloud-native docket research platform finds what other services can't. Coverage includes Federal, State, plus PTAB, TTAB, ITC and NLRB decisions, all in one place.

Identify arguments that have been successful in the past with full text, pinpoint searching. Link to case law cited within any court document via Fastcase.

Analytics At Your Fingertips



Learn what happened the last time a particular judge, opposing counsel or company faced cases similar to yours.

Advanced out-of-the-box PTAB and TTAB analytics are always at your fingertips.

API

Docket Alarm offers a powerful API (application programming interface) to developers that want to integrate case filings into their apps.

LAW FIRMS

Build custom dashboards for your attorneys and clients with live data direct from the court.

Automate many repetitive legal tasks like conflict checks, document management, and marketing.

FINANCIAL INSTITUTIONS

Litigation and bankruptcy checks for companies and debtors.

E-DISCOVERY AND LEGAL VENDORS

Sync your system to PACER to automate legal marketing.