

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

ROBERT SCOTT,

Plaintiff,

v.

EVO PAYMENTS, INC., JAMES G. KELLY,
MARK A. CHANCY, VAHE A.
DOMBALAGIAN, JOHN S. GARABEDIAN,
NIKKI T. HARLAND, DAVID W. LEEDS,
LAURA M. MILLER, STACEY V.
PANAYIOTOU, GREGORY S. POPE, and
MATTHEW W. RAINO,

Defendants.

Civil Action No. _____

**COMPLAINT FOR VIOLATIONS
OF THE SECURITIES EXCHANGE
ACT OF 1934**

JURY TRIAL DEMAND

Plaintiff Robert Scott (“Plaintiff”) alleges the following upon information and belief, including investigation of counsel and review of publicly available information, except as to those allegations pertaining to Plaintiff, which are alleged upon personal knowledge:

NATURE OF THE ACTION

1. Plaintiff brings this action against EVO Payments, Inc. (“EVO” or the “Company”) and EVO’s Board of Directors (the “Board” or the “Individual Defendants”) for their violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934, 15.U.S.C. §§ 78n(a), 78t(a), and SEC Rule 14a-9, 17 C.F.R. § 240.14a-9, arising out of the Board’s attempt to sell the Company to Global Payments Inc. through its wholly-owned subsidiary Falcon Merger Sub Inc. (collectively “Global Payments”).

2. Defendants have violated the above-referenced Sections of the Exchange Act by causing a materially incomplete and misleading definitive proxy statement (the “Proxy”) to be filed with the Securities and Exchange Commission (“SEC”) on September 22, 2022. The Proxy recommends that EVO stockholders vote in favor of a proposed transaction (the “Proposed

Transaction”) whereby EVO is acquired by Global Payments. The Proposed Transaction was first disclosed on August 1, 2022, when EVO and Global Payments announced that they had entered into a definitive merger agreement (the “Merger Agreement”) pursuant to which Global Payments will acquire all of the outstanding shares of common stock of EVO for \$34.00 per share (the “Merger Consideration”). The deal is valued at approximately \$4.0 billion and is expected to close no later than the first quarter of 2023.

3. The Proxy is materially incomplete and contains misleading representations and information in violation of Sections 14(a) and 20(a) of the Exchange Act. Specifically, the Proxy contains materially incomplete and misleading information concerning the financial projections prepared by EVO management, the financial analyses conducted by Citi Global Markets Inc. (“Citi”), EVO’s financial advisor, and Citi and Company Insiders’ potential conflicts of interest.

4. For these reasons, and as set forth in detail herein, Plaintiff seeks to enjoin Defendants from taking any steps to consummate the Proposed Transaction, including filing an amendment to the Proxy with the SEC or otherwise causing an amendment to the Proxy to be disseminated to EVO’s stockholders, unless and until the material information discussed below is included in any such amendment or otherwise disseminated to EVO’s stockholders. In the event the Proposed Transaction is consummated without the material omissions referenced below being remedied, Plaintiff seeks to recover damages resulting from the Defendants’ violations.

PARTIES

5. Plaintiff is, and has been at all relevant times, the owner of shares of common stock of EVO.

6. Defendant EVO is a corporation organized and existing under the laws of the State of Delaware. The Company’s principal executive offices are located at 10 Glenlake Parkway,

South Tower, Suite 950, Atlanta, Georgia 30328. EVO common stock trades on the Nasdaq Global Market under the ticker symbol “EVOP.”

7. Defendant James G. Kelly has been a director of the Company since 2018. Defendant Kelly has served as Chief Executive Officer since 1989.

8. Defendant Mark A. Chancy has been a director of the Company since 2020.

9. Defendant Vahe A. Dombalagian has been a director of the Company since 2018.

10. Defendant John S. Garabedian has been a director of the Company since 2018.

11. Defendant Nikki T. Harland has been a director of the Company since March 2022.

12. Defendant David W. Leeds has been a director of the Company since 2018.

13. Defendant Laura M. Miller has been a director of the Company since 2019.

14. Defendant Stacey V. Panayiotou has been a director of the Company since 2021.

15. Defendant Gregory S. Pope has been a director of the Company since 2018.

16. Defendant Matthew W. Raino has been a director of the Company since 2020.

17. Nonparty Global Payments Inc. is a corporation organized and existing under the laws of the State of Georgia. Global Payments Inc.’s principal executive offices are located at 3550 Lenox Road, Atlanta, Georgia 30326. Global Payments Inc. common stock trades on the New York Stock Exchange under the symbol “GPN.”

18. Nonparty Falcon Merger Sub Inc. is a Delaware corporation and is a wholly owned subsidiary of Global Payments Inc.

JURISDICTION AND VENUE

19. This Court has subject matter jurisdiction pursuant to Section 27 of the Exchange Act (15 U.S.C. § 78aa) and 28 U.S.C. § 1331 (federal question jurisdiction) as Plaintiff alleges violations of Section 14(a) and 20(a) of the Exchange Act and SEC Rule 14a-9.

20. Personal jurisdiction exists over each Defendant either because the Defendant conducts business in or maintains operations in this District, or is an individual who is either present in this District for jurisdictional purposes or has sufficient minimum contacts with this District as to render the exercise of jurisdiction over Defendant by this Court permissible under traditional notions of fair play and substantial justice.

21. 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 a significant amount of the conduct at issue took place and had an effect in this District.

FURTHER SUBSTANTIVE ALLEGATIONS

A. Background of the Company and the Proposed Transaction

22. EVO is a leading payment technology and services provider. EVO offers an array of secure payment solutions to merchants ranging from small and midsize enterprises to multinational companies and organizations across the globe. EVO is a fully integrated merchant acquirer and payment processor in over 50 markets and 150 currencies worldwide.

23. On August 1, 2022, the Company entered into the Merger Agreement with Global Payments.

24. According to the press release issued on August 1, 2022 announcing the Proposed Transaction:

Global Payments Enters Definitive Agreement to Acquire EVO Payments

- Accelerates technology-enabled, software-driven strategy through further penetration into integrated and business-to-business (B2B) payments
- Enhances exposure to faster growth markets through entry into new geographies and by adding further scale to existing businesses
- Generates combined customer base of more than 4.5 million merchant locations and over 1,500 financial institutions globally

- Provides significant financial and operating scale with combined adjusted net revenue of \$9.8 billion¹ and adjusted EBITDA of \$4.7 billion
- Offers compelling value creation with significant expected synergies and adjusted earnings per share accretion in the first year post close

ATLANTA — August 1, 2022 — Global Payments Inc. (NYSE: GPN), a leading worldwide provider of payment technology and software solutions, and EVO Payments, Inc. (NASDAQ: EVOP), a leading global provider of payment technology integrations and acquiring solutions, today announced that Global Payments will acquire EVO in an all-cash transaction for \$34.00 per share.

The transaction will significantly increase Global Payments’ target addressable markets, further enhance its leadership in integrated payments worldwide, expand its presence in new and existing faster growth geographies, and augment its B2B software and payment solutions with the addition of accounts receivable software with broad third-party acceptance.

“The acquisition of EVO is highly complementary to our technology-enabled strategy and provides meaningful opportunities to increase scale in our business globally,” said Cameron Bready, President and Chief Operating Officer, Global Payments. “Together with EVO, we are positioned to deliver an unparalleled suite of distinctive software and payment solutions to our combined 4.5 million merchant locations and more than 1,500 financial institutions worldwide.”

The transaction will expand Global Payments’ geographic footprint into attractive new geographies such as Poland, Germany, Chile, and upon closing, Greece, as well as enhance its scale in existing markets, including the United States, Canada, Mexico, Spain, Ireland and the United Kingdom.

The acquisition will also add leading accounts receivable automation software capabilities that complement Global Payments’ existing B2B and accounts payable offerings. Further, EVO will bring an array of key technology partners and proprietary integrations, including with the most widely used ERP software providers.

“Joining EVO and Global Payments will unite highly complementary portfolios of technology-enabled products and partnerships to create an even stronger organization serving a broader customer base,” added Jim Kelly, Chief Executive Officer, EVO. “Over the last decade, the EVO team has worked diligently to advance our innovative solutions, strengthen the service we provide to our bank and technology-enabled partners, and grow our global footprint. This transaction is an achievement for our company, and we believe it delivers compelling value to our shareholders and accelerates our growth opportunities.”

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