

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

RAVI KRISHNAMOORTHY, Individually and  
on behalf of all others similarly situated,

Plaintiff,

v.

SEMLER SCIENTIFIC, INC., DOUGLAS  
MURPHY-CHUTORIAN, ANDREW B.  
WEINSTEIN, and RENAE CORMIER,

Defendants.

**Case No:**

**CLASS ACTION COMPLAINT FOR  
VIOLATIONS OF THE FEDERAL  
SECURITIES LAWS**

**JURY TRIAL DEMANDED**

Plaintiff Ravi Krishnamoorthy (“Plaintiff”), individually and on behalf of all other persons similarly situated, by Plaintiff’s undersigned attorneys, for Plaintiff’s complaint against Defendants (defined below), alleges the following based upon personal knowledge as to Plaintiff and Plaintiff’s own acts, and information and belief as to all other matters, based upon, *inter alia*, the investigation conducted by and through Plaintiff’s attorneys, which included, among other things, a review of the defendants’ public documents, conference calls and announcements made by defendants, United States Securities and Exchange Commission (“SEC”) filings, wire and press releases published by and regarding Semler Scientific, Inc. (“Semler Scientific”) or the “Company”), analysts’ reports and advisories about the Company, and other information readily obtainable on

1 the Internet. Plaintiff believes that substantial evidentiary support will exist for the allegations set  
2 forth herein after a reasonable opportunity for discovery.

### 3 NATURE OF THE ACTION

4 1. This is a federal securities class action on behalf of a class consisting of all persons  
5 and entities other than Defendants who purchased or otherwise acquired the publicly traded  
6 securities of Semler Scientific between March 10, 2021 and April 15, 2025, both dates inclusive  
7 (the “Class Period”). Plaintiff seeks to recover compensable damages caused by Defendants’  
8 violations of the federal securities laws and to pursue remedies under Sections 10(b) and 20(a) of  
9 the Securities Exchange Act of 1934 (the “Exchange Act”) and Rule 10b-5 promulgated thereunder.  
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11 <sup>1</sup>

### 12 JURISDICTION AND VENUE

13 2. The claims asserted herein arise under and pursuant to §§10(b) and 20(a) of the  
14 Exchange Act (15 U.S.C. §§78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder by the SEC  
15 (17 C.F.R. §240.10b-5).

16 3. This Court has jurisdiction over the subject matter of this action under 28 U.S.C.  
17 §1331 and §27 of the Exchange Act.

18 4. Venue is proper in this District pursuant to §27 of the Exchange Act (15 U.S.C.  
19 §78aa) and 28 U.S.C. §1391(b) as the alleged misstatements entered and the subsequent damages  
20 took place in this judicial district. Further, the Company maintains an office within this judicial  
21 district.

22 5. In connection with the acts, conduct and other wrongs alleged in this Complaint,  
23 Defendants, directly or indirectly, used the means and instrumentalities of interstate commerce,  
24 including but not limited to, the United States mail, interstate telephone communications and the  
25 facilities of the national securities exchange.  
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### 27 PARTIES

28 \_\_\_\_\_  
<sup>1</sup> Unless otherwise noted, all emphasis is added.

6. Plaintiff, as set forth in the accompanying Certification, purchased the Company's securities at artificially inflated prices during the Class Period and was damaged upon the revelation of the alleged corrective disclosure.

7. Defendant Semler Scientific describes itself, in pertinent part, as follows:  
We are a company developing and marketing technology products and services that assist our customers in evaluating and treating chronic diseases. Our patented and FDA cleared product, QuantaFlo, measures arterial blood flow in the extremities to aid in the diagnosis of PAD. We also invest in bitcoin and have adopted bitcoin as our primary treasury reserve asset. As an operating business, we use cash flows as well as proceeds from equity and debt financings to accumulate bitcoin. Our healthcare technology solutions business is our predominant operational focus, providing cash flows and enabling us to pursue our bitcoin strategy.

8. The Company is incorporated in Delaware and its headquarters are located at 51 E Campbell Ave, Suite 107-D, Campbell, California 95008. Semler Scientific common stock trades on the Nasdaq Stock Market LLC (the "NASDAQ") under the ticker symbol "SMLR".

9. Defendant Douglas Murphy-Chutorian, M.D. ("Murphy-Chutorian") has served as Semler Scientific's Chief Executive Officer ("CEO") since October 2012 with the exception of April 1-27, 2023). He also serves on the board of directors (the "Board").

10. Defendant Andrew B. Weinstein ("Weinstein") served as Semler Scientific's Senior Vice President, Finance and Accounting (the Principal Financial Officer) from the beginning of the Class Period until July 10, 2023.

11. Defendant Renae Cormier ("Cormier") has served as Semler Scientific's Chief Financial Officer ("CFO") since July 2023.

12. Defendants Murphy-Chutorian, Weinstein, and Cormier are sometimes referred to herein as the "Individual Defendants."

13. Each of the Individual Defendants:

- (a) directly participated in the management of the Company;
- (b) was directly involved in the day-to-day operations of the Company at the highest levels;

- 1 (c) was privy to confidential proprietary information concerning the Company and its  
2 business and operations;
- 3 (d) was directly or indirectly involved in drafting, producing, reviewing and/or  
4 disseminating the false and misleading statements and information alleged herein;
- 5 (e) was directly or indirectly involved in the oversight or implementation of the  
6 Company's internal controls;
- 7 (f) was aware of or recklessly disregarded the fact that the false and misleading  
8 statements were being issued concerning the Company; and/or
- 9 (g) approved or ratified these statements in violation of the federal securities laws.

10 14. The Company is liable for the acts of the Individual Defendants and its employees  
11 under the doctrine of *respondeat superior* and common law principles of agency because all of the  
12 wrongful acts complained of herein were carried out within the scope of their employment.

13 15. The scienter of the Individual Defendants and other employees and agents of the  
14 Company is similarly imputed to the Company under *respondeat superior* and agency principles.

15 16. The Company and the Individual Defendants are referred to herein, collectively, as  
16 the "Defendants."

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18 **SUBSTANTIVE ALLEGATIONS**  
19 **Materially False and Misleading Statements**  
20 **Issued During the Class Period**

21 17. On March 9, 2021, after the market closed, the Company filed with the SEC its  
22 annual report on Form 10-K for the year ended December 31, 2020 (the "2020 Annual Report").  
23 Attached to the 2020 Annual Report were certifications pursuant to the Sarbanes-Oxley Act of  
24 2002 ("SOX") signed by Defendants Murphy-Chutorian and Weinstein attesting to the accuracy of  
25 financial reporting, the disclosure of any material changes to the Company's internal control over  
26 financial reporting, and the disclosure of all fraud.

27 18. The 2020 Annual Report contained the following statement:  
28 Our operations may be subject to federal and state healthcare laws and regulations  
including fraud and abuse laws, such as anti-kickback and false claims laws, data privacy

1 and security laws and transparency laws related to payments and/or other transfers of value  
2 made to physicians and other healthcare professionals and teaching hospitals.

3 \* \* \*

4 Additionally, the civil False Claims Act prohibits knowingly presenting or causing the  
5 presentation of a false, fictitious or fraudulent claim for payment to the U.S. government.  
6 Actions under the False Claims Act may be brought by the Attorney General or as a qui tam  
7 action by a private individual in the name of the government. ***The federal government is***  
8 ***using the civil False Claims Act, and the accompanying threat of significant liability, in***  
9 ***its investigations of healthcare providers and suppliers throughout the country for a wide***  
10 ***variety of Medicare billing practices and has obtained multi-million and multi-billion***  
11 ***dollar settlements in addition to individual criminal convictions.*** In addition, off-label  
12 promotion has been pursued as a violation of the federal False Claims Act. Pursuant to FDA  
13 regulations, we can only market our products for cleared or approved uses. Although  
14 physicians are permitted to use medical devices for indications other than those cleared or  
15 approved by the FDA based on their independent medical judgment, we are prohibited from  
16 promoting products for such off-label uses. Given the significant size of actual and potential  
17 settlements, it is expected that the government will continue to devote substantial resources  
18 to investigating healthcare providers' and suppliers' compliance with the healthcare  
19 reimbursement rules and fraud and abuse laws.

20 \* \* \*

21 ***To enforce compliance with the federal laws, the U.S. Department of Justice, or DOJ,***  
22 ***has increased its scrutiny of interactions between healthcare companies and healthcare***  
23 ***providers, which has led to an unprecedented level of investigations, prosecutions,***  
24 ***convictions and settlements in the healthcare industry.*** Dealing with investigations can be  
25 time- and resource-consuming. Additionally, if a healthcare company settles an  
26 investigation with the DOJ or other law enforcement agencies, the company may be  
27 required to agree to additional compliance and reporting requirements as part of a consent  
28 decree or corporate integrity agreement.

\* \* \*

***If a governmental authority were to conclude that we are not in compliance with***  
***applicable fraud and abuse laws and regulations, we and our officers and employees***  
***could be subject to severe penalties including, for example, civil, criminal and***  
***administrative penalties, damages, fines, disgorgement, individual imprisonment,***  
***exclusion from participation as a supplier of product to beneficiaries covered by***  
***Medicare or Medicaid,*** additional reporting obligations and oversight if subject to a  
corporate integrity agreement or other agreement to resolve allegations of non-compliance  
with these laws, contractual damages, reputational harm, diminished profits and future  
earnings, and curtailment or restructuring of operations, any of which could adversely affect  
our ability to operate our business and the results of our operations.

1           19.     The statement in ¶ 18 was materially false and misleading at the time it was made  
2 because it understated risks the Company faced by discussing how the U.S. Department of Justice  
3 had increased its scrutiny of healthcare industry companies for, among other reasons, the False  
4 Claims Act, while omitting that the United States Department of Justice had in fact been  
5 investigating Semler Scientific for violations of the False Claims Act.

6           20.     On March 4, 2022, the Company filed with the SEC its annual report on Form 10-K  
7 for the year ended December 31, 2021 (the “2021 Annual Report”). Attached to the 2021 Annual  
8 Report were certifications pursuant to SOX signed by Defendants Murphy-Chutorian and Weinstein  
9 attesting to the accuracy of financial reporting, the disclosure of any material changes to the  
10 Company’s internal control over financial reporting, and the disclosure of all fraud.

11           21.     The 2021 Annual Report contained a substantially similar statement as the one  
12 contained in ¶ 18.

13           22.     As such, the statement referenced in ¶ 21 was materially false and misleading at the  
14 time it was made for the reasons discussed in ¶ 19. Further, the DOJ had issued a civil investigative  
15 demand relating to possible violations of the False Claims Act in December 2021.

16           23.     On March 23, 2023, the Company filed with the SEC its annual report on Form 10-K  
17 for the year ended December 31, 2022 (the “2022 Annual Report”). Attached to the 2022 Annual  
18 Report were certifications pursuant to SOX signed by Defendants Murphy-Chutorian and Weinstein  
19 attesting to the accuracy of financial reporting, the disclosure of any material changes to the  
20 Company’s internal control over financial reporting, and the disclosure of all fraud.

21           24.     The 2022 Annual Report contained a substantially similar statement as the one  
22 contained in ¶ 18.

23           25.     As such, the statement referenced in ¶ 23 was materially false and misleading at the  
24 time it was made for the reasons discussed in ¶ 19. Further, the DOJ had issued a civil investigative  
25 demand relating to possible violations of the False Claims Act in April 2022.  
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1           26.     On March 7, 2024, the Company filed with the SEC its annual report on Form 10-K  
2 for the year ended December 31, 2023 (the “2023 Annual Report”). Attached to the 2023 Annual  
3 Report were certifications pursuant to SOX signed by Defendants Murphy-Chutorian and Cormier  
4 attesting to the accuracy of financial reporting, the disclosure of any material changes to the  
5 Company’s internal control over financial reporting, and the disclosure of all fraud.

6           27.     The 2023 Annual Report contained a substantially similar statement as the one  
7 contained in ¶ 18.

8           28.     As such, the statement references in ¶ 27 was materially false and misleading at the  
9 time it was made for the reasons discussed in ¶ 19. Further, the DOJ had issued a civil investigative  
10 demand relating to possible violations of the False Claims Act in April 2023.

11           29.     The statements referenced in ¶¶ 18, 21, 23, 27 above were materially false and/or  
12 misleading because they misrepresented and failed to disclose the following adverse facts pertaining  
13 to the Company’s business which were known to Defendants or recklessly disregarded by them.  
14 Specifically, Defendants made false and/or misleading statements and/or failed to disclose that: (1)  
15 Semler Scientific did not disclose a material investigation by the United States Department of  
16 Justice into violations of the False Claims Act, while discussing possible violations of the False  
17 Claims Act (and aggressive DOJ enforcement thereof) in hypothetical terms; and (2) as a result,  
18 Defendants’ public statements were materially false and/or misleading at all relevant times.

19  
20                                   **THE TRUTH BEGINS TO EMERGE**

21           30.     On February 28, 2025, after market hours, the Company filed with the SEC its  
22 annual report on Form 10-K for the year ended December 31, 2024 (the “2024 Annual Report”).  
23 The 2024 Annual Report included the following disclosure:

24                   From time to time, the Company may be subject to legal proceedings and claims in the  
25 ordinary course of business. The Company is not currently a party to any litigation the  
26 outcome of which, if determined adversely to it, would individually or in the aggregate be  
27 reasonably expected to have a material adverse effect on its business, operating results, cash  
28 flows or financial condition.



*In July 2017, the Company received an initial civil investigative demand (“CID”) from the U.S. Department of Justice (“DOJ”) pursuant to the federal False Claims Act investigating whether the Company and others may have violated the False Claims Act by marketing tests on devices that use photoplethysmography technology as reimbursable by Medicare in alleged contravention of applicable laws and regulations. The Company cooperated with the investigation, along with subsequent CIDs received in February 2019, December 2021, April 2022 and April 2023 addressed to the Company or individual current or former employees related to the same investigation. In September 2024, DOJ shared certain information to which the Company responded in January and February 2025. On February 6, 2025, DOJ asked if the Company wished to engage in settlement discussions to resolve any potential claims by February 11, 2025 and if so that the Company make a settlement offer by such deadline. **Prior to February 6, 2025, DOJ had not stated an intention to pursue a claim of wrongdoing against the Company. On February 11, 2025, the Company began initial settlement discussions with DOJ, but ceased initial discussions on that date. Accordingly, there is a risk that DOJ will file a complaint or complaint in intervention in a civil False Claims Act lawsuit seeking damages.** The Company does not believe the amount of loss can be reasonably estimated. The Company intends to vigorously defend itself in any such action.*

31. On this news, Semler Scientific stock fell \$4.03, or 9.38%, to close at \$38.89 on March 3, 2025.

32. On April 15, 2025, after the market closed, Semler filed with the SEC a current report on Form 8-K. It included the following disclosure:

As previously reported, in Part I, Item 3 of its annual report on Form 10-K for the year ended December 31, 2024, on February 11, 2025, Semler Sci began initial settlement discussions with DOJ pertaining to a CID, but ceased initial discussions on that date. ***Semler Sci subsequently resumed settlement discussions with DOJ and has reached agreement in principle on payment of \$29.75 million to settle all claims (which amount excludes any potential relator counsel fees that may also be payable).*** There is no guarantee that Semler Sci will be able to reach final agreement with DOJ or the Department of Health and Human Services, or HHS, which may require Semler Sci to make further undertakings in connection with the proposed settlement. If Semler Sci and DOJ are not able to conclude a final settlement reasonably acceptable to all parties, including reaching any necessary agreements with HHS, there is still a risk that DOJ will file a complaint or complaint in intervention in a civil False Claims Act lawsuit seeking damages in excess of such agreed settlement amount, which potential loss cannot be reasonably estimated. Should the parties not be able to reach settlement and DOJ file a complaint, Semler Sci intends to vigorously defend itself in any such action.

33. On this news, the price of Semler Scientific stock fell by \$3.40 per share, or 9.88%, to close at \$31.00 on April 16, 2025.



1        34. As a result of Defendants' wrongful acts and omissions, and the precipitous decline  
2 in the market value of the Company's common shares, Plaintiff and other Class members have  
3 suffered significant losses and damages.

4                                    **PLAINTIFF'S CLASS ACTION ALLEGATIONS**

5        35. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil  
6 Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who purchased or otherwise  
7 acquired the publicly traded securities of the Company during the Class Period (the "Class"); and  
8 were damaged upon the revelation of the alleged corrective disclosures. Excluded from the Class  
9 are Defendants herein, the officers and directors of the Company, at all relevant times, members of  
10 their immediate families and their legal representatives, heirs, successors or assigns and any entity  
11 in which Defendants have or had a controlling interest.

12        36. The members of the Class are so numerous that joinder of all members is  
13 impracticable. Throughout the Class Period, the Company's securities were actively traded on the  
14 NASDAQ. While the exact number of Class members is unknown to Plaintiff at this time and can  
15 be ascertained only through appropriate discovery, Plaintiff believes that there are hundreds or  
16 thousands of members in the proposed Class. Record owners and other members of the Class may  
17 be identified from records maintained by the Company or its transfer agent and may be notified of  
18 the pendency of this action by mail, using the form of notice similar to that customarily used in  
19 securities class actions.

20        37. Plaintiff's claims are typical of the claims of the members of the Class as all  
21 members of the Class are similarly affected by Defendants' wrongful conduct in violation of federal  
22 law that is complained of herein.

23        38. Plaintiff will fairly and adequately protect the interests of the members of the Class  
24 and has retained counsel competent and experienced in class and securities litigation. Plaintiff has  
25 no interests antagonistic to or in conflict with those of the Class.

26        39. Common questions of law and fact exist as to all members of the Class and  
27 predominate over any questions solely affecting individual members of the Class. Among the  
28 questions of law and fact common to the Class are:

- whether the federal securities laws were violated by Defendants' acts as alleged herein;
- whether statements made by Defendants to the investing public during the Class Period misrepresented material facts about the financial condition, business, operations, and management of the Company;
- whether Defendants' public statements to the investing public during the Class Period omitted material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading;
- whether the Individual Defendants caused the Company to issue false and misleading SEC filings and public statements during the Class Period;
- whether Defendants acted knowingly or recklessly in issuing false and misleading SEC filings and public statements during the Class Period;
- whether the prices of the Company's securities during the Class Period were artificially inflated because of the Defendants' conduct complained of herein; and
- whether the members of the Class have sustained damages and, if so, what is the proper measure of damages.

40. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

41. Plaintiff will rely, in part, upon the presumption of reliance established by the fraud-on-the-market doctrine in that:

- Defendants made public misrepresentations or failed to disclose material facts during the Class Period;
- the omissions and misrepresentations were material;
- the Company's securities are traded in efficient markets;

- the Company's securities were liquid and traded with moderate to heavy volume during the Class Period;
- the Company traded on the NASDAQ, and was covered by multiple analysts;
- the misrepresentations and omissions alleged would tend to induce a reasonable investor to misjudge the value of the Company's securities; and
- Plaintiff and members of the Class purchased and/or sold the Company's securities between the time the Defendants failed to disclose or misrepresented material facts and the time the true facts were disclosed, without knowledge of the omitted or misrepresented facts.

42. Based upon the foregoing, Plaintiff and the members of the Class are entitled to a presumption of reliance upon the integrity of the market.

43. Alternatively, Plaintiff and the members of the Class are entitled to the presumption of reliance established by the Supreme Court in *Affiliated Ute Citizens of the State of Utah v. United States*, 406 U.S. 128, 92 S. Ct. 2430 (1972), as Defendants omitted material information in their Class Period statements in violation of a duty to disclose such information, as detailed above.

### COUNT I

#### **Violation of Section 10(b) of The Exchange Act and Rule 10b-5 Against All Defendants**

44. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

45. This Count is asserted against the Company and the Individual Defendants and is based upon Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder by the SEC.

46. During the Class Period, the Company and the Individual Defendants, individually and in concert, directly or indirectly, disseminated or approved the false statements specified above, which they knew or deliberately disregarded were misleading in that they contained misrepresentations and failed to disclose material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

1        47. The Company and the Individual Defendants violated §10(b) of the 1934 Act and  
2 Rule 10b-5 in that they:

- 3        • employed devices, schemes and artifices to defraud;
- 4        • made untrue statements of material facts or omitted to state material facts necessary  
5        in order to make the statements made, in light of the circumstances under which they  
6        were made, not misleading; or
- 7        • engaged in acts, practices and a course of business that operated as a fraud or deceit  
8        upon plaintiff and others similarly situated in connection with their purchases of the  
9        Company's securities during the Class Period.

10       48. The Company and the Individual Defendants acted with scienter in that they knew  
11 that the public documents and statements issued or disseminated in the name of the Company were  
12 materially false and misleading; knew that such statements or documents would be issued or  
13 disseminated to the investing public; and knowingly and substantially participated, or acquiesced in  
14 the issuance or dissemination of such statements or documents as primary violations of the  
15 securities laws. These defendants by virtue of their receipt of information reflecting the true facts of  
16 the Company, their control over, and/or receipt and/or modification of the Company's allegedly  
17 materially misleading statements, and/or their associations with the Company which made them  
18 privy to confidential proprietary information concerning the Company, participated in the  
19 fraudulent scheme alleged herein.

20       49. Individual Defendants, who are the senior officers and/or directors of the Company,  
21 had actual knowledge of the material omissions and/or the falsity of the material statements set forth  
22 above, and intended to deceive Plaintiff and the other members of the Class, or, in the alternative,  
23 acted with reckless disregard for the truth when they failed to ascertain and disclose the true facts in  
24 the statements made by them or other personnel of the Company to members of the investing  
25 public, including Plaintiff and the Class.

26       50. As a result of the foregoing, the market price of the Company's securities was  
27 artificially inflated during the Class Period. In ignorance of the falsity of the Company's and the  
28 Individual Defendants' statements, Plaintiff and the other members of the Class relied on the

1 statements described above and/or the integrity of the market price of the Company's securities  
2 during the Class Period in purchasing the Company's securities at prices that were artificially  
3 inflated as a result of the Company's and the Individual Defendants' false and misleading  
4 statements.

5 51. Had Plaintiff and the other members of the Class been aware that the market price of  
6 the Company's securities had been artificially and falsely inflated by the Company's and the  
7 Individual Defendants' misleading statements and by the material adverse information which the  
8 Company's and the Individual Defendants did not disclose, they would not have purchased the  
9 Company's securities at the artificially inflated prices that they did, or at all.

10 52. As a result of the wrongful conduct alleged herein, Plaintiff and other members of  
11 the Class have suffered damages in an amount to be established at trial.

12 53. By reason of the foregoing, the Company and the Individual Defendants have  
13 violated Section 10(b) of the 1934 Act and Rule 10b-5 promulgated thereunder and are liable to the  
14 Plaintiff and the other members of the Class for substantial damages which they suffered in  
15 connection with their purchases of the Company's securities during the Class Period.

## 16 **COUNT II**

### 17 **Violation of Section 20(a) of The Exchange Act** 18 **Against The Individual Defendants**

19 54. Plaintiff repeats and realleges each and every allegation contained in the foregoing  
20 paragraphs as if fully set forth herein.

21 55. During the Class Period, the Individual Defendants participated in the operation and  
22 management of the Company, and conducted and participated, directly and indirectly, in the  
23 conduct of the Company's business affairs. Because of their senior positions, they knew the adverse  
24 non-public information regarding the Company's business practices.

25 56. As officers and/or directors of a publicly owned company, the Individual Defendants  
26 had a duty to disseminate accurate and truthful information with respect to the Company's financial  
27 condition and results of operations, and to correct promptly any public statements issued by the  
28 Company which had become materially false or misleading.

57. Because of their positions of control and authority as senior officers, the Individual Defendants were able to, and did, control the contents of the various reports, press releases and public filings which the Company disseminated in the marketplace during the Class Period. Throughout the Class Period, the Individual Defendants exercised their power and authority to cause the Company to engage in the wrongful acts complained of herein. The Individual Defendants therefore, were “controlling persons” of the Company within the meaning of Section 20(a) of the Exchange Act. In this capacity, they participated in the unlawful conduct alleged which artificially inflated the market price of the Company’s securities.

58. Each of the Individual Defendants, therefore, acted as a controlling person of the Company. By reason of their senior management positions and/or being directors of the Company, each of the Individual Defendants had the power to direct the actions of, and exercised the same to cause, the Company to engage in the unlawful acts and conduct complained of herein. Each of the Individual Defendants exercised control over the general operations of the Company and possessed the power to control the specific activities which comprise the primary violations about which Plaintiff and the other members of the Class complain.

59. By reason of the above conduct, the Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act for the violations committed by the Company.

#### **PRAYER FOR RELIEF**

WHEREFORE, Plaintiff demands judgment against Defendants as follows:

A. Determining that the instant action may be maintained as a class action under Rule 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the Class representative;

B. Requiring Defendants to pay damages sustained by Plaintiff and the Class by reason of the acts and transactions alleged herein;

C. Awarding Plaintiff and the other members of the Class prejudgment and post-judgment interest, as well as their reasonable attorneys’ fees, expert fees and other costs; and

D. Awarding such other and further relief as this Court may deem just and proper.

#### **DEMAND FOR TRIAL BY JURY**

Plaintiff hereby demands a trial by jury.

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Date: August 29, 2025