

Ben Crosson

PARTNER

Litigation

Palo Alto

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FOCUS AREAS

Board and Internal
Investigations
Class Action Litigation
Corporate Governance
Litigation
FCPA and Anti-Corruption
Government Investigations
Litigation
Securities Litigation

HIGHLIGHTS

- **Experienced Securities Litigator**
Ben represents companies—and their officers and directors—in securities class actions, shareholder derivative lawsuits, complex civil disputes, and shareholder litigation.
- **Government Investigations Expertise**
Ben represents companies in connection with SEC and DOJ investigations involving potential FCPA violations, insider trading, financial reporting and accounting fraud allegations, and disclosure issues.
- **Proven Securities Litigation Success**
Ben has secured dismissals or favorable outcomes in litigation matters for clients including Google, YouTube, Facebook, Chevron, Logitech, SolarCity, TrueCar, FireEye, and Fortinet.

EXPERIENCE

Benjamin Crosson is a partner in the Palo Alto office of Wilson Sonsini, where he serves as co-chair of the firm's nationwide securities litigation practice. Ben specializes in several areas, including representing clients in complex shareholder litigation matters, as well as advising clients involved in SEC, government, and internal investigations.

In his litigation practice, Ben frequently represents companies, as well as their officers and directors, in various types of litigation-related matters, including securities class actions, shareholder derivative suits, complex civil litigation matters, and books and records demands. Ben has successfully secured dismissals or favorable outcomes in dozens of such matters, in state and federal courts around the country, on behalf of clients such as Google, YouTube, Facebook, Chevron, Logitech, SolarCity, TrueCar, FireEye, NetApp, Fortinet and many others.

In his internal investigations practice, Ben regularly assists clients in navigating sensitive and complex matters. Ben frequently helps clients conduct board, audit committee and special litigation committee internal investigations involving complex, often urgent, internal matters. In addition, Ben frequently represents clients before the Securities and Exchange Commission and the Department of Justice, in connection with potential violations of securities laws, the Foreign Corrupt Practices Act (FCPA), insider trading, financial reporting and accounting fraud allegations, and disclosure issues. Ben also regularly counsels clients with respect to related legal, regulatory, and compliance issues arising from their operations.

Prior to joining the firm, Ben served as a law clerk to the Honorable William B. Shubb of the United States District Court for the Eastern District of California.

CREDENTIALS

Education

- J.D., Columbia Law School, 2006
Harlan Fiske Stone Scholar; Executive Editor; Columbia Science and Technology Law Review
- B.A., Psychology, Harvard University, 1999
Cum Laude; Dean's List; Recipient, Harvard College Scholarship for Academic Excellence

Admissions

- State Bar of California
- U.S. District Court for the Central District of California
- U.S. District Court for the Northern District of California
- U.S. Court of Appeals for the Ninth Circuit
- Supreme Court of California

MATTERS

Select Shareholder Derivative and Class Action Matters

- Currently representing Upstart Network, Inc. and certain officers and directors, in a securities class action lawsuit pending in the Southern District of Ohio, along with related derivative litigation.
- Currently representing The Trade Desk, Inc. and certain officers and directors in a securities class action lawsuit pending in the Central District of California, along with related derivative litigation.
- Alphabet and its officers and directors, in *Alphabet Shareholder Derivative Cases*. Following several record-breaking fines by the European Union regarding allegations of anti-competitive conduct, secured several dismissals, the third-and-final with prejudice, of shareholder derivative complaints pending in Superior Court of the State of California, County of Santa Clara against current and former directors and officers of Alphabet.
- Alphabet/Google and certain officers, in *re Alphabet, Inc. Securities Litigation*. Secured an initial dismissal (followed by a successful settlement after appeal) of a securities fraud class action lawsuit filed against Alphabet and several individual defendants, which alleged defendants made false or misleading statements by failing to disclose information about a bug in Alphabet's Google+ API that was discovered in March 2018 and remedied soon thereafter.
- Alphabet and its directors, in *re Alphabet Inc. Stockholder Derivative Litigation*. Following the issuance of a \$170m fine by the FTC against Google and YouTube for alleged COPPA violations, successfully obtained three dismissals, the last with prejudice, of a shareholder derivative complaint filed in Northern District of California.
- NetApp, Inc. and certain officers, in *Smith v. NetApp, Inc.* Following NetApp's pre-announcement of missing guidance, plaintiffs brought suit in the Northern District of California alleging violations of federal securities laws. Successfully secured a dismissal, followed by a successful settlement after appeal.
- SolarCity and certain officers, in *Bao v. SolarCity Corp., et al.* Following SolarCity's restatement of certain prior financials, plaintiffs brought suit in the Northern District of California alleging violations of federal securities laws. Successfully obtained three dismissals, the final time with prejudice. After appeal, the dismissal was subsequently affirmed in a published opinion by the Ninth Circuit.
- Fusion-io and its officers and directors, in *re Fusion-io Securities Litigation*. Secured a dismissal of a securities fraud class action filed in the Northern District of California, alleging that defendants made false or misleading statements by failing to disclose information regarding the Company's business outlook and the impact of industry trends on its biggest customers.
- FireEye and its officers and directors. Certain shareholder class actions were filed in state and federal court alleging that defendants made false and misleading statements in their prospectus related to the Company's Secondary Offering. Derivative actions followed in state court. Secured dismissals in the federal and derivative actions; the state class action was successful settled.
- Coupons.com in *O'Donnell v. Coupons.com Inc., et al.* In this shareholder class action, plaintiffs brought suit in Superior Court of the State of California, County of Santa Clara, alleging violations of Section 11 of the Securities Act of 1933. Argued and won the clients' demurrers, successfully securing a dismissal with prejudice, after several amendments to the complaint.
- TrueCar and certain officers, in *Satyabrata Mahapatra v. TrueCar, Inc. et al.* In this federal securities class action brought by shareholders alleging violation of federal securities laws, successfully obtained a dismissal with prejudice of the action in its entirety.
- Chevron and its officers and directors, in *Pipefitters v. Kirkland, et al.* Successfully secured a dismissal, with prejudice, of a shareholder derivative complaint filed against the board of directors of Chevron, following the Richmond refinery fire.

- Facebook, in *Facebook v. Eduardo Saverin*. Wilson Sonsini represented Mark Zuckerberg and Facebook, Inc. in their dispute with former co-founder Eduardo Saverin regarding the equity ownership of the company, in which Wilson Sonsini successfully reached a beneficial settlement for its clients.

Select Investigations

- Represented a leading finance technology company in an SEC investigation related to public disclosures concerning AI capabilities and related items, ultimately leading to no enforcement action by the SEC.
- Represented an energy company in connection with an SEC investigation into potential financial and accounting concerns, ultimately leading to no enforcement action by the SEC.
- Represented a top security software company in connection with an internal investigation regarding potential FCPA violations in its APJ region.
- Represented an industry leader in data analytics in connection with an SEC investigation into possible insider trading concerns.
- Represented a Fortune 50 technology company in connection with an inquiry involving the SEC and DOJ regarding critical hardware vulnerabilities affecting worldwide computer networks.
- Represented a major cybersecurity company in connection with an internal investigation into potential FCPA, OFAC, CFAA, and other related concerns.
- Represented a major telecommunications company in an investigation by the SEC and DOJ regarding potential bribery and FCPA violations in its APAC region, ultimately leading to a declination by the DOJ.
- Represented the Audit Committee of a publicly traded leading imaging company in an internal investigation regarding revenue recognition concerns.
- Represented the audit committee of a multinational pharmaceutical company over the span of seven years in ongoing internal, SEC, and DOJ investigations regarding potential bribery, FCPA, and accounting concerns throughout their business in China, ultimately resulting in a favorable global settlement.
- Represented the audit committee of a biotechnology company in an SEC internal investigation regarding certain revenue recognition issues. The SEC ultimately took no action against our client.

CLIENTS

Select Clients

- A10 Networks
- Alphabet, Inc.
- App Annie, Inc.
- Chevron Corp.
- CrowdStrike Holdings, Inc.
- Facebook, Inc.
- FireEye
- Flex Ltd. (Flextronics, Inc.)
- Flux Power Holdings, Inc.
- Fortinet
- Fusion-io, Inc.
- Genentech, Inc.
- Google LLC
- Health Net, LLC
- Intermedia.net, Inc.
- Logitech International S.A.
- Marrone Bio Innovations, Inc.
- NetApp, Inc.
- NortonLifeLock Inc. (Symantec, Inc.)
- Pacific Biosciences of California, Inc.
- Poly, Inc. (Polycom, Inc.)
- SciClone Pharmaceuticals
- Tintri
- Trade Desk, Inc.
- TrueCar, Inc.
- Upstart Network, Inc.

INSIGHTS

Select Publications

- Co-author with E. Peterson, "Navigating the Thorny Path of Corporate Compliance in the Wake of Dodd-Frank," *Inside the Minds: SEC Compliance Best Practices—Leading Lawyers on Managing Risks, Building and Maintaining Compliance Programs, and Understanding New Legislation*, Aspatore, 2011

Select Speaking Engagements

- Panelist, "Recent Changes to Statutory & Regulatory Frameworks in the Context of M&A Deals," Association of Corporate Counsel San Francisco Bay Area – Deal or No Deal Conference, November 2024

- Panelist, “Swords, Shields, and Cooperation Points: When and How Corporations Decide to Waive their Privileged Communications,” Wilson Sonsini Webinar, December 2023
- Panelist, "Ephemeral Messaging Think Tank: Companies and Financial Institutions Share the Latest Best Practices and Lessons Learned," ACI's 13th West Coast Forum - FCPA Enforcement and Compliance, American Conference Institute, June 2023
- Moderator, "Class Action Disputes - EU and U.S. Perspectives," Wilson Sonsini Webinar, May 2023
"DOJ and SEC Update the FCPA Resource Guide: Here's What You Need To Know," Wilson Sonsini Webinar, July 2020
- Panelist, "Derivative Litigation Trends," Chubb Preferred Securities Panel Counsel Meeting, Lafayette Hill, Pennsylvania, June 2019
- Speaker, "Whistleblowing and Hotline Management 2.0—How to Appropriately Respond to an Increasing Number of Reports," American Conference Institute's Ninth West Coast FCPA Enforcement and Compliance Conference, San Francisco, October 18, 2016