

John C. Roberts

OF COUNSEL

Litigation
Seattle

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FOCUS AREAS

Corporate Governance
Litigation
Litigation
Securities Litigation

EXPERIENCE

John C. Roberts Jr. is Of Counsel in the Seattle office of Wilson Sonsini Goodrich & Rosati. His practice focuses on the representation of companies and their officers and directors in securities class actions, shareholder derivative actions, contested mergers and acquisitions, and internal investigations. John previously served as a judicial clerk to the Honorable Richard D. Cudahy of the U.S. Court of Appeals for the Seventh Circuit.

John also maintains a substantial pro bono practice, representing indigent clients in conjunction with the American Civil Liberties Union, the Innocence Project, the Northwest Immigrant Rights Project, and the Northwest Defenders Association.

CREDENTIALS

Education

- J.D., DePaul University College of Law
Summa Cum Laude; Editor-in-Chief, DePaul Law Review
- B.A., Philosophy, Carleton College

Associations and Memberships

- Member, Federal Bar Association
- Member, Washington State Bar Association

Honors

- Recipient, 2016-2017 John Wilson Award, Wilson Sonsini Goodrich & Rosati
- Recipient, 2015-2016 Pro Bono Service Award, Wilson Sonsini Goodrich & Rosati
- Recipient, 2014-2015 John Wilson Award, Wilson Sonsini Goodrich & Rosati
- Recipient, 2013-2014 Pro Bono Service Award, Wilson Sonsini Goodrich & Rosati
- Recipient, 2013 Educational Equity Award, American Civil Liberties Union of Southern California
- Recipient, 2012-2013 Pro Bono Service Award, Wilson Sonsini Goodrich & Rosati

Admissions

- State Bar of Illinois
- State Bar of Washington
- U.S. Court of Appeals for the Seventh Circuit
- U.S. Court of Appeals for the Ninth Circuit
- U.S. Court of Appeals for the Tenth Circuit
- U.S. District Court for the Northern District of Illinois
- U.S. District Court for the Eastern District of Washington
- U.S. District Court for the Western District of Washington
- U.S. Supreme Court

MATTERS

Select Matters

Securities Class Actions:

- Represented Fennec Pharmaceuticals and certain members of its executive team and board of directors in a securities class action alleging that defendants violated Section 10(b) and 20(a) of the Exchange Act by making false or misleading statements about the company's drug substance manufacturing capabilities and the timing and prospects of FDA approval for its lead drug candidate. Obtained dismissal with prejudice at the pleading stage. *See Chapman v. Fennec Pharmaceuticals et al.*, 2022 U.S. Dist. LEXIS 37004 (M.D.N.C. Mar. 2, 2022); *Chapman v. Fennec Pharmaceuticals et al.*, 2021 U.S. Dist. LEXIS 254512 (M.D.N.C. Dec. 16, 2021). A second case was filed against the same defendants alleging similar claims for a later class period. Obtained dismissal with prejudice at the pleading stage. *See Fisher v. Fennec Pharmaceuticals Inc. et al.*, 2022 U.S. Dist. LEXIS 186119 (M.D.N.C. Oct. 12, 2022). Plaintiffs did not appeal.
- Represented Costco Wholesale and its senior management in a securities class action alleging that defendants violated Section 10(b) and 20(a) of the Exchange Act by making false or misleading statements concerning the company's internal controls over financial reporting related to user access and program change management. Obtained dismissal with prejudice at the pleading stage. *See Davoli v. Costco Wholesale Corp. et al.*, 2020 U.S. Dist. LEXIS 15035 (W.D. Wash. Aug. 19, 2020). Obtained affirmance by the U.S. Court of Appeals for the Ninth Circuit. *See Davoli v. Costco Wholesale Corp. et al.*, 2021 U.S. App. LEXIS 21420 (9th Cir. July 20, 2021).
- Represented Aerohive Networks and its senior management in a shareholder class action alleging that defendants violated Sections 10(b) and 20(a) of the Exchange Act by failing to disclose certain sales execution issues described by confidential witnesses. Obtained dismissal with prejudice at the pleading stage. *See McGovney v. Aerohive Networks, Inc.*, Case No. 18-CV-00435-LHK (N.D. Cal. Aug. 7, 2019); *McGovney v. Aerohive Networks, Inc.*, 367 F. Supp. 3d 1038 (N.D. Cal. 2019). Plaintiffs did not appeal.
- Represented Mentor Graphics and its officers in connection with a shareholder class action alleging that Mentor Graphics made false or misleading statements concerning the company's financial projections and the impact of competition and semiconductor industry consolidation on the company's business. Obtained dismissal with prejudice at the pleading stage. *See Haroutunian v. Mentor Graphics, et al.*, 2018 WL 3618365 (D. Or. July 27, 2018); 2017 WL 3622779 (D. Or. Aug. 23, 2017); 2017 WL 3668957 (D. Or. June 2, 2017). Obtained affirmance on appeal by the U.S. Court of Appeals for the Ninth Circuit. *See Haroutunian v. Mentor Graphics, et al.*, 2019 WL 6902560 (9th Cir. Dec. 18, 2019).
- Represented Novan and its officers and directors in a shareholder class action alleging that defendants violated Sections 11 and 15 of the Securities Act and Sections 10(b) and 20(a) of the Exchange Act by making false or misleading statements concerning its Phase 3 clinical trials for its lead drug candidate. Obtained dismissal with prejudice at the pleading stage. *See In re Novan, Inc. Securities Litigation*, 2018 WL 6732990 (M.D.N.C. Nov. 30, 2018). Plaintiffs did not appeal.
- Represented PowerSecure International and its officers in a shareholder class action alleging that defendants issued knowingly false financial projections and misled investors about the nature of a large new service contract with a major utility. Obtained dismissal with prejudice in the district court. *See Maguire Financial L.P. v. PowerSecure International, Inc., et al.*, 2016 U.S. Dist. LEXIS 124465 (E.D.N.C. Sept. 14, 2016); 2014 U.S. Dist. LEXIS 145443 (E.D.N.C. Oct. 10, 2014). Obtained affirmance on appeal by the U.S. Court of Appeals for the Fourth Circuit. *See Maguire Financial L.P. v. PowerSecure International, Inc., et al.*, 876 F.3d 541 (4th Cir. 2017).
- Represented Atossa Genetics and its directors and officers in a shareholder class action alleging that defendants made false or misleading statements in an IPO prospectus and subsequent SEC filings, press releases, and interviews regarding the company's breast cancer screening products. Obtained dismissal in the district court. *See In re Atossa Genetics Inc. Securities Litigation*, 2014 WL 4983551 (W.D. Wash. Oct. 6, 2014). Affirmed in part and reversed in part on appeal by the U.S. Court of Appeals for the Ninth Circuit, affirming dismissal of all IPO-related claims and many other alleged misstatements. *See In re Atossa Genetics Inc. Securities Litigation*, 868 F.3d 784 (9th Cir. 2017).
- Represented Sterling Financial Corporation and its former officers in a shareholder class action arising from an FDIC cease and desist order and alleging that the bank failed to properly reserve for non-performing construction loans and otherwise misled shareholders as to the quality of the bank's loan portfolio and underwriting practices. Obtained dismissal with prejudice in the district court. *See City of Roseville Employees' Retirement System v. Sterling Financial Corp.*, 47 F. Supp. 3d 1206 (E.D. Wash. 2014), 963 F. Supp. 2d 1091 (E.D. Wash. 2013). Obtained affirmance on appeal by the U.S. Court of Appeals for the Ninth Circuit. *See City of Roseville Employees' Retirement System v. Sterling Financial Corp.*, 691 F. App'x 393 (9th Cir. 2017).

Derivative Actions:

- Represented Costco and its board of directors in a shareholder derivative action filed in Washington court alleging board members breached their fiduciary duties by allowing the company to allegedly violate Nebraska and Iowa animal welfare laws with respect to Costco's poultry farming business. Obtained dismissal with prejudice for failure to plead demand futility. *See Smith v. Vachris*, No. 22-2-08937-7 SEA, Dkt. No. 76 (King Cnty. Ct. March 28, 2023). Plaintiffs did not appeal.
- Represented FLIR Systems and its board of directors in a shareholder derivative action filed in Oregon state court alleging breaches of fiduciary duty related to the company's settlement with United States Department of State of alleged export control violations. Obtained dismissal for failure to plead demand futility. *Stein v. FLIR Systems, et al.*, No. 18CV46824, Dkt. 37 (Multnomah Cty. Ct. Aug. 5, 2019).
- Represented Flow International and its directors in a purported shareholder class action contesting the company's merger with American Industrial Partners and alleging the defendants breached their fiduciary duty to the company. Litigated to the eve of trial and obtained favorable settlement. *See Engelhart v. Brown*, No. 13-2-33726-6 (King Cnty. Ct. Jan. 20, 2017).
- Represented Starbucks and its board of directors in a shareholder derivative action filed in Washington court alleging that board members breached their fiduciary duties in deciding to terminate Starbucks' commercial relationship with Kraft and for failing to accrue a litigation loss contingency during the pendency of the Kraft-Starbucks arbitration that ultimately resulted in a \$2.8 billion arbitration award against Starbucks. Obtained dismissal with prejudice for failure to plead demand futility. *In re Starbucks Corp. Derivative Litigation*, No. 14-2-01667-1 SEA, Dkt. 38 (King Cnty. Ct. Nov. 7, 2014). Plaintiffs did not appeal.
- Represented Intermec and its directors in a purported shareholder class action contesting the company's merger with Honeywell and alleging that the directors breached their fiduciary duties. Defeated plaintiffs' motion to preliminarily enjoin the merger. With approval of the court, plaintiffs subsequently dismissed their case with prejudice. *See In re Intermec Merger Litigation*, No. 12-2-01841-1, Dkt. 217 (Feb. 13, 2014).

SEC Investigations:

- Counsel for medical device company in civil DOJ and SEC investigations related to alleged violations of the False Claims Act and the federal anti-kickback statute, off-label promotion, and failure follow current good manufacturing practices.

Corporate Investigations:

- Counsel for evaluation committee of the Board of Directors of E.I. du Pont de Nemours. Board's decision to reject shareholder demand on the basis of the committee's investigation was upheld by the Delaware Court of Chancery in *Ironworkers District Council v. Andreotti*, No. 9714-VCG (Del. Ch. May 8, 2015).

CLIENTS

Select Clients

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| ▪ Aerohive Networks, Inc. | ▪ Intermec Inc. |
| ▪ Athira Pharma | ▪ IsoRay Inc. |
| ▪ Atossa Genetics, Inc. | ▪ Mentor Graphics Corp. |
| ▪ Blucora Inc. | ▪ Novan, Inc. |
| ▪ Chelsea Therapeutics International Ltd. | ▪ PowerSecure, Inc. |
| ▪ Costco Wholesale Corp. | ▪ Sarcos Robotics |
| ▪ CTI Biopharma Corp. | ▪ Silver Wheaton Corp. |
| ▪ Fennec Pharmaceuticals | ▪ Starbucks Corporation |
| ▪ FLIR Systems, Inc. | ▪ Sterling Financial Corporation |
| ▪ Flow International Corp. | ▪ SunPower, Inc. |
| ▪ ImmunityBio, Inc. | |