

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

v.

SANDISK CORP., SANJAY MEHROTRA,
and JUDY BRUNER,

Defendants.

No.

CLASS ACTION

**COMPLAINT FOR VIOLATION OF
THE FEDERAL SECURITIES LAWS**

DEMAND FOR JURY TRIAL

1 Plaintiff Trenton Glore (“Plaintiff”), individually and on behalf of all other persons similarly
2 situated, by his undersigned attorneys, for his complaint against defendants, alleges the following based
3 upon personal knowledge as to himself and his own acts, and information and belief as to all other matters,
4 based upon, *inter alia*, the investigation conducted by and through his attorneys, which included, among
5 other things, a review of the defendants’ public documents, conference calls and announcements made
6 by defendants, United States Securities and Exchange Commission (“SEC”) filings, wire and press
7 releases published by and regarding SanDisk Corp. (“SanDisk” or the “Company”), analysts’ reports and
8 advisories about the Company, and information readily obtainable on the Internet. Plaintiff believes that
9 substantial evidentiary support will exist for the allegations set forth herein after a reasonable opportunity
10 for discovery.
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12 **NATURE OF THE ACTION**

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14 1. This is a federal securities class action on behalf of a class consisting of all persons other
15 than Defendants (defined below) who purchased or otherwise acquired SanDisk securities between
16 October 16, 2014 and March 25, 2015, both dates inclusive (the “Class Period”), seeking to recover
17 damages caused by Defendants’ violations of the federal securities laws and to pursue remedies under §§
18 10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”) and Rule 10b-5
19 promulgated thereunder against the Company and certain of its top officials.
20

21 2. SanDisk purports to design, develop, manufacture, and market data storage solutions in
22 the United States and internationally. The Company offers removable cards, which are used in various
23 applications and consumer devices, including digital cameras, camcorders, smartphones, tablets, and
24 eReaders under the SanDisk Ultra, SanDisk Extreme, and SanDisk Extreme PRO brands; and embedded
25 products that are used in mobile phones, tablets, notebooks, and other portable and wearable devices, as
26 well as in automotive and connected home applications under the brand name iNAND.
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1 3. Throughout the Class Period, Defendants made materially false and misleading statements
2 regarding quality control within the corporate organizational structure. Specifically, Defendants made
3 false and/or misleading statements and/or failed to disclose that: (1) the Company was experiencing
4 certain production qualification delays on certain of its key products; (2) the Company was experiencing
5 lower than expected sales of enterprise products; (3) the Company was vulnerable to lower pricing in
6 some areas of the business; and (4) as a result of the foregoing, the Company would be forced to announce
7 drastically lower first quarter revenue estimates compared to prior forecasts, and withdraw 2015 forecasts
8 for the Company's financial results in their entirety.
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10 4. On March 26, 2015, before the market opened, the Company issued a press release
11 announcing that it expects revenue for the fiscal first quarter "to be approximately \$1.3 billion, depending
12 on final sell-through results, compared to the previously forecasted revenue range of \$1.40 billion to
13 \$1.45 billion." As the Company disclosed, this reduction in guidance was "primarily due to certain
14 product qualification delays, lower than expected sales of enterprise products and lower pricing in some
15 areas of the business." Moreover, the Company announced that it expects continued impact to its 2015
16 financial results from these factors as well as the previously identified supply challenges, and now
17 forecasts 2015 revenue to be lower than the previously forecast.
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20 5. On this news, shares of SanDisk declined \$14.98 per share, or 18.45%, to close on March
21 26, 2015, at \$66.20 per share, on unusually heavy volume.

22 6. As a result of Defendants' wrongful acts and omissions, and the precipitous decline in the
23 market value of the Company's securities, Plaintiff and other Class members have suffered significant
24 losses and damages.
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JURISDICTION AND VENUE

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

8. This Court has jurisdiction over the subject matter of this action pursuant to § 27 of the Exchange Act (15 U.S.C. § 78aa) and 28 U.S.C. § 1331.

9. Venue is proper in this District pursuant to §27 of the Exchange Act, 15 U.S.C. §78aa and 28 U.S.C. §1391(b), as the Company maintains corporate offices in this District.

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

PARTIES

11. Plaintiff, as set forth in the attached Certification, acquired SanDisk securities at artificially inflated prices during the Class Period and was damaged upon the revelation of the alleged corrective disclosures.

12. SanDisk Corporation designs, develops, manufactures, and markets data storage solutions in the United States and internationally. SanDisk Corporation was founded in 1988 and is headquartered in Milpitas, California. The Company trades on the NASDAQ under the ticker symbol “SNDK”.

13. Defendant Sanjay Mehrotra (“Mehrotra”) has served as the President and Chief Executive Officer of SanDisk at all relevant times.

14. Defendant Judy Bruner (“Bruner”) has served as the Executive Vice President, Administration and Chief Financial Officer of SanDisk at all relevant times.

1 20. On October 16, 2014, the Company held a conference call to discuss the financial results
2 for the third quarter 2014. During the call, the issue of “product qualification” came up repeatedly without
3 any indication of problems. For example, defendant Mehrotra stated:

4 We are delighted to report first revenue shipments of ULLtraDIMM, our high-
5 performance, low-latency SSDs to leading server and storage OEMs. [Design]
6 traction for ULLtraDIMM SSDs continues to grow with successful
7 qualifications at Super Micro Computer and Huawei, achieve in the third
8 quarter. . . .

9 The Fusion-io business performed in line with our expectations post-
10 acquisition. On the product front, multiple OEMs have now qualified and are
11 offering our next-generation Fusion-io PCIe products. Our plan is to continue
12 supporting the majority of Fusion-io products on non-captive NANDs in 2015.
13 . . .

14 We also began *shipment of our 1Y nanometer X2 SSDs and qualification*
15 *efforts for our 1Y nanometer X3 SSDs are underway* with multiple OEM
16 customers.

17 21. On November 3, 2014, the Company filed a Form 10-Q with the SEC which was signed
18 by defendant Bruner, and reiterated the Company’s previously announced quarterly financial results and
19 financial position. In addition, the Form 10-Q contained signed certifications pursuant to the Sarbanes-
20 Oxley Act of 2002 (“SOX”) by defendants Bruner and Mehrotra, stating that the financial information
21 contained in the Form 10-Q was accurate and disclosed any material changes to the Company’s internal
22 control over financial reporting.

23 22. On January 21, 2015, the Company issued a press release announcing fourth quarter and
24 fiscal 2014 financial results. The Company announced that fourth quarter revenue of \$1.74 billion was
25 slightly higher on a year-over-year basis and decreased 1 percent sequentially. Total revenue for fiscal
26 2014 was a record \$6.63 billion, a 7 percent increase from \$6.17 billion in fiscal 2013. On a GAAP basis,
27 fourth quarter net income was \$202 million, or \$0.86 per share, compared to net income of \$338 million,
28 or \$1.45 per share, in the fourth quarter of fiscal 2013 and \$263 million, or \$1.09 per share, in the third

1 quarter of fiscal 2014. Net income for fiscal 2014 was \$1.01 billion, or \$4.23 per share, compared to
2 \$1.04 billion, or \$4.34 per share, in fiscal 2013. Moreover, defendant Mehrotra stated the following:

3 We delivered record revenue in 2014 with continued progress in shifting our
4 portfolio towards high value solutions. Our SSD solutions reached 29 percent
5 of revenue in 2014, with strong growth from both client and enterprise SSDs.
6 We are disappointed with our fourth quarter results, which were impacted
7 primarily by supply constraints. We believe that NAND flash industry
fundamentals are healthy, and we expect our financial results to improve as we
move through 2015.

8 23. On January 21, 2015, the Company held a conference call to discuss the financial results
9 for the fourth quarter and fiscal 2014. During the call, the issue of “product qualification” was raised
10 without any indication of problems. For example, defendant Mehrotra stated, “Corporate adoption of our
11 client SSDs continues to accelerate, driven by an increasing attach rate of SSD in notebooks. I am pleased
12 to note that *qualification for our 1Y nanometer X3 SSDs is nearing completion* with multiple OEM
13 customers.”
14

15 24. On March 9, 2015, the Company issued press release announcing April 15, 2015 as the
16 date set to discuss first quarter 2015 financial results. However, the Company made no mention of the
17 negative news to be disclosed less than three weeks later.
18

19 25. The statements referenced in ¶¶ 19 – 24 above were materially false and/or misleading
20 because they misrepresented and failed to disclose the following adverse facts pertaining to quality
21 control matters within the corporate organizational structure. Specifically, Defendants made false and/or
22 misleading statements and/or failed to disclose that: (1) the Company was experiencing certain
23 production qualification delays on certain of its products; (2) the Company was experiencing lower than
24 expected sales of enterprise products; (3) the Company was vulnerable to lower pricing in some areas of
25 the business; and (4) as a result of the foregoing, the Company would be forced to announce drastically
26 lower first quarter revenue estimates compared to prior forecasts, and withdraw entirely 2015 forecasts
27 for the Company’s financial results.
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The Truth Emerges

26. On March 26, 2015, before the market opened, the Company issued a press release announcing that it expects revenue for the fiscal first quarter “to be approximately \$1.3 billion, depending on final sell-through results, compared to the previously forecasted revenue range of \$1.40 billion to \$1.45 billion.” As the Company disclosed, this reduction in guidance was “primarily due to certain product qualification delays, lower than expected sales of enterprise products and lower pricing in some areas of the business.” Moreover, the Company announced that it expects continued impact to its 2015 financial results from these factors as well as the previously identified supply challenges, and now forecasts 2015 revenue to be lower than the previous guidance.

27. Specifically, the press release disclosed:

MILPITAS, Calif.--(BUSINESS WIRE)--Mar. 26, 2015-- SanDisk Corporation (NASDAQ:SNDK), a global leader in flash storage solutions, today announced that it expects its revenue for the first fiscal quarter, which will end on March 29, 2015, to be approximately \$1.3 billion, depending on final sell-through results, compared to the previously forecasted revenue range of \$1.40 billion to \$1.45 billion.

The change in first quarter revenue estimate is primarily due to certain product qualification delays, lower than expected sales of enterprise products and lower pricing in some areas of the business. The Company expects continued impact to its 2015 financial results from these factors as well as the previously identified supply challenges, and now forecasts 2015 revenue to be lower than the previous guidance.

Other forecasts for the quarter and the year are withdrawn, and the Company will provide an update during its first quarter earnings call on April 15, 2015. SanDisk will also reschedule its previously announced May 2015 Investor Day to a later date.

“We are disappointed with our financial outlook,” said Sanjay Mehrotra, president and chief executive officer, SanDisk. “We will work through these headwinds, leveraging our compelling product roadmap and broadening customer base. We believe our growth prospects remain strong and we are encouraged by the progress we are making in our 3D NAND technology.”

28. Analysts registered surprise at the announcement. Noting that this was SanDisk’s second consecutive negative pre-announcement, a Citigroup analyst noted that it was “currently reassessing our

1 model” for the Company, finding the problems to likely be “significant” and “creating a lack of
2 visibility.” A Deutsche Bank analyst, after cutting the price target, stated he was “surprised and
3 disappointed by the revenue miss” where SanDisk “mis-executes for two consecutive quarters.”

4 29. On this news, shares of SanDisk declined \$14.98 per share, or 18.45%, to close on March
5 26, 2015, at \$66.20 per share, on unusually heavy volume.

6
7 30. As a result of Defendants’ wrongful acts and omissions, and the precipitous decline in the
8 market value of the Company’s securities, Plaintiff and other Class members have suffered significant
9 losses and damages.

10 **PLAINTIFF’S CLASS ACTION ALLEGATIONS**

11 31. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure
12 23(a) and (b)(3) on behalf of a Class, consisting of all those who purchased or otherwise acquired SanDisk
13 securities during the Class Period (the “Class”); and were damaged upon the revelation of the alleged
14 corrective disclosures. Excluded from the Class are Defendants herein, the officers and directors of the
15 Company, at all relevant times, members of their immediate families and their legal representatives, heirs,
16 successors or assigns and any entity in which Defendants have or had a controlling interest.

17 32. The members of the Class are so numerous that joinder of all members is impracticable.
18
19 Throughout the Class Period, SanDisk securities were actively traded on the NASDAQ. While the exact
20 number of Class members is unknown to Plaintiff at this time and can be ascertained only through
21 appropriate discovery, Plaintiff believes that there are hundreds or thousands of members in the proposed
22 Class. Record owners and other members of the Class may be identified from records maintained by
23 SanDisk or its transfer agent and may be notified of the pendency of this action by mail, using the form
24 of notice similar to that customarily used in securities class actions.
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1 33. Plaintiff's claims are typical of the claims of the members of the Class as all members of
2 the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that is
3 complained of herein.

4 34. Plaintiff will fairly and adequately protect the interests of the members of the Class and
5 has retained counsel competent and experienced in class and securities litigation. Plaintiff has no interests
6 antagonistic to or in conflict with those of the Class.

7 35. Common questions of law and fact exist as to all members of the Class and predominate
8 over any questions solely affecting individual members of the Class. Among the questions of law and
9 fact common to the Class are:
10

- 11 • whether the federal securities laws were violated by Defendants' acts as alleged herein;
- 12 • whether statements made by Defendants to the investing public during the Class Period
- 13 misrepresented material facts about the business, operations and management of SanDisk;
- 14 • whether the Individual Defendants caused SanDisk to issue false and misleading financial
- 15 statements during the Class Period;
- 16 • whether Defendants acted knowingly or recklessly in issuing false and misleading
- 17 financial statements;
- 18 • whether the prices of SanDisk securities during the Class Period were artificially inflated
- 19 because of the Defendants' conduct complained of herein; and
- 20 • whether the members of the Class have sustained damages and, if so, what is the proper
- 21 measure of damages.

22 36. A class action is superior to all other available methods for the fair and efficient
23 adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the
24 damages suffered by individual Class members may be relatively small, the expense and burden of
25 individual litigation make it impossible for members of the Class to individually redress the wrongs done
26 to them. There will be no difficulty in the management of this action as a class action.
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37. 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;
- SanDisk securities are traded in an efficient market;
- the Company's shares 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, acquired and/or sold SanDisk 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.

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

39. 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

(Against All Defendants For Violations of Section 10(b) And Rule 10b-5 Promulgated Thereunder)

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

41. This Count is asserted against 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.

1 42. During the Class Period, Defendants engaged in a plan, scheme, conspiracy and course of
2 conduct, pursuant to which they knowingly or recklessly engaged in acts, transactions, practices and
3 courses of business which operated as a fraud and deceit upon Plaintiff and the other members of the
4 Class; made various untrue statements of material facts and omitted to state material facts necessary in
5 order to make the statements made, in light of the circumstances under which they were made, not
6 misleading; and employed devices, schemes and artifices to defraud in connection with the purchase and
7 sale of securities. Such scheme was intended to, and, throughout the Class Period, did: (i) deceive the
8 investing public, including Plaintiff and other Class members, as alleged herein; (ii) artificially inflate
9 and maintain the market price of SanDisk securities; and (iii) cause Plaintiff and other members of the
10 Class to purchase or otherwise acquire SanDisk securities and options at artificially inflated prices. In
11 furtherance of this unlawful scheme, plan and course of conduct, Defendants, and each of them, took the
12 actions set forth herein.
13

14 43. Pursuant to the above plan, scheme, conspiracy and course of conduct, each of the
15 Defendants participated directly or indirectly in the preparation and/or issuance of the quarterly and
16 annual reports, SEC filings, press releases and other statements and documents described above,
17 including statements made to securities analysts and the media that were designed to influence the market
18 for SanDisk securities. Such reports, filings, releases and statements were materially false and misleading
19 in that they failed to disclose material adverse information and misrepresented the truth about SanDisk's
20 finances and business prospects.
21

22 44. By virtue of their positions at SanDisk, Defendants had actual knowledge of the materially
23 false and misleading statements and material omissions alleged herein and intended thereby to deceive
24 Plaintiff and the other members of the Class, or, in the alternative, Defendants acted with reckless
25 disregard for the truth in that they failed or refused to ascertain and disclose such facts as would reveal
26 the materially false and misleading nature of the statements made, although such facts were readily
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1 available to Defendants. Said acts and omissions of Defendants were committed willfully or with reckless
2 disregard for the truth. In addition, each defendant knew or recklessly disregarded that material facts
3 were being misrepresented or omitted as described above.

4 45. Defendants were personally motivated to make false statements and omit material
5 information necessary to make the statements not misleading in order to personally benefit from the sale
6 of SanDisk securities from their personal portfolios.

7 46. Information showing that Defendants acted knowingly or with reckless disregard for the
8 truth is peculiarly within Defendants' knowledge and control. As the senior managers and/or directors
9 of SanDisk, the Individual Defendants had knowledge of the details of SanDisk's internal affairs.

10 47. The Individual Defendants are liable both directly and indirectly for the wrongs
11 complained of herein. Because of their positions of control and authority, the Individual Defendants were
12 able to and did, directly or indirectly, control the content of the statements of SanDisk. As officers and/or
13 directors of a publicly-held company, the Individual Defendants had a duty to disseminate timely,
14 accurate, and truthful information with respect to SanDisk's businesses, operations, future financial
15 condition and future prospects. As a result of the dissemination of the aforementioned false and
16 misleading reports, releases and public statements, the market price of SanDisk securities was artificially
17 inflated throughout the Class Period. In ignorance of the adverse facts concerning SanDisk's business
18 and financial condition which were concealed by Defendants, Plaintiff and the other members of the Class
19 purchased or otherwise acquired SanDisk securities at artificially inflated prices and relied upon the price
20 of the securities, the integrity of the market for the securities and/or upon statements disseminated by
21 Defendants, and were damaged thereby.

22 48. During the Class Period, SanDisk securities were traded on an active and efficient market.
23 Plaintiff and the other members of the Class, relying on the materially false and misleading statements
24 described herein, which the Defendants made, issued or caused to be disseminated, or relying upon the
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1 integrity of the market, purchased or otherwise acquired shares of SanDisk securities at prices artificially
 2 inflated by Defendants' wrongful conduct. Had Plaintiff and the other members of the Class known the
 3 truth, they would not have purchased or otherwise acquired said securities, or would not have purchased
 4 or otherwise acquired them at the inflated prices that were paid. At the time of the purchases and/or
 5 acquisitions by Plaintiff and the Class, the true value of SanDisk securities was substantially lower than
 6 the prices paid by Plaintiff and the other members of the Class. The market price of SanDisk securities
 7 declined sharply upon public disclosure of the facts alleged herein to the injury of Plaintiff and Class
 8 members.
 9

10 49. By reason of the conduct alleged herein, Defendants knowingly or recklessly, directly or
 11 indirectly, have violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder.
 12

13 50. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and the other
 14 members of the Class suffered damages in connection with their respective purchases, acquisitions and
 15 sales of the Company's securities during the Class Period, upon the disclosure that the Company had
 16 been disseminating misrepresented financial statements to the investing public.
 17

18 COUNT II

19 (Violations of Section 20(a) of the Exchange Act Against The Individual Defendants)

20 51. Plaintiff repeats and realleges each and every allegation contained in the foregoing
 21 paragraphs as if fully set forth herein.
 22

23 52. During the Class Period, the Individual Defendants participated in the operation and
 24 management of SanDisk, and conducted and participated, directly and indirectly, in the conduct of
 25 SanDisk's business affairs. Because of their senior positions, they knew the adverse non-public
 26 information about SanDisk's misstatement regarding the quality controls within the corporate
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1 organization and the Company's requisite ability to detect and prevent employee impersonation and
2 fraudulent transfer requests.

3 53. As officers and/or directors of a publicly owned company, the Individual Defendants had
4 a duty to disseminate accurate and truthful information with respect to SanDisk's business practices, and
5 to correct promptly any public statements issued by SanDisk which had become materially false or
6 misleading.
7

8 54. Because of their positions of control and authority as senior officers, the Individual
9 Defendants were able to, and did, control the contents of the various reports, press releases and public
10 filings which SanDisk disseminated in the marketplace during the Class Period concerning the quality
11 controls within the corporate organization and the Company's requisite ability to detect and prevent
12 employee impersonation and fraudulent transfer requests. Throughout the Class Period, the Individual
13 Defendants exercised their power and authority to cause SanDisk to engage in the wrongful acts
14 complained of herein. The Individual Defendants therefore, were "controlling persons" of SanDisk within
15 the meaning of Section 20(a) of the Exchange Act. In this capacity, they participated in the unlawful
16 conduct alleged which artificially inflated the market price of SanDisk securities.
17

18 55. Each of the Individual Defendants, therefore, acted as a controlling person of SanDisk.
19 By reason of their senior management positions and/or being directors of SanDisk, each of the Individual
20 Defendants had the power to direct the actions of, and exercised the same to cause, SanDisk to engage in
21 the unlawful acts and conduct complained of herein. Each of the Individual Defendants exercised control
22 over the general operations of SanDisk and possessed the power to control the specific activities which
23 comprise the primary violations about which Plaintiff and the other members of the Class complain.
24

25 56. By reason of the above conduct, the Individual Defendants are liable pursuant to Section
26 20(a) of the Exchange Act for the violations committed by SanDisk.
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PRAYER FOR RELIEF

WHEREFORE, Plaintiff demand 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 his 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.

Dated: March 30, 2015

Respectfully submitted,