



1 analysts' reports and advisories about the Company, and information readily obtainable on the  
2 Internet. Plaintiff believes that substantial evidentiary support will exist for the allegations set  
3 forth herein after a reasonable opportunity for discovery.

#### 4 NATURE OF THE ACTION

5 1. This is a federal securities class action on behalf of a class consisting of all  
6 persons other than Defendants who purchased or otherwise acquired common shares of Alphabet  
7 between April 23, 2018 and October 7, 2018, both dates inclusive (the "Class Period"). Plaintiff  
8 seeks to recover compensable damages caused by Defendants' violations of the federal securities  
9 laws and to pursue remedies under Sections 10(b) and 20(a) of the Securities Exchange Act of  
10 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder.

11  
12 2. Alphabet was incorporated in 2015 and is the parent company of its leading  
13 subsidiary Google Inc. ("Google"), among others. Google was founded in 1998. Alphabet and  
14 Google are headquartered in Mountain View, California. The Company's common stock trades  
15 on the NASDAQ Global Select Market ("NASDAQ") under the ticker symbol "GOOG."

16  
17 3. Alphabet, through its subsidiary Google, operates a social networking website  
18 called "Google+" that allows people to communicate with their family, friends, and coworkers.  
19 Google+ users ostensibly have the ability to share and restrict the sharing of personal information  
20 according to their preferences by changing privacy settings.

21  
22 4. Between 2015 and March 2018, a software glitch in the Google+ website  
23 permitted outside developers to access the personal profile data of Google+ members who had  
24 not opted to permit their data to be shared publicly. Defendants discovered this glitch in March  
25 2018, ran tests to determine the impact of the glitch, and determined that the data of nearly half  
26 of a million users had been exposed to third parties. Google's legal and policy staff drafted a  
27 memorandum regarding the security failure and shared it with senior executives. The  
28

1 memorandum warned that disclosing the incident would likely trigger “immediate regulatory  
2 interest.” Google’s CEO, Defendant Pichai, was briefed on the plan not to notify users after an  
3 internal committee had reached that decision.

4 5. Throughout the Class Period, Defendants repeatedly made materially false and  
5 misleading statements regarding the security failure affecting users personal data. Specifically,  
6 Defendants made false and/or misleading statements and/or failed to disclose that: (1) the  
7 Company’s security measures had failed recently and massively, as Google had exposed the  
8 private data of hundreds of thousands of users of Google+ to third parties; (2) damage to the  
9 Company’s reputation and operating results and loss of customers from this failure of the  
10 Company’s security measures were imminent and inevitable; (3) the Company’s security  
11 protections did not shield personal user data against theft and security breaches; and (4) the  
12 Company’s security measures had been breached due to employee error, malfeasance, system  
13 errors or vulnerabilities.  
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15  
16 6. On October 8, 2018, citing “people briefed on the incident and documents  
17 reviewed,” *The Wall Street Journal* reported that in March 2018, Google discovered a software  
18 glitch in its Google+ social network that had exposed users’ personal data to third parties, but  
19 “opted not to disclose the issue . . . in part because of fears that doing so would draw regulatory  
20 scrutiny and cause reputational damage.” Following this news, Google’s stock price fell \$67.75  
21 per share, or 5.9%, over the following two trading sessions, to close at \$1,081.22 per share on  
22 October 10, 2018.  
23

24 7. As a result of Defendants’ wrongful acts and omissions, and the precipitous decline in  
25 the market value of the Company’s common shares, Plaintiff and other Class members have suffered  
26 significant losses and damages.  
27  
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**JURISDICTION AND VENUE**

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

5 9. This Court has jurisdiction over the subject matter of this action under 28 U.S.C.  
6 §1331 and §27 of the Exchange Act.

7  
8 10. Venue is proper in this Judicial District pursuant to §27 of the Exchange Act (15  
9 U.S.C. §78aa) and 28 U.S.C. §1391(b). Alphabet is headquartered in this Judicial District.

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

14  
15 **PARTIES**

16 12. Plaintiff, as set forth in the accompanying Certification, purchased common  
17 shares of Alphabet at artificially inflated prices during the Class Period and was damaged upon  
18 the revelation of the alleged corrective disclosure.

19 13. Defendant Alphabet, Inc. is incorporated in Delaware, and the Company's  
20 principal executive offices are located at 1600 Amphitheatre Parkway Mountain View, CA  
21 94043. Alphabet's securities trade on the NASDAQ under the ticker symbol "GOOG."

22 14. Defendant Lawrence E. Page ("Page") has served at all relevant times as the  
23 Company's Chief Executive Officer ("CEO").  
24

25 15. Defendant Sundar Pichai has served at all relevant times as Google's Chief  
26 Executive Officer ("CEO").  
27  
28

1 16. Defendant Ruth M. Porat (“Porat”) has served at all relevant times as the  
2 Company’s CFO.

3 17. Defendants Page, Pichai and Porat are sometimes referred to herein collectively as  
4 the “Individual Defendants.”

5 18. The Individual Defendants possessed the power and authority to control the  
6 contents of Alphabet’s SEC filings, press releases, and other market communications. The  
7 Individual Defendants were provided with copies of the Company’s SEC filings and press  
8 releases alleged herein to be misleading prior to or shortly after their issuance and had the ability  
9 and opportunity to prevent their issuance or to cause them to be corrected. Because of their  
10 positions with the Company, and their access to material information available to them but not to  
11 the public, the Individual Defendants knew that the adverse facts specified herein had not been  
12 disclosed to and were being concealed from the public, and that the positive representations  
13 being made were then materially false and misleading. The Individual Defendants are liable for  
14 the false statements and omissions pleaded herein.  
15

16  
17 **SUBSTANTIVE ALLEGATIONS**

18 **Background**

19 19. Alphabet, through its subsidiary Google, operates a social networking website  
20 called “Google+” that allows people to communicate with their family, friends, and coworkers.  
21 Google+ users ostensibly have the ability to share and restrict the sharing of personal information  
22 according to their preferences by changing privacy settings.  
23

24 20. In developing Google+, Google created an application programming interface  
25 (“API”) (a software intermediary that allows two applications to talk to each other) to help  
26 smartphone app developers to access profile information of users who, through their privacy  
27 settings, had permitted such information to be shared. This profile information included personal  
28

1 and contact information of users, as well as information about the persons to whom the users are  
2 connected on Google+.

3 21. Between 2015 and March 2018, a software glitch in this Google+ API permitted  
4 outside developers to access the personal profile data of Google+ members who had not opted to  
5 permit their data to be shared publicly. Indeed, the glitch permitted third parties to access the  
6 personal data of users that the users had expressly marked as nonpublic in the Google+ privacy  
7 settings.  
8

9 22. In March 2018, Googled discovered this glitch in the API. Google ran tests for  
10 two weeks to determine the impact of the glitch, and found that the personal data of 496, 951  
11 users had been exposed to third parties. The exposed user data included full names, email  
12 addresses, birth dates, gender, profile photos, places lived, occupation and relationship status.  
13 Some of the individuals whose data was exposed included paying users of Google's "G Suite," a  
14 set of applications including Google Docs and Googe Drive, and these users include institutions  
15 such as governments, businesses, and schools. As many as 438 third-party applications had  
16 access to the unauthorized Google+ data.  
17

18 23. Google's legal and policy staff drafted a memo regarding the security failure and  
19 shared it with senior executives. The memo warned that disclosing the incident would likely  
20 trigger "immediate regulatory interest." The memo further stated that the incident would likely  
21 result "in us coming into the spotlight alongside or even instead of Facebook despite having  
22 stayed under the radar throughout the Cambridge Analytica scandal," referring to the recent  
23 scandal in which a British consulting firm acquired and used personal data from Facebook  
24 without authorization. The memo also noted that disclosure "almost guarantees Sundar [Pichai]  
25 will testify before Congress."  
26  
27  
28

1 24. According to two individuals briefed on the matter, Google’s CEO, Defendant  
2 Pichai, was briefed on the plan not to notify users after an internal committee had reached that  
3 decision.

4 **Materially False and Misleading Statements Issued During the Class Period**

5 25. On February 1, 2018, the Company issued its SEC Annual Report on Form 10-K  
6 for the fiscal year ending December 31, 2017 (the “1Q 2017 10-K”), in which the Company  
7 stated, in Part I, Item 1A “Risk Factors”:  
8

9 *Privacy concerns relating to our technology could damage our reputation and deter*  
10 *current and potential users or customers from using our products and services. If our*  
11 *security measures are breached resulting in the improper use and disclosure of user*  
12 *data, or if our services are subject to attacks that degrade or deny the ability of users to*  
13 *access our products and services, our products and services may be perceived as not*  
14 *being secure, users and customers may curtail or stop using our products and services,*  
15 *and we may incur significant legal and financial exposure.*

16 From time to time, concerns have been expressed about whether our products, services,  
17 or processes compromise the privacy of users, customers, and others. Concerns about our  
18 practices with regard to the collection, use, disclosure, or security of personal information  
19 or other privacy related matters, even if unfounded, could damage our reputation and  
20 adversely affect our operating results.

21 Our products and services involve the storage and transmission of users’ and customers’  
22 proprietary information, and theft and security breaches expose us to a risk of loss of this  
23 information, improper use and disclosure of such information, litigation, and potential  
24 liability. Any systems failure or compromise of our security that results in the release of  
25 our users’ data, or in our or our users’ ability to access such data, could seriously harm  
26 our reputation and brand and, therefore, our business, and impair our ability to attract and  
27 retain users. We expect to continue to expend significant resources to maintain state-of-  
28 the-art security protections that shield against theft and security breaches.

[ . . . ]

Our security measures may also be breached due to employee error, malfeasance, system  
errors or vulnerabilities, including vulnerabilities of our vendors, suppliers, their  
products, or otherwise. Such breach or unauthorized access, increased government  
surveillance, or attempts by outside parties to fraudulently induce employees, users, or  
customers to disclose sensitive information in order to gain access to our data or our  
users’ or customers’ data could result in significant legal and financial exposure, damage  
to our reputation, and a loss of confidence in the security of our products and services  
that could potentially have an adverse effect on our business.

1 [...] 2

3 If an actual or perceived breach of our security occurs, the market perception of the effectiveness of our security measures could be harmed and we could lose users and customers. 4

5 26. On April 23, 2018, the Company issued its SEC Quarterly Report on Form 10-Q for the period ending March 31, 2018 (the "1Q 2018 10-Q"), in which the Company stated: 6

7 Our operations and financial results are subject to various risks and uncertainties, including those described in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017, which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our common and capital stock. There have been no material changes to our risk factors since our Annual Report on Form 10-K for the year ended December 31, 2017 8 9 10

11 27. On July 23, 2018, the Company issued its SEC Quarterly Report on Form 10-Q for the period ending June 30, 2018 (the "2Q 2018 10-Q"), in which the Company stated: 12

13 Our operations and financial results are subject to various risks and uncertainties, including those described in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017, which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our common and capital stock. There have been no material changes to our risk factors since our Annual Report on Form 10-K for the year ended December 31, 2017 14 15 16

17 28. The statements referenced in ¶¶ 25-27 above were materially false and/or misleading because: (1) the statements failed to disclose that the Company's security measures 18 already had failed recently and massively, as Google had exposed the private data of hundreds of 19 thousands of users of Google+ to third parties; (2) damage to the Company's reputation and 20 operating results and loss of customers from this failure of the Company's security measures 21 were imminent and inevitable; (3) the Company did not maintain state-of-the-art security 22 protections, and its protection did not shield personal user data against theft and security 23 breaches; and (4) the Company's security measures already had been breached due to employee 24 error, malfeasance, system errors or vulnerabilities. 25 26 27 28



1 otherwise acquired Alphabet common shares traded on the NASDAQ during the Class Period  
2 (the “Class”); and were damaged upon the revelation of the alleged corrective disclosures.  
3 Excluded from the Class are Defendants herein, the officers and directors of the Company, at all  
4 relevant times, members of their immediate families and their legal representatives, heirs,  
5 successors or assigns and any entity in which Defendants have or had a controlling interest.  
6

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

16 36. Plaintiff’s claims are typical of the claims of the members of the Class as all  
17 members of the Class are similarly affected by Defendants’ wrongful conduct in violation of  
18 federal law that is complained of herein.  
19

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

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

- 27 • whether the federal securities laws were violated by Defendants’ acts as  
28 alleged herein;

- 1 • whether statements made by Defendants to the investing public during the  
2 Class Period misrepresented material facts about the financial condition,  
3 business, operations, and management of Alphabet;
- 4 • whether Defendants caused Alphabet to issue false and misleading  
5 financial statements during the Class Period;
- 6 • whether Defendants acted knowingly or recklessly in issuing false and  
7 misleading financial statements;
- 8 • whether the prices of Alphabet securities during the Class Period were  
9 artificially inflated because of Defendants' conduct complained of herein;  
10 and
- 11 • whether the members of the Class have sustained damages and, if so, what  
12 is the proper measure of damages.

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

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

- 21 • Defendants made public misrepresentations or failed to disclose material  
22 facts during the Class Period;
- 23 • the omissions and misrepresentations were material;
- 24 • Alphabet common shares are traded in efficient markets;
- 25 • the Company's shares were liquid and traded with moderate to heavy  
26 volume during the Class Period;
- 27 • the Company traded on the NASDAQ, and was covered by multiple  
28 analysts;

- 1 • the misrepresentations and omissions alleged would tend to induce a  
2 reasonable investor to misjudge the value of the Company's common  
3 shares; and
- 4 • Plaintiff and members of the Class purchased and/or sold Alphabet  
5 common shares between the time the Defendants failed to disclose or  
6 misrepresented material facts and the time the true facts were disclosed,  
7 without knowledge of the omitted or misrepresented facts.

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

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

## 15 **COUNT I**

### 16 **Violation of Section 10(b) of The Exchange Act and Rule 10b-5** 17 **Against All Defendants**

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

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

23 45. During the Class Period, Alphabet and the Individual Defendants, individually  
24 and in concert, directly or indirectly, disseminated or approved the false statements specified  
25 above, which they knew or deliberately disregarded were misleading in that they contained  
26 misrepresentations and failed to disclose material facts necessary in order to make the statements  
27 made, in light of the circumstances under which they were made, not misleading.  
28

1           46.    Alphabet and the Individual Defendants violated §10(b) of the 1934 Act and Rule  
2 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  
5                   necessary in order to make the statements made, in light of the  
6                   circumstances under which they were made, not misleading; or
- 7                   •       engaged in acts, practices and a course of business that operated as a fraud  
8                   or deceit upon plaintiff and others similarly situated in connection with  
9                   their purchases of Alphabet common shares during the Class Period.

10           47.    Alphabet and the Individual Defendants acted with scienter in that they knew that  
11 the public documents and statements issued or disseminated in the name of Alphabet 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  
14 in 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  
16 facts of Alphabet, their control over, and/or receipt and/or modification of Alphabet allegedly  
17 materially misleading statements, and/or their associations with the Company which made them  
18 privy to confidential proprietary information concerning Alphabet, participated in the fraudulent  
19 scheme alleged herein.

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

26           49.    As a result of the foregoing, the market price of Alphabet common shares was  
27 artificially inflated during the Class Period. In ignorance of the falsity of Alphabet's and the  
28

1 Individual Defendants' statements, Plaintiff and the other members of the Class relied on the  
2 statements described above and/or the integrity of the market price of Alphabet common shares  
3 during the Class Period in purchasing Alphabet common shares at prices that were artificially  
4 inflated as a result of Alphabet's and the Individual Defendants' false and misleading statements.

5 50. Had Plaintiff and the other members of the Class been aware that the market price  
6 of Alphabet common shares had been artificially and falsely inflated by Alphabet's and the  
7 Individual Defendants' misleading statements and by the material adverse information which  
8 Alphabet's and the Individual Defendants did not disclose, they would not have purchased  
9 Alphabet's common shares at the artificially inflated prices that they did, or at all.  
10

11 51. As a result of the wrongful conduct alleged herein, Plaintiff and other members of  
12 the Class have suffered damages in an amount to be established at trial.  
13

14 52. By reason of the foregoing, Alphabet and the Individual Defendants have violated  
15 Section 10(b) of the 1934 Act and Rule 10b-5 promulgated thereunder and are liable to the  
16 plaintiff and the other members of the Class for substantial damages which they suffered in  
17 connection with their purchase of Alphabet common shares during the Class Period.  
18

## 19 **COUNT II**

### 20 **Violation of Section 20(a) of The Exchange Act** 21 **Against The Individual Defendants**

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

24 54. During the Class Period, the Individual Defendants participated in the operation  
25 and management of Alphabet, and conducted and participated, directly and indirectly, in the  
26 conduct of Alphabet's business affairs. Because of their senior positions, they knew the adverse  
27 non-public information regarding the Company's inadequate internal safeguards in data security  
28 protocols.

1 55. As officers and/or directors of a publicly owned company, the Individual  
2 Defendants had a duty to disseminate accurate and truthful information with respect to  
3 Alphabet's financial condition and results of operations, and to correct promptly any public  
4 statements issued by Alphabet which had become materially false or misleading.

5 56. Because of their positions of control and authority as senior officers, the  
6 Individual Defendants were able to, and did, control the contents of the various reports, press  
7 releases and public filings which Alphabet disseminated in the marketplace during the Class  
8 Period. Throughout the Class Period, the Individual Defendants exercised their power and  
9 authority to cause Alphabet to engage in the wrongful acts complained of herein. The Individual  
10 Defendants therefore, were "controlling persons" of Alphabet within the meaning of Section  
11 20(a) of the Exchange Act. In this capacity, they participated in the unlawful conduct alleged  
12 which artificially inflated the market price of Alphabet common shares.  
13  
14

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

17 **PRAYER FOR RELIEF**

18 WHEREFORE, Plaintiff demands judgment against Defendants as follows:

19 A. Determining that the instant action may be maintained as a class action under  
20 Rule 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the Class  
21 representative;  
22

23 B. Requiring Defendants to pay damages sustained by Plaintiff and the Class by  
24 reason of the acts and transactions alleged herein;  
25

26 C. Awarding Plaintiff and the other members of the Class prejudgment and post-  
27 judgment interest, as well as their reasonable attorneys' fees, expert fees and other costs; and  
28

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: October 11, 2018

Respectfully submitted,

**POMERANTZ LLP**

By: /s/ Jennifer Pafiti  
Jennifer Pafiti (SBN 282790)  
468 North Camden Drive  
Beverly Hills, CA 90210  
Telephone: (818) 532-6499  
E-mail: [jpafiti@pomlaw.com](mailto:jpafiti@pomlaw.com)

**POMERANTZ, LLP**

Jeremy A. Lieberman  
Austin P. Van  
600 Third Avenue, 20th Floor  
New York, New York 10016  
Telephone: (212) 661-1100  
Facsimile: (212) 661-8665  
E-mail: [jalieberman@pomlaw.com](mailto:jalieberman@pomlaw.com)  
E-mail: [avan@pomlaw.com](mailto:avan@pomlaw.com)

**POMERANTZ LLP**

Patrick V. Dahlstrom  
Ten South La Salle Street, Suite 3505  
Chicago, Illinois 60603  
Telephone: (312) 377-1181  
Facsimile: (312) 377-1184  
E-mail: [pdahlstrom@pomlaw.com](mailto:pdahlstrom@pomlaw.com)

*Attorneys for Plaintiff*

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