

Roofers' Pension Fund v. Joseph C. Papa, et al.

COURT: United States District Court for the District of New Jersey
CASE NUMBER: 16-cv-02805
CLASS PERIOD: 04/21/2015 - 05/02/2017
CASE LEADERS: James A. Harrod, Jesse L. Jensen
CASE TEAM: Danielle Disporto, Thomas Sperber, Samuel Coffin

This class action alleges claims on behalf of investors who purchased Perrigo common stock from April 21, 2015 through May 2, 2017, either in the U.S. on the NYSE, or in Israel on the TASE (which claims are being pursued in the U.S. litigation by application of Israeli law); claims are also asserted on behalf of all investors who were entitled to tender shares of the common stock of Perrigo Company plc ("Perrigo") as of November 12, 2015, when a proposed tender offer by Mylan N.V. expired.

Lead Plaintiff Has Reached a Proposed Settlement of the Action for \$97 Million

Lead Plaintiff Perrigo Institutional Investor Group, on behalf of itself and the Court-certified Classes, has reached a proposed settlement of the Action for **\$97,000,000** in cash that, if approved, will resolve the Action (the "Settlement").

If you are a Class Member, your rights will be affected and you may be eligible for a payment from the Settlement. The Class (or Classes) consists of:

- (1) All persons who purchased Perrigo publicly traded common stock between April 21, 2015 and May 2, 2017, both dates inclusive (the "Class Period"), on the New York Stock Exchange or any other trading center within the United States and were damaged thereby;
- (2) All persons who purchased Perrigo's publicly traded common stock between April 21, 2015 and May 2, 2017, both dates inclusive, on the Tel Aviv Stock Exchange and were damaged thereby; and
- (3) All persons who owned Perrigo common stock as of November 12, 2015 and held such stock through at least 8:00 a.m. on November 13, 2015 (whether or not a person tendered their shares in response to the tender offer of Mylan, N.V.).

Certain persons and entities are excluded from the Classes by definition (see paragraph 23 of the Settlement Notice) or if they previously requested exclusion from the Classes in connection with earlier mailing of the Class Notice, or were previously excluded by motion and order.

Please read the Settlement Notice to fully understand your rights and options. Copies of the Settlement Notice and Claim Form can be found in the **Case Documents** list on the right of this page. You may also visit the case website, www.PerrigoSecuritiesLitigation.com, for more information about the Settlement.

To be eligible to receive a payment under the proposed Settlement, you must submit a Claim Form postmarked (if mailed) or submitted on-line by no later than **August 26, 2024**.

Payments to eligible claimants will be made only if the Court approves the Settlement and a plan of allocation, and only after any appeals are resolved, and after the completion of all claims processing. Please be patient, as this process will take some time to complete.

IMPORTANT DATES AND DEADLINES

- August 26, 2024** **Claim Filing Deadline.** Claim Forms must be *postmarked (if mailed) or submitted on-line no later than August 26, 2024.*
- August 6, 2024** **Objection Deadline.** Any objections to the proposed Settlement, the proposed Plan of Allocation, or the motion for attorneys' fees and expenses, must be submitted **no later than August 6, 2024**, in accordance with the instructions in the Notice.
- September 5, 2024 at 10:00 a.m.** **Settlement Hearing.** The Settlement Hearing will be held on September 5, 2024 at 10:00 a.m., before the Honorable Leda Dunn Wettre, United States Magistrate Judge, in person in Courtroom 3C of the Martin Luther King Building & U.S. Courthouse, 50 Walnut Street, Newark, NJ 07101. The Settlement Hearing will be held by the Court to consider, among other things, whether the proposed Settlement is fair, reasonable, and adequate and should be approved; whether the proposed Plan of Allocation is fair and reasonable and should be approved; and whether Lead Counsel's motion for attorneys' fees and expenses should be approved.

Background and History of the Litigation

Lead Plaintiff alleges that shareholders' Perrigo losses arise from Perrigo's efforts to prevent a takeover attempt by Perrigo's rival, Mylan N.V. ("Mylan"). Perrigo and its senior executives engaged in a public battle with Mylan to convince Perrigo shareholders to pass on Mylan's tender offer, which valued Perrigo shares at \$177 each. Specifically, Lead Plaintiff alleges that, to convince its shareholders to reject Mylan's offer, Perrigo falsely touted strong organic growth, a disciplined approach to acquisitions, and its transparency as the strengths behind its business strategy and told shareholders that Perrigo had better prospects as a stand-alone company. The Company also promised that "tremendous revenue synergies" would come from integrating the Company's \$4.5 billion acquisition of Omega—the largest OTC manufacturer in Europe. Convinced by the Company's representations, Perrigo shareholders rejected Mylan's tender offer. Just a few months later, however, Perrigo revealed significantly declining revenue and earnings as a result of enormous competitive pressures and problems integrating Omega. The Company also announced two impairment charges relating to Omega, which together total over \$650 million—nearly 15% of the total acquisition value of Omega. What's more, the Company's CEO Joseph Papa—who was the face of Perrigo's public campaign urging shareholders to reject Mylan's bid—suddenly resigned, leaving analysts questioning whether the Company's rosy statements about Perrigo's business were true.. On March 3, 2017, the market learned that Perrigo had garnered the attention of antitrust regulators. On May 2, 2017 Perrigo was raided by the Department of Justice in connection with its investigation. Lead Plaintiff alleged that, as a result of these disclosures, Perrigo stock fell precipitously, declining more than 62% from the start of the Class Period and causing investors billions in investor losses.

On June 21, 2017, Lead Plaintiff filed the operative Complaint in the action. Briefing on Defendants' motions to dismiss was completed on November 6, 2017. On July 27, 2018, the Court issued a decision granting in part and

denying in part Defendants' motion to dismiss, sustaining the action. The Parties' discovery efforts included the production and review of over 3.4 million pages of documents from Defendants and non-parties to Lead Plaintiff, and 40 depositions of fact and expert witnesses

In addition, on November 30, 2018, Lead Plaintiff moved for class certification. Defendants then filed their opposition on March 29, 2019, and we filed our reply on June 5. On November 14, 2019, the Court granted our motion in full and certified all three requested classes. On November 29, 2019, Defendants filed a Rule 23(f) petition to the Third Circuit seeking interlocutory appeal of just one of the classes certified, the class of investors who were entitled to tender as of November 12, 2015, when the proposed tender offer by Mylan expired. Plaintiffs filed an opposition to this petition on December 9, 2019. On April 30, 2020, the Third Circuit denied Defendants' Rule 23(f) petition seeking interlocutory appeal, leaving in place all classes requested by Plaintiffs and certified by the District Court.

On April 9, 2021, each Defendant filed a motion for summary judgment. Lead Plaintiff's opposition was filed on June 3, 2021, and Defendants' replies were filed on July 7, 2021.

In addition, on July 1, 2021, the case was reassigned from Judge Madeline Cox Arleo (who had issued the decision denying Defendants' motions to dismiss and overseen the case since then) to Judge Julien Xavier Neals. The Court heard oral argument for the pending summary judgment and Daubert motions on April 7, 2022.

Then, on July 6, 2023, the case was reassigned from Judge Neals to Chief Judge Marie Bumb. On August 17, 2023, the Court entered an Order and issued an Opinion granting Former Defendant Judy Brown's motion for summary judgment, granting in part and denying in part Defendants Perrigo and Papa's motions for summary judgment, directing further briefing and argument on the issue of corporate scienter, and reserving ruling on the motions to exclude. The Parties completed that briefing and presented further argument to the Court on the issue of corporate scienter on November 16, 2023.

Throughout the pendency of this Action, the Parties engaged in extensive attempts to mediate this dispute. These efforts included four in-person mediation sessions between 2018 and 2024, and numerous Zoom sessions and phone calls. On February 29, 2024, Magistrate Judge Leda D. Wettre issued a mediator's proposal to settle this Action for \$97 million. On March 6, 2024, the Parties accepted the proposal.

After additional negotiations regarding the specific terms of their agreement, the Parties entered into the Stipulation and Agreement of Settlement on April 4, 2024. By Order dated April 23, 2024, the Court preliminarily approved the Settlement, authorized notice of the Settlement to be provided to potential Class Members, and scheduled the Settlement Hearing to consider whether to grant final approval to the Settlement for September 2, 2024.

Case Documents

- Notice of (I) Pendency of Class Action and Proposed Settlement; (II) Settlement Hearing; and (III) Motion for Attorneys' Fees and Litigation Expenses ("Settlement Notice")
- Proof of Claim and Release Form ("Claim Form")
- April 23, 2024 - Preliminary Approval Order
- April 4, 2024 - Stipulation and Agreement of Settlement

- July 10, 2020 - Notice of Pendency of Class Action
- November 14, 2019 - Class Certification Opinion
- July 27, 2018 - Motion to Dismiss Decision
- June 21, 2017 - Amended Complaint for Violation of the Federal Securities Laws
- May 18, 2016 - Complaint for Violations of the Federal Securities Laws