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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

IN RE OCZ TECHNOLOGY GROUP,
INC. SECURITIES LITIGATION

No. 3:12-cv-05265-RS

~~[AMENDED PROPOSED]~~ ORDER
GRANTING PRELIMINARY
APPROVAL OF SETTLEMENT AND
DIRECTING DISSEMINATION OF
NOTICE TO CLASS

EXHIBIT A

Date: April 10, 2015

Time: 1:30 p.m.

Room: Courtroom 3, 17^h Floor

Judge: Hon. Richard Seeborg

1 WHEREAS, a consolidated securities class action is pending before the Court entitled
2 *In re OCZ Technology Group, Inc. Securities Litigation*, 3:12-cv-05265-RS (the “Litigation”);

3 WHEREAS, Plaintiffs have filed an unopposed motion pursuant to Federal Rule of
4 Civil Procedure 23(e), for an order preliminarily approving the Settlement of this Litigation,
5 in accordance with the Stipulation of Settlement dated as of April 13, 2015 (the
6 “Stipulation”), which, together with the Exhibits annexed thereto sets forth the terms and
7 conditions for a proposed settlement of the Litigation and for dismissal of the Litigation with
8 prejudice upon the terms and conditions set forth therein; and the Court having read and
9 considered the Stipulation and the Exhibits annexed thereto; and

10 WHEREAS, all defined terms contained herein shall have the same meanings as set
11 forth in the Stipulation;

12 NOW, THEREFORE, IT IS HEREBY ORDERED that:

13 1. The terms used in this Order have the same meanings assigned to them in the
14 Stipulation.

15 2. The Court does hereby preliminarily approve the Stipulation and the
16 Settlement set forth therein, subject to further consideration at the Final Approval Hearing
17 described below.

18 3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure and solely for the
19 purposes of the Stipulation and the proposed Settlement, the Court certifies the following
20 Settlement Class:

21 **All Persons who purchased or otherwise acquired OCZ common stock and/or**
22 **call options during the period between July 6, 2011 and January 22, 2013, inclusive.**

23 Excluded from the Settlement Class are the Defendants, Ryan M. Petersen and Arthur
24 F. Knapp, Jr. (the “Individual Defendants”), members of the Individual Defendants’
25 immediate families, officers, directors, and subsidiaries of OCZ, any firm, entity, or
26 corporation in which any Defendant and/or any member(s) of an Individual Defendant’s
27 immediate family has or have a controlling interest, any trust of which an Individual

1 Defendant is the settlor or which is for the benefit of an Individual Defendant and/or any
2 member of an Individual Defendant's immediate family, and the legal representatives, heirs,
3 or successors-in-interest of Defendants. Also excluded from the Settlement Class are those
4 Persons who timely and validly request exclusion from the Settlement Class pursuant to the
5 Notice of Pendency and Proposed Settlement of Class Action to be sent to Settlement Class
6 Members.

7 4. For purposes of settlement only, this Court finds and concludes that the
8 Settlement Class is ascertainable and that there is a well-defined community of interest in the
9 questions of law and fact involved affecting the Settlement Class Members. For purposes of
10 settlement only, the Court finds and concludes that (a) the Persons who are part of the
11 Settlement Class are so numerous that joinder of all such Persons is impracticable; (b) there
12 are questions of law and fact common to the Settlement Class that predominate over any
13 individual questions; (c) the claims of the Lead Plaintiffs are typical of those of the Settlement
14 Class; (d) in negotiating and entering into the Stipulation, Lead Plaintiffs and their counsel
15 have fairly and adequately represented and protected the interests of all Persons who are part
16 of the Settlement Class; and (e) a class action is superior to other available methods for the
17 fair and efficient adjudication of the controversy, considering (i) the interests of the Persons
18 who are part of the Settlement Class in individually controlling the prosecution of separate
19 actions; (ii) the extent and nature of any litigation concerning the controversy already
20 commenced by Persons who are part of the Settlement Class; (iii) the desirability or
21 undesirability of concentrating the litigation of the claims in this particular forum; and (iv) the
22 difficulties likely to be encountered in the management of the Litigation as a class action.

23 5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure and for purposes
24 of the Settlement only, Lead Plaintiffs Leo Jegen, Vincent M. Monnier, Shih Leng Tan, and
25 Len C. Villacres are appointed as Class Representatives and Lead Counsel Levi & Korsinsky
26 LLP is appointed Class Counsel, Punzalan Law as Local Counsel, and Brower Piven as
27 Additional Counsel.

1 6. If the Stipulation is not approved by the Court or the Settlement is terminated
2 or fails to become effective in accordance with the terms therein, this conditional certification
3 shall be vacated without further order of the Court and without prejudice to the right of any
4 party to seek or oppose class certification thereafter.

5 7. A Final Approval Hearing shall be held before this Court on July 30, 2015, at
6 1:30 p.m., at the United States District Court, Northern District of California, San Francisco
7 Division, located at 450 Golden Gate Avenue, San Francisco, California to determine: (i)
8 whether the Court should grant final certification to the Settlement Class pursuant to Federal
9 Rule of Civil Procedure 23; (ii) whether the proposed Settlement of the Litigation on the
10 terms and conditions provided for in the Stipulation is fair, reasonable and adequate to the
11 Settlement Class and should be approved by the Court; (iii) whether a Judgment as defined in
12 ¶ 1.16 of the Stipulation should be entered herein; (iv) whether the proposed Plan of
13 Allocation is fair, reasonable and adequate and should be approved; (v) the amount of fees
14 and expenses that should be awarded to Lead Counsel; and (vi) to rule upon such other
15 matters as the Court may deem appropriate. The Court may adjourn the Final Approval
16 Hearing without further notice to Members of the Settlement Class.

17 8. The Court approves, as to form and content, the Notice of Pendency and
18 Proposed Settlement of Class Action (the “Notice”), the Proof of Claim and Release form (the
19 “Proof of Claim”), and Summary Notice annexed hereto as Exhibits A-1, A-2 and A-3, and
20 finds that the mailing and distribution of the Notice and publishing of the Summary Notice
21 substantially in the manner and form set forth in ¶ 9 of this Order meet the requirements of
22 Federal Rule of Civil Procedure 23 and due process, and is the best notice practicable under
23 the circumstances and shall constitute due and sufficient notice to all Persons entitled thereto.

24 9. The Court appoints the firm of Epiq Systems, Inc. (“Claims Administrator”) to
25 supervise and administer the notice procedure as well as the processing of claims as more
26 fully set forth below:
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1 (a) Not later than May 4, 2015 (the “Notice Date”), Lead Counsel shall
2 cause a copy of the Notice and the Proof of Claim, substantially in the forms annexed as
3 Exhibits A-1 and A-2 hereto, to be mailed by first class mail to all Settlement Class Members
4 who can be identified with reasonable effort; and Lead Counsel shall cause the Summary
5 Notice to be published once in the national edition of *Investor’s Business Daily* and on
6 www.OCZSecuritiesSettlement.com; and

7 (b) At least seven (7) days prior to the Final Approval Hearing, Lead
8 Counsel shall serve on Defendants’ counsel and file with the Court proof, by affidavit or
9 declaration, of such mailing and publishing.

10 10. Nominees who held the common stock and/or call options of OCZ purchased
11 during the period beginning July 6, 2011 through January 22, 2013, inclusive, shall send the
12 Notice and the Proof of Claim to the beneficial owners of such OCZ common stock and/or
13 call options within ten (10) days after receipt thereof, or send a list of the names and addresses
14 of such beneficial owners to the Claims Administrator within ten (10) days of receipt thereof
15 in which event the Claims Administrator shall promptly mail the Notice and Proof of Claim to
16 such beneficial owners.

17 11. All Members of the Settlement Class shall be bound by all determinations and
18 judgments in the Litigation concerning the Settlement, whether favorable or unfavorable to
19 the Settlement Class.

20 12. Any potential Member of the Settlement Class may request to be excluded
21 from the Settlement Class. Such request for exclusion must be postmarked on or before July
22 13, 2015 and delivered to the Claims Administrator as set forth in the Notice. Such requests
23 shall clearly indicate the name, address and telephone number of the person seeking exclusion
24 and a statement that the sender requests to be excluded from the Settlement Class in *In re*
25 *OCZ Technology Group, Inc. Securities Litigation*, 3:12-cv-05265-RS, and must be signed by
26 such person. Persons requesting exclusion are also directed to state: the date(s), price(s), and
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1 number(s) of shares of all purchases, other acquisitions and sales of OCZ securities during the
2 Class Period. A request for exclusion shall not be effective unless it provides the required
3 information and is made within the time stated above, or the exclusion is otherwise accepted
4 by the Court.

5 13. Settlement Class Members who wish to participate in the proposed Settlement
6 shall complete and submit Proof of Claim forms in accordance with the instructions contained
7 therein. Unless the Court orders otherwise, all Proof of Claim forms must be submitted no
8 later than August 13, 2015. Any Settlement Class Member who does not timely submit a
9 Proof of Claim within the time provided for shall be barred from sharing in the distribution of
10 the proceeds of the Settlement Fund, unless otherwise determined by Lead Counsel or ordered
11 by the Court.

12 14. Any Member of the Settlement Class may enter an appearance at the Final
13 Approval Hearing, individually or through counsel of their own choice, at their own expense.
14 If they do not enter an appearance, they will be represented by Lead Counsel.

15 15. Pending final determination of whether the proposed Settlement should be
16 approved, Plaintiffs' Counsel, the Lead Plaintiffs, and any Settlement Class Member, either
17 directly, representatively, or in any other capacity, are barred from commencing or
18 prosecuting against any of the Released Persons, any action or proceeding in any court or
19 tribunal asserting any of the Released Claims.

20 16. Any Member of the Settlement Class may appear and show cause, if he, she or
21 it has any reason why the proposed Settlement of the Litigation should or should not be
22 approved as fair, reasonable and adequate, or why a judgment should or should not be entered
23 thereon, why the Plan of Allocation should or should not be approved, or why attorneys' fees
24 and expenses should or should not be awarded to Lead Counsel; provided, however, that no
25 Settlement Class Member or any other Person shall be heard or entitled to contest the
26 approval of the terms and conditions of the proposed Settlement, or, if approved, the
27 Judgment to be entered thereon approving the same, or the order approving the Plan of

1 Allocation, or the attorneys' fees and expenses to be awarded to Lead Counsel unless that
2 Person has delivered by hand or sent by first class mail written objections and copies of any
3 papers and briefs such that they are received, not simply postmarked, on or before July 13,
4 2015, by Nicholas I. Porritt, Esq., Levi & Korsinsky LLP, 1101 30th Street, N.W., Suite 115,
5 Washington, DC 20007; Norman J. Blears, Esq., Sidley Austin LLP, 1001 Page Mill Road,
6 Building 1, Palo Alto, CA 94304; David Siegal, Esq., Irell & Manella LLP, 1800 Avenue of
7 the Stars, Suite 900, Los Angeles, CA 90067, and filed said objections, papers and briefs with
8 the Clerk of the United States District Court for the Northern District of California, San
9 Francisco Division, 450 Golden Gate Avenue, San Francisco, CA 94102, on or before July
10 13, 2015. Any Member of the Settlement Class who does not make his, her or its objection in
11 the manner provided shall be deemed to have waived such objection and shall forever be
12 foreclosed from making any objection to the fairness or adequacy of the proposed Settlement
13 as incorporated in the Stipulation, to the Plan of Allocation, and to the award of attorneys'
14 fees and reimbursement of expenses to counsel for the Lead Plaintiff, unless otherwise
15 ordered by the Court.

16 17. All funds held by the Escrow Agent shall be deemed and considered to be in
17 *custodia legis* of the Court, and shall remain subject to the jurisdiction of the Court, until such
18 time as such funds shall be distributed pursuant to the Stipulation and/or further order(s) of
19 the Court.

20 18. All papers in support of the Settlement, the Plan of Allocation, any application
21 by counsel for the Lead Plaintiff for attorneys' fees and reimbursement of expenses shall be
22 filed and served on or before June 12, 2015.

23 19. The Settling Parties may respond to any objection to the Stipulation, the Plan
24 of Allocation, or the application for attorneys' fees and reimbursement of expenses, provided
25 that such response is filed and served no later than July 20, 2105.

1 The Court may approve the Settlement, with such modifications as may be agreed to by the
2 Settling Parties, if appropriate, without further notice to the Settlement Class. If the
3 Settlement is not approved or consummated for any reason whatsoever, this Order shall be
4 rendered null and void to the extent provided by and in accordance with the Stipulation and
5 shall be vacated and, in such event, all orders entered and releases delivered in connection
6 herewith shall be null and void to the extent provided by and in accordance with the
7 Stipulation. Each party shall be restored to his, her, or its respective position as it existed
8 immediately prior to the execution of the Memorandum of Understanding.

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10 IT IS SO ORDERED.

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12 DATED: 4/15/15

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15 THE HONORABLE RICHARD SEEBORG
16 UNITED STATES DISTRICT JUDGE
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