

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA**

LISA MARIE BARSULI, Individually and  
on Behalf of All Others Similarly Situated,

Plaintiff,

v.

GOODRX HOLDINGS, INC., DOUGLAS  
HIRSCH, TREVOR BEZDEK, and  
KARSTEN VOERMANN,

Defendants.

Case No. 2:24-cv-3282

CLASS ACTION

**CLASS ACTION COMPLAINT  
FOR VIOLATIONS OF THE  
FEDERAL SECURITIES LAWS**

DEMAND FOR JURY TRIAL

1 Plaintiff Lisa Marie Barsuli (“Plaintiff”), by and through Plaintiff’s counsel,  
2 alleges the following based upon personal knowledge as to Plaintiff and Plaintiff’s  
3 own acts, and upon information and belief as to all other matters, including the  
4 investigation of Plaintiff’s counsel, which included, among other things, a review of  
5 regulatory filings made by GoodRx Holdings, Inc. (“GoodRx” or the “Company”)  
6 with the United States Securities and Exchange Commission (the “SEC”), press  
7 releases, presentations, and media reports issued by and disseminated by the Company,  
8 analyst and media reports concerning the Company, and other public information  
9 regarding the Company. Plaintiff believes that substantial additional evidentiary  
10 support will exist for the allegations set forth herein after a reasonable opportunity for  
11 discovery.

## 12 **I. NATURE OF THE ACTION AND OVERVIEW**

13 1. This is a federal securities class action on behalf of a class of all persons  
14 and entities that purchased or otherwise acquired GoodRx common stock between  
15 September 23, 2020, and November 8, 2022, inclusive (the “Class Period”). The  
16 claims asserted herein arise under Sections 10(b) and 20(a) of the Securities Exchange  
17 Act of 1934 (the “Exchange Act”) and SEC Rule 10b-5, promulgated thereunder, and  
18 are alleged against GoodRx and certain of the Company’s senior executives, including  
19 Douglas Hirsch (the Company’s Co-Chief Executive Officer during the Class Period),  
20 Trevor Bezdek (the Company’s Co-Chief Executive Officer during the Class Period),  
21 and Karsten Voermann (the Company’s Chief Financial Officer) (collectively,  
22 “Defendants”).

23 2. GoodRx is a Delaware corporation with principal executive offices in  
24 Santa Monica, California. GoodRx operates a price comparison platform for  
25 prescription drugs which, in many cases, offers consumers access to lower prices  
26 (through discount codes and coupons) for their medications. GoodRx generates most  
27 of its revenue from contracts with pharmacy benefit managers (“PBMs”) who agree to  
28 pay GoodRx a commission on prescription drug purchases made by consumers who

1 use GoodRx’s discount codes and coupons at participating pharmacies. GoodRx also  
2 generates a portion of its revenue from subscription plans like the “Kroger Rx Savings  
3 Club,” which provides “access [to] lower prescription prices at” pharmacies operated  
4 by The Kroger Co. (“Kroger”). GoodRx’s common stock trades in the United States  
5 on The Nasdaq Stock Market LLC (“Nasdaq”) under the ticker symbol “GDRX.”

6 3. In connection with GoodRx’s initial public offering (“IPO”) on  
7 September 23, 2020, and throughout the remainder of the Class Period, Defendants  
8 continuously touted the Company’s strong relationships with pharmacies as a  
9 significant element of its business plan. Among other things, GoodRx repeatedly  
10 highlighted the Kroger Rx Savings Club—which provides “access [to] lower  
11 prescription prices at Kroger pharmacies, including over 100 common generic  
12 medications for free, \$3.00, or \$6.00 price points, and savings on more than 1,000  
13 other generic medications.” Critically, however, Defendants never informed investors  
14 of the material risk that Kroger, which accounted for nearly 25% of GoodRx’s  
15 prescription transactions revenue, could unilaterally refuse to accept GoodRx’s  
16 discounts.

17 4. Investors began to learn the truth about the risks of GoodRx’s over-  
18 dependence on Kroger (including the risk that, notwithstanding the Kroger Rx Savings  
19 Club, Kroger could unilaterally refuse to accept GoodRx’s discounts) on May 9, 2022,  
20 when GoodRx revealed that, late in the first quarter of 2022, “a grocery chain had  
21 taken actions that impacted acceptance of discounts from most PBMs for a subset of  
22 drugs” and that this “impacted the acceptance of many PBM discounts for certain  
23 drugs at this grocer’s stores.” GoodRx further acknowledged that this disruption  
24 “could have an estimated revenue impact of roughly \$30 million” in the second quarter  
25 of 2022—resulting in the Company announcing disappointing second quarter 2022  
26 revenue guidance of only about \$190 million.

27 5. In the accompanying investor earnings call held that same day, Defendant  
28 Bezdek admitted that the use of GoodRx discounts at the “grocery chain” were

1 responsible for nearly 25% of GoodRx’s prescription transactions revenue. While  
2 Defendants refused to identify the grocer by name, analysts and media outlets quickly  
3 recognized that the unnamed grocery chain was Kroger.

4 6. On this news, the price of GoodRx common stock plummeted \$2.78 per  
5 share, or more than 25%, from a close of \$10.75 per share on May 9, 2022, to close at  
6 \$7.97 per share on May 10, 2022.

7 7. On November 8, 2022, Defendants provided further information on the  
8 severity of the revenue impact from the Kroger disruption—with the Company  
9 estimating that the “impact of the grocer issue on third quarter [prescription  
10 transactions revenue] was approximately \$40 million” and that the Company expected  
11 “a combined \$45 million to \$50 million estimated impact to prescription transactions  
12 revenue” for the fourth quarter of 2022. Defendants further acknowledged that the  
13 Company was seeking to enter into contractual relationships with pharmacies to  
14 prevent similar disruptions from occurring in the future.

15 8. On this news, the price of GoodRx common stock declined an additional  
16 \$1.18 per share, or more than 22%, from a close of \$5.24 per share on November 8,  
17 2022, to close at \$4.06 per share on November 9, 2022.

18 9. This Complaint alleges that, throughout the Class Period, Defendants  
19 made materially false and/or misleading statements, as well as failed to disclose that:  
20 (1) while Kroger accounted for less than 5% of the pharmacies accepting GoodRx  
21 discounts, Kroger was responsible for nearly 25% of GoodRx’s total prescription  
22 transactions revenue (the Company’s primary revenue stream); and (2) Kroger could  
23 unilaterally cease accepting GoodRx discounts, cutting off some or all of GoodRx’s  
24 revenues for purchases at Kroger’s pharmacies; and (3) as a result, Defendants’  
25 representations about the Company’s business, operations, and prospects were  
26 materially false and misleading and/or lacked a reasonable basis.

1           10. As a result of Defendants’ wrongful acts and omissions, and the decline  
2 in the market value of the Company’s common stock when the truth was revealed,  
3 Plaintiff and other members of the class have suffered significant damages.

4 **II. JURISDICTION AND VENUE**

5           11. Plaintiff’s claims arise under Sections 10(b) and 20(a) of the Exchange  
6 Act, 15 U.S.C. §§ 78j(b) and 78t(a), and the rules and regulations promulgated  
7 thereunder, including SEC Rule 10b-5, 17 C.F.R. § 240.10b-5.

8           12. This Court has jurisdiction over the subject matter of this action under 28  
9 U.S.C. § 1331 and Section 27 of the Exchange Act, 15 U.S.C. § 78aa.

10           13. Venue is proper in this District pursuant to Section 27 of the Exchange  
11 Act, 15 U.S.C. § 78aa, and 28 U.S.C. § 1391(b). GoodRx maintains its headquarters  
12 in Santa Monica, California, which is situated in this District, conducts substantial  
13 business in this District, and many of the acts and conduct that constitute the violations  
14 of law complained of herein, including dissemination to the public of materially false  
15 and misleading information, occurred in and/or were issued from this District.

16           14. In connection with the acts, conduct, and other wrongs alleged in this  
17 Complaint, Defendants, directly or indirectly, used the means and instrumentalities of  
18 interstate commerce, including the United States mails, interstate telephone  
19 communications, and the facilities of the national securities markets.

20 **III. PARTIES**

21           15. Plaintiff, as set forth in the accompanying certification, incorporated by  
22 reference herein, purchased shares of GoodRx common stock at artificially inflated  
23 prices during the Class Period and suffered damages as a result of the violations of the  
24 federal securities laws alleged herein.

25           16. Defendant GoodRx is a Delaware corporation headquartered at 2701  
26 Olympic Boulevard, Santa Monica, California, 90404.

1           17. During the Class Period, Defendant Hirsch was GoodRx’s Co-Chief  
2 Executive Officer and a Company Director. Defendant Hirsch currently serves as the  
3 Company’s Chief Mission Officer and as a Company Director.

4           18. During the Class Period, Defendant Bezdek was GoodRx’s Co-Chief  
5 Executive Officer and a Company Director. Defendant Bezdek currently serves as the  
6 Company’s Chairman and as a Company Director.

7           19. During the Class Period, Defendant Voermann was GoodRx’s Chief  
8 Financial Officer. Defendant Voermann currently serves as the Company’s Chief  
9 Financial Officer.

10           20. Defendants Hirsch, Bezdek, and Voermann are collectively referred to as  
11 the “Individual Defendants.”

12           21. The Individual Defendants, because of their positions with the Company,  
13 possessed the power and authority to control the contents of GoodRx’s reports to the  
14 SEC, press releases, and presentations to securities analysts, money and portfolio  
15 managers, and institutional investors, i.e., the market. Each Individual Defendant was  
16 provided with copies of the Company’s reports alleged herein to be misleading prior  
17 to, or shortly after, their issuance and had the ability and opportunity to prevent their  
18 issuance or cause them to be corrected. Because of their positions and access to  
19 material non-public information available to them, each of the Individual Defendants  
20 knew that the adverse facts specified herein had not been disclosed to, and/or were  
21 being concealed from, the public, and that the positive representations that were being  
22 made were then materially false and/or misleading.

23           22. GoodRx and the Individual Defendants are collectively referred to herein  
24 as “Defendants.”

#### 25 **IV. SUBSTANTIVE ALLEGATIONS**

##### 26 **A. Background**

27           23. GoodRx operates a price comparison platform for prescription medicines,  
28 processing billions of data points every day. Consumers can access GoodRx’s price

1 comparison platform through its website and apps that can be used on computers, cell  
2 phones, and other electronic devices. Central to GoodRx's business model is its ability  
3 to offer consumers reduced prices for medicines at pharmacies that have agreed to  
4 accept the discounts offered by GoodRx. GoodRx claims that, in many cases, the  
5 discounted prices it offers consumers are lower than their insurance co-pays.

6 24. GoodRx generates most of its revenue from contracts with PBMs who  
7 agree to pay GoodRx a commission on prescription drug purchases made by  
8 consumers who use GoodRx's discount codes and coupons at participating  
9 pharmacies. The Company's revenue model works as follows. PBMs negotiate with  
10 pharmacies to determine a discounted, negotiated rate for prescription drugs that  
11 consumers will pay at the pharmacy. GoodRx then advertises and issues codes and  
12 coupons to consumers redeemable for this discounted rate. When a transaction occurs  
13 in which a consumer fills a prescription using a GoodRx code or coupon, the PBM  
14 receives a portion of the price that the consumer paid to the pharmacy. GoodRx then  
15 receives a percentage of this amount or a fixed payment from the PBM as  
16 compensation for directing the consumer to that PBM's pricing and the pharmacy.

17 25. GoodRx also generates a portion of its revenue from subscription plans  
18 like the Kroger Rx Savings Club. Subscribers pay an annual upfront fee for a  
19 subscription that provides access to lower prices on prescriptions at Kroger  
20 pharmacies. At the commencement of the subscription term, subscribers pay an annual  
21 fee to GoodRx which the Company shares with Kroger. GoodRx also generates  
22 revenue from the prescriptions purchased at Kroger.

23 26. The Company's common stock trades on the Nasdaq under the ticker  
24 symbol "GDRX."

25 **B. Defendants' Materially False and Misleading Statements Cause**  
26 **Substantial Losses to Investors**

27 27. The Class Period begins on September 23, 2020, to coincide with  
28 GoodRx's IPO. In the IPO prospectus filed on September 22, 2020, the Company

1 touted as one of its main strengths the widespread and diversified acceptance of  
2 GoodRx discounts, stating that “[c]onsumers can use GoodRx at over 70,000  
3 pharmacies, nearly every retail pharmacy in the United States,” and that the  
4 Company’s “proprietary technology platform . . . can be used to save money at every  
5 major retail pharmacy.”

6 28. GoodRx also highlighted the Kroger Rx Savings Club—which provides  
7 “access [to] lower prescription prices at Kroger pharmacies, including over 100  
8 common generic medications for free, \$3.00, or \$6.00 price points, and savings on  
9 more than 1,000 other generic medications.” The Company failed to disclose,  
10 however, its significant dependence on a single pharmacy chain—Kroger—and that,  
11 notwithstanding GoodRx’s contractual agreement with Kroger forming the Kroger Rx  
12 Savings Club, Kroger could unilaterally refuse to accept GoodRx’s discounts.

13 29. In a series of ensuing industry conferences, Defendants touted the  
14 Company’s strong, long-lasting relationships with pharmacies, but failed to disclose  
15 pharmacies’ ability to unilaterally stop accepting GoodRx discounts. For example, at  
16 the RBC Global Technology, Internet, Media and Telecommunications Conference  
17 (Virtual) on November 18, 2020, when discussing the Company’s relationships with  
18 pharmacies, Defendant Hirsch stated that GoodRx had close business relationships  
19 with pharmacies “to the point where [the Company was] talking almost daily with  
20 [them],” and Defendant Voermann likewise explained that “pharmacies are our  
21 friends. . . . and we see that continuing far into the future.”

22 30. Defendants also assured investors that the Company’s relationships with  
23 pharmacies were strong because pharmacies could not set or advertise lower prices,  
24 while GoodRx, acting with PBMs, could. For example, at the Credit Suisse  
25 Technology Conference (Virtual) on December 3, 2020, Defendant Hirsch explained  
26 that, “I know this is really hard for people to get through their head, but pharmacies  
27 cannot set their own prices without getting in a lot of trouble. . . . they cannot just wake  
28 up tomorrow and go, we’re going to make every drug X dollars.”



1           31. As Defendant Hirsch reiterated a few days later at the UBS Global TMT  
2 Conference (Virtual) on December 8, 2020, pharmacies were dependent on GoodRx  
3 to set rates. To this end, Defendant Hirsch emphasized that GoodRx “help[s]  
4 PBMs . . . and pharmacies make money” because “[t]hey use us as a way to drive  
5 prices because they can’t do it themselves.”

6           32. In connection with its annual report for 2020 filed with the SEC on March  
7 11, 2021, GoodRx again touted the Kroger Rx Savings Club, explaining that its  
8 “subscription offerings are a natural extension of our successful prescription offering”  
9 and “leverage[s] our relationships across the healthcare ecosystem and our product  
10 expertise to provide subscribers with even greater savings and convenience at select  
11 pharmacies.” To this end, GoodRx emphasized that it “partner[s] with Kroger, the  
12 fourth largest retail pharmacy in the United States, to offer a tailored subscription  
13 product to Kroger consumers” and represented that the “subscription offerings are  
14 designed to be easy to use and provide subscribers with added benefits and features.”

15           33. Similarly, in connection with its annual report for 2021 filed with the SEC  
16 on February 28, 2022, GoodRx again highlighted the Kroger Rx Savings Club, in  
17 which the Company “partner[s] with Kroger, one of the largest retail pharmacies in  
18 the United States, to offer a tailored subscription product to Kroger consumers.”

19           34. During GoodRx’s investor earnings call held that same day to discuss the  
20 Company’s fourth quarter and full-year 2021 financial results, Defendant Bezdek  
21 emphasized that the Company’s “relationships with PBMs remain great. . . . [and  
22 GoodRx’s] relationships with [pharmacies] are very good.” Defendant Bezdek further  
23 noted that the Company had not “seen any significant changes or developments” with  
24 these partners that would have a material impact on financial results.

25           35. Less than a month later at the Deutsche Bank Media, Internet and  
26 Telecom Conference on March 15, 2022, Defendant Voermann, when asked about  
27 possible pressures from the Company’s partners (including pharmacies) that would  
28 disrupt the Company’s revenue model, deflected the question and instead reiterated

1 that GoodRx “ha[s] deep relationships with all of the big pharmacies out there. . . .  
2 [and] we feel like our relationship with all the big pharmacies, which is where all the  
3 volume flows through are really strong.”

4 36. The statements set forth in ¶¶ 27–35 were materially false and/or  
5 misleading when made because Defendants misrepresented and/or failed to disclose  
6 that: (1) while Kroger accounted for less than 5% of the pharmacies accepting GoodRx  
7 discounts, Kroger was responsible for nearly 25% of GoodRx’s total prescription  
8 transactions revenue (the Company’s primary revenue stream); and (2) Kroger could  
9 unilaterally cease accepting GoodRx discounts, cutting off some or all of GoodRx’s  
10 revenues for purchases at Kroger’s pharmacies; and (3) as a result, Defendants’  
11 representations about the Company’s business, operations, and prospects were  
12 materially false and misleading and/or lacked a reasonable basis.

### 13 **C. The Truth Begins to Emerges**

14 37. On May 9, 2022, investors began to learn the truth about the Company’s  
15 over-dependence on Kroger and the risk that, notwithstanding GoodRx’s contractual  
16 agreement with Kroger forming the Kroger Rx Savings Club, Kroger could  
17 unilaterally refuse to accept GoodRx’s discounts. In connection with its  
18 announcement of its first quarter 2022 financial results that day, GoodRx revealed that  
19 it “recognized that a grocery chain had taken actions late in the first quarter of 2022  
20 that impacted acceptance of discounted pricing for a subset of drugs from PBMs” and  
21 that this “is expected to have an adverse impact on prescription transactions revenue  
22 in the future that may be material.” Critically, the Company admitted that the  
23 disruption “could have an estimated revenue impact of roughly \$30 million” in the  
24 second quarter of 2022, prompting GoodRx to issue disappointing second quarter 2022  
25 revenue guidance of only about \$190 million. GoodRx also acknowledged that “it is  
26 unlikely we will be able to achieve the FY 2022 guidance we provided on our fourth  
27 quarter earnings call” and revealed that it “will not be providing full year expectations  
28 at this time as the full year impact of the grocer issue is difficult to estimate.”

1           38. During the Company’s accompanying investor earnings call held the  
2 same day, Defendant Bezdek explained:

3                   This [issue] is [about] limiting acceptance of many  
4 [discount] programs at this grocer’s pharmacy. This  
5 involves, to your point, essentially all PBMs. So this is  
6 across the vast majority of PBMs. . . . In this case, this  
7 grocer is negotiating with almost all PBMs at the same time,  
8 and that effectively meant that discount pricing became  
9 unavailable to consumers at the same time.

10           39. The Company further disclosed that, while the grocery chain’s  
11 pharmacies comprised less than 5% of GoodRx’s network of pharmacies, the grocery  
12 chain accounted for “almost 1/4 of its prescription transactions revenue.”

13           40. While Defendants refused to identify the grocer, securities analysts who  
14 followed GoodRx—including analysts from Deutsche Bank and Barclays—concluded  
15 that the grocery chain was Kroger.

16           41. In response to concerns regarding the significant impact of Kroger’s  
17 actions, the price of GoodRx common stock plummeted \$2.78 per share, or 25.9%,  
18 from a close of \$10.75 per share on May 9, 2022, to close at \$7.97 per share on May  
19 10, 2022.

20           42. Then on August 8, 2022, in an investor earnings call held in connection  
21 with the announcement of GoodRx’s second quarter 2022 financial results, Defendant  
22 Bezdek informed investors that, as a result of the previously disclosed Kroger issue,  
23 “[w]e exited the second quarter seeing approximately 20% of the weekly volume we  
24 processed through [Kroger] before the issue beginning of March.” Nevertheless,  
25 Defendant Bezdek sought to reassure investors and declared that “the grocer issue has  
26 been addressed.”

27           43. On November 8, 2022, in connection with the announcement of  
28 GoodRx’s third quarter 2022 financial results, investors learned more about the

1 Company's concentrated exposure to Kroger. As an initial matter, GoodRx revealed  
2 that "[t]he estimated impact of the grocer issue on third quarter [prescription  
3 transactions revenue] was approximately \$40 million" and that, despite the previous  
4 quarter statement that "the grocer issue has been addressed," the Company expected  
5 "a combined \$45 million to \$50 million estimated impact to prescription transactions  
6 revenue related to the previously disclosed grocer issue and our continued consumer  
7 engagement efforts" in the fourth quarter of 2022.

8 44. During the investor earnings call held the same day, Defendant Bezdek  
9 provided further clarity and disclosed that the "amount of prescription transactions  
10 revenue associated with the grocer decreased from \$12.4 million to \$4.3 million during  
11 th[e] period and [wa]s still well under the \$33.7 million from third quarter 2021."

12 45. Defendants also admitted that there continued to be a risk that pharmacies  
13 could unilaterally cease to accept GoodRx discounts, like Kroger had done.  
14 Specifically, Defendant Hirsch explained:

15 We have continued to maintain our really strong PBM  
16 marketplace. But in addition, we are selectively direct  
17 contracting with pharmacies and including many of the  
18 largest chains. That hybrid model really lets us ensure  
19 network stability. We want to make sure we don't have and  
20 we don't anticipate having any similar issue [to the Kroger  
21 issue].

22 46. In response, the price of GoodRx common stock declined an additional  
23 \$1.18 per share, or 22.5%, from a close of \$5.24 per share on November 8, 2022, to  
24 close at \$4.06 per share on November 9, 2022.

## 25 **V. CLASS ACTION ALLEGATIONS**

26 47. Plaintiff brings this class action under Rule 23 of the Federal Rules of  
27 Civil Procedure on behalf of a class of all persons and entities that purchased or  
28 otherwise acquired GoodRx common stock during the Class Period (the "Class").

1 Excluded from the Class are Defendants, their agents, directors and officers of  
2 GoodRx, and their families and affiliates.

3 48. The members of the Class are so numerous that joinder of all members is  
4 impracticable. The disposition of their claims in a class action will provide substantial  
5 benefits to the parties and the Court.

6 49. There is a well-defined community of interest in the questions of law and  
7 fact involved in this case. Questions of law and fact common to the members of the  
8 Class which predominate over questions which may affect individual Class members  
9 include:

- 10 a. Whether Defendants violated the Exchange Act;
- 11 b. Whether Defendants omitted and/or misrepresented material  
12 facts;
- 13 c. Whether Defendants' statements omitted material facts  
14 necessary in order to make the statements made, in light of  
15 the circumstances under which they were made, not  
16 misleading;
- 17 d. Whether Defendants knew or recklessly disregarded that  
18 their statements were false and misleading;
- 19 e. Whether the price of GoodRx common stock was artificially  
20 inflated; and
- 21 f. The extent of damage sustained by members of the Class and  
22 the appropriate measure of damages.

23 50. Plaintiff's claims are typical of those of the Class because Plaintiff and  
24 the Class sustained damages from Defendants' wrongful conduct.

25 51. Plaintiff will adequately protect the interests of the Class and has retained  
26 counsel who are experienced in securities class actions. Plaintiff has no interests that  
27 conflict with those of the Class.  
28

1           52. A class action is superior to other available methods for the fair and  
2 efficient adjudication of this controversy. Joinder of all Class members is  
3 impracticable.

4 **VI. APPLICABILITY OF PRESUMPTION OF RELIANCE: FRAUD-ON-**  
5 **THE-MARKET DOCTRINE**

6           53. Plaintiff will rely upon the presumption of reliance established by the  
7 fraud-on-the-market doctrine in that, among others:

- 8           a. Defendants made public misrepresentations or failed to disclose  
9           material facts during the Class Period;
- 10           b. The omissions and misrepresentations were material;
- 11           c. The Company's common stock traded on an efficient market;
- 12           d. The misrepresentations alleged would tend to induce a reasonable  
13           investor to misjudge the value of the Company's common stock;  
14           and
- 15           e. Plaintiff and the Class purchased GoodRx common stock  
16           between the time the Company and the Individual Defendants  
17           misrepresented or failed to disclose material facts and the time  
18           the true facts were disclosed, without knowledge of the  
19           misrepresented or omitted facts.

20           54. At all relevant times, the market for the Company's common stock was  
21 efficient because: (1) as a regulated issuer, the Company filed periodic public reports  
22 with the SEC; and (2) the Company regularly communicated with public investors  
23 using established market communication mechanisms, including through regular  
24 disseminations of press releases on the major news wire services and through other  
25 wide-ranging public disclosures, such as communications with the financial press,  
26 securities analysts, and other similar reporting services.

1 **VII. NO SAFE HARBOR**

2 55. Defendants' "Safe Harbor" warnings accompanying any forward-looking  
3 statements issued during the Class Period were ineffective to shield those statements  
4 from liability. Defendants are liable for any false and/or misleading forward-looking  
5 statements pleaded because, at the time each forward-looking statement was made, the  
6 speaker knew the forward-looking statement was false or misleading and the forward-  
7 looking statement was authorized and/or approved by an executive officer of the  
8 Company who knew that the forward-looking statement was false. None of the  
9 historic or present-tense statements made by Defendants were assumptions underlying  
10 or relating to any plan, projection, or statement of future economic performance, as  
11 they were not stated to be such assumptions underlying or relating to any projection  
12 or statement of future economic performance when made, nor were any of the  
13 projections or forecasts made by Defendants expressly related to or stated to be  
14 dependent on those historic or present-tense statements when made.

15 **VIII. LOSS CAUSATION/ECONOMIC LOSS**

16 56. Defendants' wrongful conduct directly and proximately caused the  
17 economic loss suffered by Plaintiff and the Class. The price of GoodRx common stock  
18 significantly declined when the misrepresentations made to the market, and/or the  
19 information alleged herein to have been concealed from the market, and/or the effects  
20 thereof, were revealed, causing investors' losses. As a result of their purchases of  
21 GoodRx common stock during the Class Period, Plaintiff and the Class suffered  
22 economic loss, i.e., damages, under the federal securities laws.

23 **IX. ADDITIONAL SCIENTER ALLEGATIONS**

24 57. During the Class Period, Defendants had both the motive and opportunity  
25 to commit fraud. They also had actual knowledge of the misleading nature of the  
26 statements they made, or acted in reckless disregard of the true information known to  
27 them at the time. In so doing, Defendants participated in a scheme to defraud and  
28

1 committed acts, practices, and participated in a course of business that operated as a  
2 fraud or deceit on purchasers of GoodRx common stock during the Class Period.

3 **X. CLAIMS AGAINST DEFENDANTS**

4 **COUNT I**

5 **Violations of Section 10(b) of the Exchange Act**  
6 **and SEC Rule 10b-5 Promulgated Thereunder Against All Defendants**

7 58. Plaintiff incorporates by reference the allegations in the preceding  
8 paragraphs.

9 59. During the Class Period, Defendants carried out a plan, scheme, and  
10 course of conduct that was intended to and, throughout the Class Period, did: (1)  
11 deceive the investing public, including Plaintiff and the Class; and (2) cause Plaintiff  
12 and the Class to purchase Company common stock at artificially inflated prices. In  
13 furtherance of this unlawful scheme, plan, and course of conduct, Defendants, and  
14 each of them, took the actions set forth herein.

15 60. Defendants: (1) employed devices, schemes, and artifices to defraud; (2)  
16 made untrue statements of material fact and/or omitted material facts necessary to  
17 make the statements not misleading; and (3) engaged in acts, practices, and a course  
18 of business which operated as a fraud and deceit upon the purchasers of the Company's  
19 common stock in an effort to maintain artificially high market prices thereof in  
20 violation of Section 10(b) of the Exchange Act and SEC Rule 10b-5.

21 61. As a direct and proximate result of Defendants' wrongful conduct,  
22 Plaintiff and the Class suffered damages in connection with their respective purchases  
23 of the Company's common stock during the Class Period

24 **COUNT II**

25 **Violations of Section 20(a) of the Exchange Act**  
26 **Against the Individual Defendants**

27 62. Plaintiff incorporates by reference the allegations in the preceding  
28 paragraphs.



1           63. The Individual Defendants acted as controlling persons of GoodRx  
2 within the meaning of Section 20(a) of the Exchange Act. By virtue of their high-level  
3 positions, and their ownership and contractual rights, participation in and/or awareness  
4 of the Company's operations, and/or intimate knowledge of the false statements filed  
5 by the Company with the SEC and disseminated to the investing public, the Individual  
6 Defendants had the power to influence and control—and did influence and control,  
7 directly or indirectly—the decision-making of the Company, including the content and  
8 dissemination of the various false and/or misleading statements. The Individual  
9 Defendants were provided with or had unlimited access to copies of the Company's  
10 reports and other statements alleged by Plaintiff to be misleading prior to and/or  
11 shortly after these statements were issued and had the ability to prevent the issuance  
12 of the statements or cause the statements to be corrected.

13           64. In particular, each of the Individual Defendants had direct and  
14 supervisory involvement in the day-to-day operations of the Company and, therefore,  
15 are presumed to have had the power to control or influence the activities giving rise to  
16 the securities violations as alleged herein, and exercised the same.

17           65. As described above, the Company and the Individual Defendants each  
18 violated Section 10(b) of the Exchange Act and SEC Rule 10b-5 by their acts and  
19 omissions as alleged in this Complaint. By virtue of their positions as controlling  
20 persons, the Individual Defendants are liable under Section 20(a) of the Exchange Act.  
21 As a direct and proximate result of this wrongful conduct, Plaintiff and other members  
22 of the Class suffered damages in connection with their purchases of Company common  
23 stock during the Class Period.

#### 24 **XI. PRAYER FOR RELIEF**

25           **WHEREFORE**, Plaintiff prays for relief and judgment, as follows:

- 26           a. Determining that this action is a proper class action under Rule 23  
27                 of the Federal Rules of Civil Procedure;

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

- b. Awarding compensatory damages and equitable relief in favor of Plaintiff and other members of the Class against all Defendants, jointly and severally, for all damages sustained as a result of Defendants’ wrongdoing, in an amount to be proven at trial, including interest thereon;
- c. Awarding Plaintiff and the Class their reasonable costs and expenses incurred in this action, including counsel fees and expert fees; and
- d. Such other and further relief as the Court may deem just and proper.

**XII. DEMAND FOR JURY TRIAL**

Plaintiff hereby demands a trial by jury.

Dated: April 22, 2024                      Respectfully submitted,

---