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10 **UNITED STATES DISTRICT COURT**

11 **NORTHERN DISTRICT OF CALIFORNIA**

12 GENNADY SHNAYDER, Individually and on  
13 Behalf of All Others Similarly Situated,

14 Plaintiffs,

15 v.

16 ALLBIRDS, INC., JOSEPH ZWILLINGER,  
17 TIMOTHY BROWN, MICHAEL BUFANO,  
18 NEIL BLUMENTHAL, DICK BOYCE,  
19 MANDY FIELDS, NANCY GREEN, DAN  
20 LEVITAN, EMILY WEISS, MORGAN  
21 STANLEY & CO. LLC, J.P. MORGAN  
22 SECURITIES LLC, BOFA SECURITIES,  
23 INC., ROBERT W. BAIRD & CO.,  
24 WILLIAM BLAIR & COMPANY, L.L.C.,  
25 PIPER SANDLER & CO., COWEN AND  
26 COMPANY, LLC, GUGGENHEIM  
27 SECURITIES, LLC, KEYBANC CAPITAL  
28 MARKETS INC., STIFEL, NICOLAUS &  
COMPANY, INCORPORATED, TELSEY  
ADVISORY GROUP LLC, C.L. KING &  
ASSOCIATES, INC., DREXEL HAMILTON,  
LLC, LOOP CAPITAL MARKETS LLC,  
PENSERRA SECURITIES LLC, SAMUEL  
A. RAMIREZ & COMPANY, INC., and  
SIEBERT WILLIAMS SHANK & CO. LLC,

Defendants.

Case No.

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

**CLASS ACTION**

1 Plaintiff Gennady Shnayder (“Plaintiff”), individually and on behalf of all others similarly  
2 situated, by and through his attorneys, alleges the following upon information and belief, except as  
3 to those allegations concerning Plaintiff, which are alleged upon personal knowledge. Plaintiff’s  
4 information and belief is based upon, among other things, his counsel’s investigation, which  
5 includes without limitation: (a) review and analysis of regulatory filings made by Allbirds, Inc.  
6 (“Allbirds” or the “Company”) with the United States (“U.S.”) Securities and Exchange  
7 Commission (“SEC”); (b) review and analysis of press releases and media reports issued by and  
8 disseminated by Allbirds; and (c) review of other publicly available information concerning  
9 Allbirds.

10 **NATURE OF THE ACTION AND OVERVIEW**

11 1. This is a class action on behalf of persons and entities that purchased or otherwise  
12 acquired: (a) Allbirds Class A common stock pursuant and/or traceable to the registration statement  
13 and prospectus (collectively, the “Registration Statement”) issued in connection with the  
14 Company’s November 2021 initial public offering (“IPO” or the “Offering”); and/or (b) Allbirds  
15 securities between November 4, 2021 and March 9, 2023, inclusive (the “Class Period”). Plaintiff  
16 pursues claims against under the Securities Act of 1933 (the “Securities Act”) and the Securities  
17 Exchange Act of 1934 (the “Exchange Act”).

18 2. Allbirds is a footwear and apparel company. Footwear represents the majority of the  
19 Company’s revenue and brand. Its core products include lifestyle and performance shoes, such as  
20 the Dasher and the Runner.

21 3. On November 4, 2021, the Company filed its prospectus on Form 424B4 with the  
22 SEC, which forms part of the Registration Statement. In the IPO, the Company sold approximately  
23 16,850,799 shares of Class A common stock at a price of \$15.00 per share. The Company received  
24 proceeds of approximately \$237 million from the Offering, net of underwriting discounts and  
25 commissions. The Company stated that it intended to use the net proceeds from the offering for  
26 “general corporate purposes, including working capital, operating expenses and capital  
27 expenditures.”  
28

1           4.       On March 9, 2023, after the market closed, the Company issued a press release  
2 announcing a fourth quarter 2022 net loss of \$24.9 million and a full year 2022 net loss of \$101.4  
3 million. The Company also announced a full year 2022 adjusted EBITDA loss of \$60.4 million,  
4 which was higher than the guidance target that estimated an adjusted EBITDA loss of \$42.5 million  
5 to \$37.5 million. Allbirds also disclosed in the press release that, in response to these negative  
6 results, it created a “strategic transformation plan to reignite growth, improve costs and capital  
7 efficiency, and drive profitability.” The plan purportedly focused on four areas: reigniting product  
8 and brand, optimizing U.S. stores and slowing the pace of openings, evaluating transition of  
9 international go-to-market strategy, and improving cost savings and capital efficiency.

10           5.       Also on March 9, 2023, after the market closed, Allbirds announced that its Chief  
11 Financial Officer, Michael Bufano (“Bufano”), was stepping down.

12           6.       The same day, March 9, 2023, the Company held a conference call with analysts to  
13 discuss its fourth quarter 2022 results. On the call, Defendant Joseph Zwillinger (“Zwillinger”), the  
14 Company’s Co-CEO, explained that Allbirds’ poor results were driven in part by the fact that  
15 Allbirds “overemphasized products that extended beyond our core DNA.” As a result, he explained.  
16 “some products and colors have had narrower appeal than expected” and “[b]ecause we were  
17 spending significant time and resources on these new products that did not resonate well, we  
18 underinvested in our core consumers’ favorite products.”

19           7.       On this news, the Company’s stock price fell \$1.11, or 47%, to close at \$1.25 per  
20 share on March 10, 2023, thereby injuring investors.

21           8.       By the commencement of this action, the Company’s stock price had closed as low  
22 as \$1.06 per share, a 92.9% decline from the Company’s \$15.00 per share IPO price.

23           9.       In the Registration Statement and throughout the Class Period, Defendants made  
24 materially false and/or misleading statements, as well as failed to disclose material adverse facts  
25 about the Company’s business, operations, and prospects. Specifically, Defendants failed to disclose  
26 to investors: (1) that Allbirds was overemphasizing products that extended beyond the Company’s  
27 core offerings; (2) that the Company’s non-core products had a narrower appeal and were not  
28 resonating with customers as well as the Company’s core products; (3) that Allbirds was

1 underinvesting in its core consumers' favorite products to push the Company's newer products with  
2 narrower appeal; (4) that underinvesting in Allbirds' core products was negatively impacting the  
3 Company's sales; and (5) that, as a result of the foregoing, Defendants' positive statements about  
4 the Company's business, operations, and prospects, were materially misleading and/or lacked a  
5 reasonable basis.

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

9 **JURISDICTION AND VENUE**

10 11. The claims asserted herein arise under and pursuant to Sections 11 and 15 of the  
11 Securities Act (15 U.S.C. §§ 77k and 77o), Sections 10(b) and 20(a) of the Exchange Act (15 U.S.C.  
12 §§ 78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder by the SEC (17 C.F.R. § 240.10b-5).

13 12. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C.  
14 § 1331, Section 22 of the Securities Act (15 U.S.C. § 77v) and Section 27 of the Exchange Act (15  
15 U.S.C. § 78aa).

16 13. Venue is proper in this Judicial District pursuant to 28 U.S.C. § 1391(b) and Section  
17 27 of the Exchange Act (15 U.S.C. § 78aa(c)). Substantial acts in furtherance of the alleged fraud  
18 or the effects of the fraud have occurred in this Judicial District. Many of the acts charged herein,  
19 including the dissemination of materially false and/or misleading information, occurred in  
20 substantial part in this Judicial District. In addition, the Company's principal executive offices are  
21 in this District.

22 14. In connection with the acts, transactions, and conduct alleged herein, Defendants  
23 directly and indirectly used the means and instrumentalities of interstate commerce, including the  
24 United States mail, interstate telephone communications, and the facilities of a national securities  
25 exchange.

26 **PARTIES**

27 15. Plaintiff Gennady Shnayder, as set forth in the accompanying certification,  
28 incorporated by reference herein, purchased or otherwise acquired Allbirds common stock pursuant

1 and/or traceable to the Registration Statement issued in connection with the Company's IPO and/or  
2 Allbirds securities during the Class Period, and suffered damages as a result of the federal securities  
3 law violations and false and/or misleading statements and/or material omissions alleged herein.

4 16. Defendant Allbirds is incorporated under the laws of the Delaware with its principal  
5 executive offices located in San Francisco, California. Allbirds' shares trade on the NASDAQ stock  
6 market under the symbol "BIRD."

7 17. Defendant Joseph Zwillinger was, at all relevant times, a Co-Chief Executive Officer  
8 ("CEO") and a director of the Company, and signed or authorized the signing of the Company's  
9 Registration Statement filed with the SEC.

10 18. Defendant Timothy Brown ("Brown") was, at all relevant times, a Co-Chief  
11 Executive Officer ("CEO") of the Company, and signed or authorized the signing of the Company's  
12 Registration Statement filed with the SEC.

13 19. Defendant Michael Bufano was, at all relevant times, the Chief Financial Officer  
14 ("CFO") of the Company, and signed or authorized the signing of the Company's Registration  
15 Statement filed with the SEC.

16 20. Defendants Zwillinger, Brown, and Bufano (collectively, the "Individual  
17 Defendants"), because of their positions with the Company, possessed the power and authority to  
18 control the contents of the Company's reports to the SEC, press releases and presentations to  
19 securities analysts, money and portfolio managers and institutional investors, i.e., the market. The  
20 Individual Defendants were provided with copies of the Company's reports and press releases  
21 alleged herein to be misleading prior to, or shortly after, their issuance and had the ability and  
22 opportunity to prevent their issuance or cause them to be corrected. Because of their positions and  
23 access to material non-public information available to them, the Individual Defendants knew that  
24 the adverse facts specified herein had not been disclosed to, and were being concealed from, the  
25 public, and that the positive representations which were being made were then materially false  
26 and/or misleading. The Individual Defendants are liable for the false statements pleaded herein.

27 21. Defendant Neil Blumenthal ("Blumenthal") was a director of the Company and  
28 signed or authorized the signing of the Company's Registration Statement filed with the SEC.

1           22. Defendant Dick Boyce (“Boyce”) was a director of the Company and signed or  
2 authorized the signing of the Company’s Registration Statement filed with the SEC

3           23. Defendant Mandy Fields (“Fields”) was a director of the Company and signed or  
4 authorized the signing of the Company’s Registration Statement filed with the SEC.

5           24. Defendant Nancy Green (“Green”) was a director of the Company and signed or  
6 authorized the signing of the Company’s Registration Statement filed with the SEC.

7           25. Defendant Dan Levitan (“Levitan”) was a director of the Company and signed or  
8 authorized the signing of the Company’s Registration Statement filed with the SEC.

9           26. Defendant Emily Weiss (“Weiss”) was a director of the Company and signed or  
10 authorized the signing of the Company’s Registration Statement filed with the SEC.

11           27. Defendants Zwilling, Bufano, Brown, Blumenthal, Boyce, Fields, Green, Levitan,  
12 and Weiss are collectively referred to hereinafter as the “Securities Act Individual Defendants.”

13           28. Defendant Morgan Stanley & Co. LLC (“Morgan Stanley”) served as an underwriter  
14 for the Company’s IPO. In the IPO, Morgan Stanley agreed to purchase 5,637,136 shares of the  
15 Company’s common stock, exclusive of the over-allotment option.

16           29. Defendant J.P. Morgan Securities LLC (“J.P. Morgan”) served as an underwriter for  
17 the Company’s IPO. In the IPO, J.P. Morgan agreed to purchase 5,637,136 shares of the Company’s  
18 common stock, exclusive of the over-allotment option.

19           30. Defendant BofA Securities, Inc (“BofA”) served as an underwriter for the  
20 Company’s IPO. In the IPO, BofA agreed to purchase 3,587,269 shares of the Company’s common  
21 stock, exclusive of the over-allotment option.

22           31. Defendant Robert W. Baird & Co. Incorporated (“Baird”) served as an underwriter  
23 for the Company’s IPO. In the IPO, Baird agreed to purchase 775,385 shares of the Company’s  
24 common stock, exclusive of the over-allotment option.

25           32. Defendant William Blair & Company, L.L.C (“William Blair”) served as an  
26 underwriter for the Company’s IPO. In the IPO, William Blair agreed to purchase 775,385 shares  
27 of the Company’s common stock, exclusive of the over-allotment option.

28

1           33. Defendant Piper Sandler & Co. (“Piper Sandler”) served as an underwriter for the  
2 Company’s IPO. In the IPO, Piper Sandler agreed to purchase 775,385 shares of the Company’s  
3 common stock, exclusive of the over-allotment option.

4           34. Defendant Cowen and Company, LLC (“Cowen”) served as an underwriter for the  
5 Company’s IPO. In the IPO, Cowen agreed to purchase 581,538 shares of the Company’s common  
6 stock, exclusive of the over-allotment option.

7           35. Defendant Guggenheim Securities, LLC (“Guggenheim”) served as an underwriter  
8 for the Company’s IPO. In the IPO, Guggenheim agreed to purchase 581,538 shares of the  
9 Company’s common stock, exclusive of the over-allotment option.

10           36. Defendant KeyBanc Capital Markets Inc. (“KeyBanc”) served as an underwriter for  
11 the Company’s IPO. In the IPO, KeyBanc agreed to purchase 581,538 shares of the Company’s  
12 common stock, exclusive of the over-allotment option.

13           37. Defendant Stifel, Nicolaus & Company, Incorporated (“Stifel”) served as an  
14 underwriter for the Company’s IPO. In the IPO, Stifel agreed to purchase 581,538 shares of the  
15 Company’s common stock, exclusive of the over-allotment option.

16           38. Defendant Telsey Advisory Group LLC (“Telsey”) served as an underwriter for the  
17 Company’s IPO. In the IPO, Telsey agreed to purchase 242,307 shares of the Company’s common  
18 stock, exclusive of the over-allotment option.

19           39. Defendant C.L. King & Associates, Inc. (“C.L. King”) served as an underwriter for  
20 the Company’s IPO. In the IPO, C.L. King agreed to purchase 72,692 shares of the Company’s  
21 common stock, exclusive of the over-allotment option.

22           40. Defendant Drexel Hamilton, LLC (“Drexel Hamilton”) served as an underwriter for  
23 the Company’s IPO. In the IPO, Drexel Hamilton agreed to purchase 72,692 shares of the  
24 Company’s common stock, exclusive of the over-allotment option.

25           41. Defendant Loop Capital Markets LLC. (“Loop Capital”) served as an underwriter for  
26 the Company’s IPO. In the IPO, Loop Capital agreed to purchase 72,692 shares of the Company’s  
27 common stock, exclusive of the over-allotment option.

28

1 42. Defendant Penserra Securities LLC (“Penserra”) served as an underwriter for the  
2 Company’s IPO. In the IPO, Penserra agreed to purchase 72,692 shares of the Company’s common  
3 stock, exclusive of the over-allotment option.

4 43. Defendant Samuel A. Ramirez & Company, Inc. (“Samuel A. Ramirez”) served as  
5 an underwriter for the Company’s IPO. In the IPO, Samuel A. Ramirez agreed to purchase 72,692  
6 shares of the Company’s common stock, exclusive of the over-allotment option.

7 44. Defendant Siebert Williams Shank & Co., LLC (“Siebert Williams”) served as an  
8 underwriter for the Company’s IPO. In the IPO, Siebert Williams agreed to purchase 72,692 shares  
9 of the Company’s common stock, exclusive of the over-allotment option.

10 45. Defendants Morgan Stanley, J.P. Morgan, BofA, Baird, William Blair, Piper Sandler,  
11 Cowen, Guggenheim, KeyBanc, Stifel, Telsey, C.L. King, Loop Capital, Penserra, Samuel A.  
12 Ramirez, and Siebert Williams are collectively referred to hereinafter as the “Underwriter  
13 Defendants.”

14 **SUBSTANTIVE ALLEGATIONS**

15 **Background**

16 46. Allbirds is a footwear and apparel company. Footwear represents the majority of the  
17 Company’s revenue and brand. Its core products include lifestyle and performance shoes, such as  
18 the Dasher and the Runner.

19 **The Company’s False and/or Misleading**

20 **Registration Statement and Prospectus**

21 47. On August 31, 2021, the Company filed its Registration Statement on Form S-1 with  
22 the SEC, which forms part of the Registration Statement. The Company subsequently made several  
23 amendments to the Form S-1.

24 48. On October 25, 2021, the Company filed its final amendment to the Registration  
25 Statement with the SEC on Form S-1/A, which forms part of the Registration Statement. The  
26 Registration Statement was declared effective on November 2, 2021.

27 49. On November 4, 2021, the Company filed its prospectus on Form 424B4 with the  
28 SEC, which forms part of the Registration Statement. In the IPO, the Company sold approximately



1 16,850,799 shares of Class A common stock at a price of \$15.00 per share. The Company received  
2 proceeds of approximately \$237 million from the Offering, net of underwriting discounts and  
3 commissions. The Company stated that it intended to use the net proceeds from the offering for  
4 “general corporate purposes, including working capital, operating expenses and capital  
5 expenditures.”

6 50. The Registration Statement was negligently prepared and, as a result, contained  
7 untrue statements of material facts or omitted to state other facts necessary to make the statements  
8 made not misleading, and was not prepared in accordance with the rules and regulations governing  
9 its preparation.

10 51. Under applicable SEC rules and regulations, the Registration Statement was required  
11 to disclose known trends, events or uncertainties that were having, and were reasonably likely to  
12 have, an impact on the Company’s continuing operations.

13 52. The Registration Statement<sup>1</sup> highlighted why the Company had been successful prior  
14 to the IPO. Among the reasons for its success, the Company listed a “deep connection with our  
15 community of customers”:

16 By making great products and telling the story of an inspirational, purpose-driven  
17 brand, *we have formed a deep connection with our community of customers*. We  
18 have sold our products to over four million customers since our founding. As of June  
19 30, 2021, we had more than two million people on our email list and nearly one  
20 million followers on social media. Our high Net Promoter Score, which has  
21 consistently been 83 or higher since the first quarter of 2019 and was 86 for the first  
22 half of 2021, demonstrates our strong following and growing brand advocates who  
23 love Allbirds. *Approximately 53% of our net sales in 2020 came from repeat  
24 customers*. This is true globally, as our customers span 35 countries, and 24% of our  
25 net revenue in 2020 came from outside the United States. See the section titled  
26 “Market, Industry, and Other Data” for additional information regarding Net  
27 Promoter Score.

28 As a brand with a digitally-led vertical retail distribution strategy, we are able to own  
the customer experience, which allows us to use data to determine who our customers  
are, what is important to them, and what products are most relevant and when,  
allowing us to create a strong connection with our customers. We have learned that  
our customers live an active and curious lifestyle, care about health and well-being,  
prioritize quality over price, frequently purchase products online, live in urban center  
settings, and appreciate socially conscious brands. In addition to communicating  
more effectively with our customers, these insights allow us to meet customers’  
needs through the creation of new products and enhancements to our existing line.

<sup>1</sup> Unless otherwise stated, all emphasis in bold and italics hereinafter is added.

1 Further, to illustrate the importance of engaging our customer base, the average  
2 spend by a repeat customer in a given cohort is over 25% more in their second year  
3 as compared to what was spent in the first year, and the average spend by a repeat  
4 customer continues to increase each subsequent year.

5 53. The Registration Statement also discussed five strategies that will maintain the  
6 Company's success. The strategies failed to state that the Company was shifting its focus toward  
7 new customers at the expense of its core customers.

8 54. The Registration Statement strategies also included deepening engagement with the  
9 Company's community of customers, which also failed to state the shift in focus. The strategy stated,  
10 in relevant part:

11 *By deepening our relationships with our repeat customers, we believe we are well-*  
12 *positioned to capture a greater share of the approximately seven pairs of shoes and*  
13 *68 pieces of clothing that the average American bought in 2018 and realize*  
14 *substantial growth in our business.* We believe there is continued opportunity to  
15 grow our closet share as we further expand our brand and product selection, as  
16 evidenced by the fact that approximately 80% of orders from repeat customers in the  
17 six-month period ended June 30, 2021 included a different item than in their first  
18 order and 26% of those orders were for multiple items.

19 55. In the Registration Statement and throughout the Class Period, Defendants made  
20 materially false and/or misleading statements, as well as failed to disclose material adverse facts  
21 about the Company's business, operations, and prospects. Specifically, Defendants failed to disclose  
22 to investors: (1) that Allbirds was overemphasizing products that extended beyond the Company's  
23 core offerings; (2) that the Company's non-core products had a narrower appeal and were not  
24 resonating with customers as well as the Company's core products; (3) that Allbirds was  
25 underinvesting in its core consumers' favorite products to push the Company's newer products with  
26 narrower appeal; (4) that underinvesting in Allbirds' core products was negatively impacting the  
27 Company's sales; and (5) that, as a result of the foregoing, Defendants' positive statements about  
28 the Company's business, operations, and prospects, were materially misleading and/or lacked a  
reasonable basis.

#### **Statements Issued During the Class Period**

56. The Class Period begins on November 4, 2021. On that day, Allbirds' common stock  
began publicly trading pursuant to the Registration Statement, including the statements identified in  
¶¶ 52-54.

1           57.     On November 30, 2021, the Company issued a press release announcing its third  
2 quarter 2021 financial results. Defendant Zwilling also stated the following about the Company's  
3 performance but did not disclose that the strategic plan was at the expense of core customers:

4            "We are pleased to deliver strong third quarter performance, which reflects solid  
5 execution by our teams and robust global demand for the Allbirds brand," said Joey  
6 Zwilling, Co-Founder and Co-CEO. "Revenue was strong across channels and  
7 geographies, growing 33% year over year, with notable strength in U.S. physical  
8 retail. Importantly, we saw strong consumer response in the quarter to our new  
9 product innovation, including our new Perform Apparel line."

10            "We're at the forefront of a generational change in consumer values and purchase  
11 behaviors, led by our mission to make better things in a better way—which means  
12 we're aligning our purpose of reversing climate change with our product quality and  
13 financial outcomes. Looking ahead, we believe Allbirds is uniquely positioned in an  
14 exceptionally large and growing market. *As we continue to execute our strategic  
15 plan, we are focused on accelerating growth, creating value for our shareholders  
16 and building for a multi-decade journey.*"

17           58.     On May 10, 2022, the Company issued a press release announcing its first quarter  
18 2022 financial results. The press release announced a reduction to its financial targets but failed to  
19 state that the Company had shifted its focus toward attracting new customers at the expense of its  
20 core customers. Defendant Zwilling was quoted saying the following about the Company's  
21 performance:

22            "We are pleased to deliver strong first quarter performance across our key financial  
23 metrics, particularly against the backdrop of a volatile operating environment," said  
24 Joey Zwilling, co-Founder and Co-CEO. "Tumult around the world since our last  
25 earnings report, including Russia's invasion of Ukraine and China's COVID-19  
26 restrictions, impacted the performance of our international business in Q1 and is  
27 expected to persist for the remainder of 2022. These factors were more than offset  
28 by excellent performance in our U.S. business, which delivered net revenue growth  
of 35% in the first quarter. Net revenue growth for the total business again  
accelerated on both a one- and two-year basis in the quarter, up 26% and 49%,  
respectively."

          "We believe our teams are continuing to execute well amidst the external headwinds  
and we remain focused on driving the topline through our core growth pillars of  
delivering product innovation, growing our store portfolio and expanding  
internationally, with those growth pillars highlighted in 2022 by what we believe is  
the most exciting new product roadmap in the history of the company. While we are  
adopting a more conservative near-term outlook in light of the transitory external  
headwinds affecting our international business, we expect to deliver strong full year  
revenue growth of 21% to 24% in 2022. Importantly, we remain confident that our  
digital-savvy, omni-channel operating model will support continued growth and  
enable us to create meaningful value for our shareholders in the years ahead."

1           59.     On August 8, 2022, the Company issued a press release reporting its second quarter  
2 2022 financial results. The press release announced a reduction in guidance targets but failed to state  
3 that the Company had shifted its focus away from core customers. Defendant Bufano was quoted  
4 saying the following but did not disclose that the Company’s focus was at the expense of core  
5 customers:

6           In this operating environment, we are focused on controlling what we can control  
7 and have implemented a series of Simplification Initiatives focused on automating  
8 and expanding our supply chain and streamlining our operating structure. These  
9 Simplification Initiatives are expected to generate annualized SG&A expense  
10 savings of \$13 million to \$15 million beginning in 2023 and significant cost of  
11 revenue savings in future years. We will reinvest some of these savings into building  
12 brand momentum through product innovation, marketing, retail stores, and marquee  
13 third party partnerships. ***We are confident that these investments in the customer,  
14 coupled with our Simplification Initiatives, will help us navigate this consumer  
15 slowdown and position us for accelerated profitable growth*** when the headwinds  
16 pass.

12           60.     On November 8, 2022, the Company issued a press release announcing third quarter  
13 2022 financial results. The Company announced that it was maintaining full year guidance targets  
14 but failed to state that it had shifted focus toward attracting new customers at the expense of its core  
15 customers. Defendant Zwillingler was quoted saying the following about the Company’s  
16 performance, but he failed to state that the Company had shifted its focus toward attracting new  
17 customers:

18           “We delivered a strong quarter in what remains a highly dynamic operating  
19 environment. I am proud that we exceeded our Q3 adjusted revenue and adjusted  
20 EBITDA guidance targets while also delivering on our sustainability goals,” said  
21 Joey Zwillingler, Co-Founder and Co-CEO. “Looking ahead to year end and 2023,  
22 we continue to expect macro headwinds to persist but believe that our brand, our  
23 growth strategy, and simplification initiatives position us well to emerge strongly  
24 from this period. Thanks to the team’s hard work I remain confident in our ability to  
25 continue to execute into the holiday season and next year.”

23           “November also marks the one year anniversary of our IPO, a critical step in building  
24 Allbirds into a 100 year brand while setting a new industry standard for sustainable  
25 business for others to follow. We recently released our “Flight Status” sustainability  
26 report for 2021, which shows that we were able to reduce our average product carbon  
27 footprint by 12% while growing our net revenues by 27% in 2021. We remain on  
28 track to deliver on our goal to cut our already low per product carbon footprint in  
half by 2025 and achieve near zero by 2030, while also delivering on our  
Sustainability Principles & Objectives Framework commitments first enumerated in  
our S-1. I could not be more proud of what we have achieved and remain  
tremendously optimistic about the future.”

61. The above statements identified in ¶¶ 56-60 were materially false and/or misleading, and failed to disclose material adverse facts about the Company’s business, operations, and prospects. Specifically, Defendants failed to disclose to investors: (1) that Allbirds was overemphasizing products that extended beyond the Company’s core offerings; (2) that the Company’s non-core products had a narrower appeal and were not resonating with customers as well as the Company’s core products; (3) that Allbirds was underinvesting in its core consumers’ favorite products to push the Company’s newer products with narrower appeal; (4) that underinvesting in Allbirds’ core products was negatively impacting the Company’s sales; and (5) that, as a result of the foregoing, Defendants’ positive statements about the Company’s business, operations, and prospects, were materially misleading and/or lacked a reasonable basis.

#### The Subsequent Disclosures

62. On March 9, 2023, after the market closed, Allbirds issued a press release announcing that Mike Bufano was stepping down as the Company’s Chief Financial Officer and that Annie Mitchell was taking his place, effective April 24, 2023.

63. Also on March 9, 2023, after the market closed, Allbirds issued a press release reporting Fourth Quarter and Full Year 2022 financial results (the “4Q22 Press Release”), which revealed, among other things, a full year 2022 net loss of \$101.4 million. It contained the following financial highlights:

- Fourth quarter 2022 net revenue, which included \$1.5 million of revenue primarily associated with the previously announced discontinuation of certain first generation apparel, decreased 13% to \$84.2 million compared to fourth quarter 2021 and increased 6% compared to fourth quarter 2020.
- \* \* \*
- **Full year 2022 net loss of \$101.4 million**, or \$.68 per basic and diluted share.
  - **Fourth quarter 2022 net loss of \$24.9 million**, or \$0.17 per basic and diluted share.
  - **Full year 2022 adjusted EBITDA loss of \$60.4 million.**
  - **Fourth quarter 2022 adjusted EBITDA loss of \$12.5 million**, including a \$3.5 million loss primarily associated with the previously announced discontinuation of certain first-generation apparel.

1 (Footnotes omitted.)

2 64. In response to the disappointing results, the 4Q22 Press Release also announced a  
3 “strategic transformation to drive sustained and profitable growth.” The plan focuses on these areas:

- 4 • Reignite product and brand
  - 5 ○ Executing a highly-focused brand strategy that reconnects with core consumers.
- 6 • Optimize U.S. stores and slow pace of openings.
  - 7 ○ Driving traffic and conversion to our U.S. fleet and selectively expanding
  - 8 our third party wholesale channel.
- 9 • Evaluate transition of international go-to-market strategy
  - 10 ○ Evaluating potential distributor partners in certain international markets
  - 11 to grow internationally in a cost- and capital-efficient manner
- 12 • Improve cost savings and capital efficiency
  - 13 ○ Building upon and further accelerating 2022 cost and cash optimization
  - 14 initiatives to accelerate cost of revenue savings and SG&A savings, and
  - 15 improve cash optimization.

16 65. Also on March 9, 2023, after the market closed, the Company held an earnings call  
17 conference. Defendant Zwilling explained how the Company had fallen short and what decisions  
18 led to the poor financial results. Defendant Zwilling stated:

19 However, in this journey we also made some missteps. *First, we overemphasized*  
20 *products that extended beyond our core DNA.* And as a result, some products and  
21 colors have had narrower appeal than expected. *Because we were spending*  
22 *significant time and resources on these new products that did not resonate well, we*  
23 *underinvested in our core consumers' favorite products.* Finally, we did not  
24 increase our brand awareness to the level that we anticipated.

25 *In essence, over the past couple of years, we shifted our focus away from our core*  
26 *consumer and we must refocus sharply on this large and attract [sic] group.* Taking  
27 a look at Q4 specifically this dynamic was exacerbated by the fact that the final weeks  
28 of December were exceptionally promotional and we did not sufficiently promote to  
meet consumers' expectations. As a result, Q4 was the first quarter of negative  
growth in our history. We are disappointed with these results. And we know that, as  
we look ahead the status quo is not enough.

29 66. On this news, the Company's stock price fell \$1.11, or 47%, to close at \$1.25 per  
30 share on March 10, 2023, thereby injuring investors.

31 67. By the commencement of this action, the Company's stock price had closed as low  
32 as \$1.06 per share, a 92.9% decline from the Company's \$15.00 per share IPO price.

**CLASS ACTION ALLEGATIONS**

1  
2 68. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil  
3 Procedure 23(a) and (b)(3) on behalf of a class, consisting of all persons and entities that purchased  
4 or otherwise acquired Allbirds: (a) Class A common stock pursuant and/or traceable to the  
5 Company’s false and/or misleading Registration Statement issued in connection with the  
6 Company’s IPO; and/or (b) securities between November 4, 2021 and March 9, 2023, inclusive,  
7 and who were damaged thereby (the “Class”). Excluded from the Class are Defendants, the officers  
8 and directors of the Company, at all relevant times, members of their immediate families and their  
9 legal representatives, heirs, successors, or assigns, and any entity in which Defendants have or had  
10 a controlling interest.

11 69. The members of the Class are so numerous that joinder of all members is  
12 impracticable. While the exact number of Class members is unknown to Plaintiff at this time and  
13 can only be ascertained through appropriate discovery, Plaintiff believes that there are at least  
14 hundreds or thousands of members in the proposed Class. In the IPO, the Company sold  
15 approximately 16,850,799 shares of Class A common stock at a price of \$15.00 per share. Moreover,  
16 record owners and other members of the Class may be identified from records maintained by  
17 Allbirds or its transfer agent and may be notified of the pendency of this action by mail, using the  
18 form of notice similar to that customarily used in securities class actions.

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

22 71. Plaintiff will fairly and adequately protect the interests of the members of the Class  
23 and has retained counsel competent and experienced in class and securities litigation.

24 72. 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 (a) whether the federal securities laws was violated by Defendants’ acts as alleged  
28 herein;

1 (b) whether the Registration Statement, statements made by Defendants to the investing  
2 public in connection with the Company's IPO, and statements made by Defendants to the investing  
3 public during the Class Period omitted and/or misrepresented material facts about the business,  
4 operations, and prospects of Allbirds; and

5 (c) to what extent the members of the Class have sustained damages and the proper  
6 measure of damages.

7 73. A class action is superior to all other available methods for the fair and efficient  
8 adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the  
9 damages suffered by individual Class members may be relatively small, the expense and burden of  
10 individual litigation makes it impossible for members of the Class to individually redress the wrongs  
11 done to them. There will be no difficulty in the management of this action as a class action.

12 **UNDISCLOSED ADVERSE FACTS**

13 74. The market for Allbirds' securities was open, well-developed and efficient at all  
14 relevant times. As a result of these materially false and/or misleading statements, and/or failures to  
15 disclose, Allbirds' securities traded at artificially inflated prices during the Class Period. Plaintiff  
16 and other members of the Class purchased or otherwise acquired Allbirds' securities relying upon  
17 the integrity of the market price of the Company's securities and market information relating to  
18 Allbirds, and have been damaged thereby.

19 75. During the Class Period, Defendants materially misled the investing public, thereby  
20 inflating the price of Allbirds' securities, by publicly issuing false and/or misleading statements  
21 and/or omitting to disclose material facts necessary to make Defendants' statements, as set forth  
22 herein, not false and/or misleading. The statements and omissions were materially false and/or  
23 misleading because they failed to disclose material adverse information and/or misrepresented the  
24 truth about Allbirds' business, operations, and prospects as alleged herein.

25 76. At all relevant times, the material misrepresentations and omissions particularized in  
26 this Complaint directly or proximately caused or were a substantial contributing cause of the  
27 damages sustained by Plaintiff and other members of the Class. As described herein, during the  
28 Class Period, Defendants made or caused to be made a series of materially false and/or misleading



1 statements about Allbirds' financial well-being and prospects. These material misstatements and/or  
2 omissions had the cause and effect of creating in the market an unrealistically positive assessment  
3 of the Company and its financial well-being and prospects, thus causing the Company's securities  
4 to be overvalued and artificially inflated at all relevant times. Defendants' materially false and/or  
5 misleading statements during the Class Period resulted in Plaintiff and other members of the Class  
6 purchasing the Company's securities at artificially inflated prices, thus causing the damages  
7 complained of herein when the truth was revealed.

8 **LOSS CAUSATION**

9 77. Defendants' wrongful conduct, as alleged herein, directly and proximately caused  
10 the economic loss suffered by Plaintiff and the Class.

11 78. During the Class Period, Plaintiff and the Class purchased Allbirds' securities at  
12 artificially inflated prices and were damaged thereby. The price of the Company's securities  
13 significantly declined when the misrepresentations made to the market, and/or the information  
14 alleged herein to have been concealed from the market, and/or the effects thereof, were revealed,  
15 causing investors' losses.

16 **SCIENTER ALLEGATIONS**

17 79. As alleged herein, Defendants acted with scienter since Defendants knew that the  
18 public documents and statements issued or disseminated in the name of the Company were  
19 materially false and/or misleading; knew that such statements or documents would be issued or  
20 disseminated to the investing public; and knowingly and substantially participated or acquiesced in  
21 the issuance or dissemination of such statements or documents as primary violations of the federal  
22 securities laws. As set forth elsewhere herein in detail, the Individual Defendants, by virtue of their  
23 receipt of information reflecting the true facts regarding Allbirds, their control over, and/or receipt  
24 and/or modification of Allbirds' allegedly materially misleading misstatements and/or their  
25 associations with the Company which made them privy to confidential proprietary information  
26 concerning Allbirds, participated in the fraudulent scheme alleged herein.



1 national circuits of major newswire services and through other wide-ranging public disclosures,  
2 such as communications with the financial press and other similar reporting services; and/or

3 (d) Allbirds was followed by securities analysts employed by brokerage firms who wrote  
4 reports about the Company, and these reports were distributed to the sales force and certain  
5 customers of their respective brokerage firms. Each of these reports was publicly available and  
6 entered the public marketplace.

7 83. As a result of the foregoing, the market for Allbirds' securities promptly digested  
8 current information regarding Allbirds from all publicly available sources and reflected such  
9 information in Allbirds' share price. Under these circumstances, all purchasers of Allbirds'  
10 securities during the Class Period suffered similar injury through their purchase of Allbirds'  
11 securities at artificially inflated prices and a presumption of reliance applies.

12 84. A Class-wide presumption of reliance is also appropriate in this action under the  
13 Supreme Court's holding in *Affiliated Ute Citizens of Utah v. United States*, 406 U.S. 128 (1972),  
14 because the Class's claims are, in large part, grounded on Defendants' material misstatements and/or  
15 omissions. Because this action involves Defendants' failure to disclose material adverse information  
16 regarding the Company's business operations and financial prospects—information that Defendants  
17 were obligated to disclose—positive proof of reliance is not a prerequisite to recovery. All that is  
18 necessary is that the facts withheld be material in the sense that a reasonable investor might have  
19 considered them important in making investment decisions. Given the importance of the Class  
20 Period material misstatements and omissions set forth above, that requirement is satisfied here.

21 **NO SAFE HARBOR**

22 85. The statutory safe harbor provided for forward-looking statements under certain  
23 circumstances does not apply to any of the allegedly false statements pleaded in this Complaint. The  
24 statements alleged to be false and misleading herein all relate to then-existing facts and conditions.  
25 In addition, to the extent certain of the statements alleged to be false may be characterized as forward  
26 looking, they were not identified as “forward-looking statements” when made and there were no  
27 meaningful cautionary statements identifying important factors that could cause actual results to  
28 differ materially from those in the purportedly forward-looking statements. In the alternative, to the

1 extent that the statutory safe harbor is determined to apply to any forward-looking statements  
2 pleaded herein, Defendants are liable for those false forward-looking statements because at the time  
3 each of those forward-looking statements was made, the speaker had actual knowledge that the  
4 forward-looking statement was materially false or misleading, and/or the forward-looking statement  
5 was authorized or approved by an executive officer of Allbirds who knew that the statement was  
6 false when made.

7 **FIRST CLAIM**

8 **Violation of Section 11 of the Securities Act**

9 **(Against All Defendants)**

10 86. Plaintiff repeats and re-alleges each and every allegation contained above as if fully  
11 set forth herein.

12 87. This Count is brought pursuant to Section 11 of the Securities Act, 15 U.S.C. § 77k,  
13 on behalf of the Class, against the Defendants.

14 88. The Registration Statement for the IPO was inaccurate and misleading, contained  
15 untrue statements of material facts, omitted to state other facts necessary to make the statements  
16 made not misleading, and omitted to state material facts required to be stated therein.

17 89. Allbirds is the registrant for the IPO. The Defendants named herein were responsible  
18 for the contents and dissemination of the Registration Statement.

19 90. As issuer of the shares, Allbirds is strictly liable to Plaintiff and the Class for the  
20 misstatements and omissions.

21 91. None of the Defendants named herein made a reasonable investigation or possessed  
22 reasonable grounds for the belief that the statements contained in the Registration Statement was  
23 true and without omissions of any material facts and were not misleading.

24 92. By reasons of the conduct herein alleged, each Defendant violated, and/or controlled  
25 a person who violated Section 11 of the Securities Act.

26 93. Plaintiff acquired Allbirds shares pursuant and/or traceable to the Registration  
27 Statement for the IPO.

1 94. Plaintiff and the Class have sustained damages. The value of Allbirds Class A  
2 common stock has declined substantially subsequent to and due to the Defendants' violations.

3 **SECOND CLAIM**

4 **Violation of Section 15 of the Securities Act**

5 **(Against the Securities Act Individual Defendants)**

6 95. Plaintiff repeats and re-alleges each and every allegation contained above as if fully  
7 set forth herein.

8 96. This count is asserted against the Individual Defendants and is based upon Section  
9 15 of the Securities Act.

10 97. The Individual Defendants, by virtue of their offices, directorship, and specific acts  
11 were, at the time of the wrongs alleged herein and as set forth herein, controlling persons of Allbirds  
12 within the meaning of Section 15 of the Securities Act. The Individual Defendants had the power  
13 and influence and exercised the same to cause Allbirds to engage in the acts described herein.

14 98. The Individual Defendants' positions made them privy to and provided them with  
15 actual knowledge of the material facts concealed from Plaintiff and the Class.

16 99. By virtue of the conduct alleged herein, the Individual Defendants are liable for the  
17 aforesaid wrongful conduct and are liable to Plaintiff and the Class for damages suffered.

18 **THIRD CLAIM**

19 **Violation of Section 10(b) of The Exchange Act and**

20 **Rule 10b-5 Promulgated Thereunder**

21 **Against Allbirds and the Individual Defendants**

22 100. Plaintiff repeats and re-alleges each and every allegation contained above as if fully  
23 set forth herein.

24 101. During the Class Period, Defendants carried out a plan, scheme and course of conduct  
25 which was intended to and, throughout the Class Period, did: (i) deceive the investing public,  
26 including Plaintiff and other Class members, as alleged herein; and (ii) cause Plaintiff and other  
27 members of the Class to purchase Allbirds' securities at artificially inflated prices. In furtherance of  
28

1 this unlawful scheme, plan and course of conduct, Defendants, and each defendant, took the actions  
2 set forth herein.

3 102. Defendants (i) employed devices, schemes, and artifices to defraud; (ii) made untrue  
4 statements of material fact and/or omitted to state material facts necessary to make the statements  
5 not misleading; and (iii) engaged in acts, practices, and a course of business which operated as a  
6 fraud and deceit upon the purchasers of the Company's securities in an effort to maintain artificially  
7 high market prices for Allbirds' securities in violation of Section 10(b) of the Exchange Act and  
8 Rule 10b-5. All Defendants are sued either as primary participants in the wrongful and illegal  
9 conduct charged herein or as controlling persons as alleged below.

10 103. Defendants, individually and in concert, directly and indirectly, by the use, means or  
11 instrumentalities of interstate commerce and/or of the mails, engaged and participated in a  
12 continuous course of conduct to conceal adverse material information about Allbirds' financial well-  
13 being and prospects, as specified herein.

14 104. Defendants employed devices, schemes and artifices to defraud, while in possession  
15 of material adverse non-public information and engaged in acts, practices, and a course of conduct  
16 as alleged herein in an effort to assure investors of Allbirds' value and performance and continued  
17 substantial growth, which included the making of, or the participation in the making of, untrue  
18 statements of material facts and/or omitting to state material facts necessary in order to make the  
19 statements made about Allbirds and its business operations and future prospects in light of the  
20 circumstances under which they were made, not misleading, as set forth more particularly herein,  
21 and engaged in transactions, practices and a course of business which operated as a fraud and deceit  
22 upon the purchasers of the Company's securities during the Class Period.

23 105. Each of the Individual Defendants' primary liability and controlling person liability  
24 arises from the following facts: (i) the Individual Defendants were high-level executives and/or  
25 directors at the Company during the Class Period and members of the Company's management team  
26 or had control thereof; (ii) each of these defendants, by virtue of their responsibilities and activities  
27 as a senior officer and/or director of the Company, was privy to and participated in the creation,  
28 development and reporting of the Company's internal budgets, plans, projections and/or reports;

1 (iii) each of these defendants enjoyed significant personal contact and familiarity with the other  
2 defendants and was advised of, and had access to, other members of the Company's management  
3 team, internal reports and other data and information about the Company's finances, operations, and  
4 sales at all relevant times; and (iv) each of these defendants was aware of the Company's  
5 dissemination of information to the investing public which they knew and/or recklessly disregarded  
6 was materially false and misleading.

7 106. Defendants had actual knowledge of the misrepresentations and/or omissions of  
8 material facts set forth herein, or acted with reckless disregard for the truth in that they failed to  
9 ascertain and to disclose such facts, even though such facts were available to them. Such defendants'  
10 material misrepresentations and/or omissions were done knowingly or recklessly and for the purpose  
11 and effect of concealing Allbirds' financial well-being and prospects from the investing public and  
12 supporting the artificially inflated price of its securities. As demonstrated by Defendants'  
13 overstatements and/or misstatements of the Company's business, operations, financial well-being,  
14 and prospects throughout the Class Period, Defendants, if they did not have actual knowledge of the  
15 misrepresentations and/or omissions alleged, were reckless in failing to obtain such knowledge by  
16 deliberately refraining from taking those steps necessary to discover whether those statements were  
17 false or misleading.

18 107. As a result of the dissemination of the materially false and/or misleading information  
19 and/or failure to disclose material facts, as set forth above, the market price of Allbirds' securities  
20 was artificially inflated during the Class Period. In ignorance of the fact that market prices of the  
21 Company's securities were artificially inflated, and relying directly or indirectly on the false and  
22 misleading statements made by Defendants, or upon the integrity of the market in which the  
23 securities trades, and/or in the absence of material adverse information that was known to or  
24 recklessly disregarded by Defendants, but not disclosed in public statements by Defendants during  
25 the Class Period, Plaintiff and the other members of the Class acquired Allbirds' securities during  
26 the Class Period at artificially high prices and were damaged thereby.

27 108. At the time of said misrepresentations and/or omissions, Plaintiff and other members  
28 of the Class were ignorant of their falsity, and believed them to be true. Had Plaintiff and the other

1 members of the Class and the marketplace known the truth regarding the problems that Allbirds was  
2 experiencing, which were not disclosed by Defendants, Plaintiff and other members of the Class  
3 would not have purchased or otherwise acquired their Allbirds securities, or, if they had acquired  
4 such securities during the Class Period, they would not have done so at the artificially inflated prices  
5 which they paid.

6 109. By virtue of the foregoing, Defendants violated Section 10(b) of the Exchange Act  
7 and Rule 10b-5 promulgated thereunder.

8 110. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and the  
9 other members of the Class suffered damages in connection with their respective purchases and  
10 sales of the Company's securities during the Class Period.

11 **FOURTH CLAIM**

12 **Violation of Section 20(a) of The Exchange Act**

13 **Against the Individual Defendants**

14 111. Plaintiff repeats and re-alleges each and every allegation contained above as if fully  
15 set forth herein.

16 112. Individual Defendants acted as controlling persons of Allbirds within the meaning of  
17 Section 20(a) of the Exchange Act as alleged herein. By virtue of their high-level positions and their  
18 ownership and contractual rights, participation in, and/or awareness of the Company's operations  
19 and intimate knowledge of the false financial statements filed by the Company with the SEC and  
20 disseminated to the investing public, Individual Defendants had the power to influence and control  
21 and did influence and control, directly or indirectly, the decision-making of the Company, including  
22 the content and dissemination of the various statements which Plaintiff contends are false and  
23 misleading. Individual Defendants were provided with or had unlimited access to copies of the  
24 Company's reports, press releases, public filings, and other statements alleged by Plaintiff to be  
25 misleading prior to and/or shortly after these statements were issued and had the ability to prevent  
26 the issuance of the statements or cause the statements to be corrected.

27 113. In particular, Individual Defendants had direct and supervisory involvement in the  
28 day-to-day operations of the Company and, therefore, had the power to control or influence the



1 particular transactions giving rise to the securities violations as alleged herein, and exercised the  
2 same.

3 114. As set forth above, Allbirds and Individual Defendants each violated Section 10(b)  
4 and Rule 10b-5 by their acts and omissions as alleged in this Complaint. By virtue of their position  
5 as controlling persons, Individual Defendants are liable pursuant to Section 20(a) of the Exchange  
6 Act. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and other members  
7 of the Class suffered damages in connection with their purchases of the Company's securities during  
8 the Class Period.

9 **PRAYER FOR RELIEF**

10 WHEREFORE, Plaintiff prays for relief and judgment, as follows:

11 (a) Determining that this action is a proper class action under Rule 23 of the Federal  
12 Rules of Civil Procedure;

13 (b) Awarding compensatory damages in favor of Plaintiff and the other Class members  
14 against all defendants, jointly and severally, for all damages sustained as a result of Defendants'  
15 wrongdoing, in an amount to be proven at trial, including interest thereon;

16 (c) Awarding Plaintiff and the Class their reasonable costs and expenses incurred in this  
17 action, including counsel fees and expert fees; and

18 (d) Such other and further relief as the Court may deem just and proper.

19 **JURY TRIAL DEMANDED**

20 Plaintiff hereby demands a trial by jury.

21 Dated: April 13, 2023

**GLANCY PRONGAY & MURRAY LLP**

22 By: /s/ Charles H. Linehan  
23 Robert V. Prongay  
24 Charles H. Linehan  
25 Pavithra Rajesh  
26 1925 Century Park East, Suite 2100  
27 Los Angeles, CA 90067  
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*Counsel for Plaintiff Gennady Shnayder*

**SWORN CERTIFICATION OF PLAINTIFF  
ALLBIRDS, INC. (BIRD) SECURITIES LITIGATION**

I, Gennady Shnayder, certify that:

1. I have reviewed the Complaint, adopt its allegations, and authorize its filing and/or the filing of a lead plaintiff motion on my behalf.
2. I did not purchase the Allbirds, Inc. securities that are the subject of this action at the direction of plaintiff's counsel or in order to participate in any private action arising under this title.
3. I am willing to serve as a representative party on behalf of a class and will testify at deposition and trial, if necessary.
4. My transactions in Allbirds, Inc. securities during the period set forth in the Complaint are as follows:  
  
(See attached transactions)
5. I have not sought to serve, nor served, as a representative party on behalf of a class under this title during the last three years, except for the following:
6. I will not accept any payment for serving as a representative party, except to receive my pro rata share of any recovery or as ordered or approved by the court, including the award to a representative plaintiff of reasonable costs and expenses (including lost wages) directly relating to the representation of the class.

I declare under penalty of perjury that the foregoing are true and correct statements.

3/30/2023

\_\_\_\_\_  
Date



\_\_\_\_\_  
Gennady Shnayder

**Gennady Shnyder's Transactions in Allbirds, Inc. (BIRD)**

<b>Date</b>	<b>Transaction Type</b>	<b>Quantity</b>	<b>Unit Price</b>
12/1/2021	Bought	3	\$17.8286
12/1/2021	Bought	6	\$17.1400
12/1/2021	Bought	6	\$17.1300
2/17/2022	Bought	10	\$10.0500
2/28/2022	Bought	4	\$7.8300

CIVIL COVER SHEET

The JS-CAND 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved in its original form by the Judicial Conference of the United States in September 1974, is required for the Clerk of Court to initiate the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS

GENNADY SHNAYDER, Individually and on Behalf of All Others Similarly Situated

(b) County of Residence of First Listed Plaintiff Kings County, NY (EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorneys (Firm Name, Address, and Telephone Number)

Glancy Prongay & Murray LLP
1925 Century Park East, Suite 2100, Los Angeles, CA 90067; Tel: (310) 201-9150

DEFENDANTS

ALLBIRDS, INC. [Please see Attachment A for Additional Defendants.]

County of Residence of First Listed Defendant (IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- 1 U.S. Government Plaintiff
2 U.S. Government Defendant
3 Federal Question (U.S. Government Not a Party)
4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

Table with columns for Plaintiff (PTF) and Defendant (DEF) citizenship and incorporation status.

IV. NATURE OF SUIT (Place an "X" in One Box Only)

Large table with categories: CONTRACT, REAL PROPERTY, TORTS, CIVIL RIGHTS, PRISONER PETITIONS, HABEAS CORPUS, OTHER, FORFEITURE/PENALTY, LABOR, IMMIGRATION, BANKRUPTCY, SOCIAL SECURITY, FEDERAL TAX SUITS, OTHER STATUTES.

V. ORIGIN (Place an "X" in One Box Only)

- 1 Original Proceeding
2 Removed from State Court
3 Remanded from Appellate Court
4 Reinstated or Reopened
5 Transferred from Another District (specify)
6 Multidistrict Litigation-Transfer
8 Multidistrict Litigation-Direct File

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):

Brief description of cause:

Alleged Violations of §§ 11 and 15 of the Securities Act; §§ 10(b) and 20(a) of the Exchange Act; PSLRA

VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, Fed. R. Civ. P. DEMAND \$

CHECK YES only if demanded in complaint: JURY DEMAND: Yes No

VIII. RELATED CASE(S), IF ANY (See instructions):

JUDGE

DOCKET NUMBER

IX. DIVISIONAL ASSIGNMENT (Civil Local Rule 3-2)

(Place an "X" in One Box Only)

SAN FRANCISCO/OAKLAND

SAN JOSE

EUREKA-MCKINLEYVILLE

DATE 04/13/2023

SIGNATURE OF ATTORNEY OF RECORD

s/ Charles H. Linehan

## INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS-CAND 44

**Authority For Civil Cover Sheet.** The JS-CAND 44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleading or other papers as required by law, except as provided by local rules of court. This form, approved in its original form by the Judicial Conference of the United States in September 1974, is required for the Clerk of Court to initiate the civil docket sheet. Consequently, a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. The attorney filing a case should complete the form as follows:

- I. a) Plaintiffs-Defendants.** Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.
- b) County of Residence.** For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the “defendant” is the location of the tract of land involved.)
- c) Attorneys.** Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section “(see attachment).”
- II. Jurisdiction.** The basis of jurisdiction is set forth under Federal Rule of Civil Procedure 8(a), which requires that jurisdictions be shown in pleadings. Place an “X” in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.
- (1) United States plaintiff. Jurisdiction based on 28 USC §§ 1345 and 1348. Suits by agencies and officers of the United States are included here.
  - (2) United States defendant. When the plaintiff is suing the United States, its officers or agencies, place an “X” in this box.
  - (3) Federal question. This refers to suits under 28 USC § 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.
  - (4) Diversity of citizenship. This refers to suits under 28 USC § 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; **NOTE: federal question actions take precedence over diversity cases.**)
- III. Residence (citizenship) of Principal Parties.** This section of the JS-CAND 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.
- IV. Nature of Suit.** Place an “X” in the appropriate box. If the nature of suit cannot be determined, be sure the cause of action, in Section VI below, is sufficient to enable the deputy clerk or the statistical clerk(s) in the Administrative Office to determine the nature of suit. If the cause fits more than one nature of suit, select the most definitive.
- V. Origin.** Place an “X” in one of the six boxes.
- (1) Original Proceedings. Cases originating in the United States district courts.
  - (2) Removed from State Court. Proceedings initiated in state courts may be removed to the district courts under Title 28 USC § 1441. When the petition for removal is granted, check this box.
  - (3) Remanded from Appellate Court. Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.
  - (4) Reinstated or Reopened. Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.
  - (5) Transferred from Another District. For cases transferred under Title 28 USC § 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.
  - (6) Multidistrict Litigation Transfer. Check this box when a multidistrict case is transferred into the district under authority of Title 28 USC § 1407. When this box is checked, do not check (5) above.
  - (8) Multidistrict Litigation Direct File. Check this box when a multidistrict litigation case is filed in the same district as the Master MDL docket. Please note that there is no Origin Code 7. Origin Code 7 was used for historical records and is no longer relevant due to changes in statute.
- VI. Cause of Action.** Report the civil statute directly related to the cause of action and give a brief description of the cause. **Do not cite jurisdictional statutes unless diversity.** Example: U.S. Civil Statute: 47 USC § 553. Brief Description: Unauthorized reception of cable service.
- VII. Requested in Complaint.** Class Action. Place an “X” in this box if you are filing a class action under Federal Rule of Civil Procedure 23. Demand. In this space enter the actual dollar amount being demanded or indicate other demand, such as a preliminary injunction. Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.
- VIII. Related Cases.** This section of the JS-CAND 44 is used to identify related pending cases, if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.
- IX. Divisional Assignment.** If the Nature of Suit is under Property Rights or Prisoner Petitions or the matter is a Securities Class Action, leave this section blank. For all other cases, identify the divisional venue according to Civil Local Rule 3-2: “the county in which a substantial part of the events or omissions which give rise to the claim occurred or in which a substantial part of the property that is the subject of the action is situated.”
- Date and Attorney Signature.** Date and sign the civil cover sheet.

**ATTACHMENT A**

**ADDITIONAL DEFENDANTS:**

JOSEPH ZWILLINGER  
TIMOTHY BROWN  
MICHAEL BUFANO  
NEIL BLUMENTHAL  
DICK BOYCE  
MANDY FIELDS  
NANCY GREEN  
DAN LEVITAN  
EMILY WEISS  
MORGAN STANLEY & CO. LLC  
J.P. MORGAN SECURITIES LLC  
BOFA SECURITIES, INC.  
ROBERT W. BAIRD & CO.  
WILLIAM BLAIR & COMPANY, L.L.C  
PIPER SANDLER & CO.  
COWEN AND COMPANY, LLC  
GUGGENHEIM SECURITIES, LLC  
KEYBANC CAPITAL MARKETS INC.  
STIFEL, NICOLAUS & COMPANY, INCORPORATED  
TELSEY ADVISORY GROUP LLC  
C.L. KING & ASSOCIATES, INC.  
DREXEL HAMILTON, LLC  
LOOP CAPITAL MARKETS LLC  
PENSERRA SECURITIES LLC  
SAMUEL A. RAMIREZ & COMPANY, INC.  
SIEBERT WILLIAMS SHANK & CO. LLC