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17 UNITED STATES DISTRICT COURT
18 NORTHERN DISTRICT OF CALIFORNIA
19 SAN FRANCISCO DIVISION

20 IN RE HP SECURITIES LITIGATION,

21 This Document Relates To: All Actions

Master File No. 3:12-cv-05980-CRB

CLASS ACTION

**JOINT CASE MANAGEMENT STATEMENT
AND ORDER AS AMENDED**

Before: The Hon. Charles R. Breyer

1 Lead Plaintiff PGGM Vermogensbeheer B.V. (“Lead Plaintiff” or “PGGM”), together with
 2 Defendants Hewlett-Packard Company (“HP” or the “Company”) and Margaret C. Whitman
 3 (“Whitman”) (collectively, “Defendants”), respectfully submit this Joint Case Management Statement in
 4 accordance with Federal Rule of Civil Procedure (“Rule”) 26(f) and the Local Rules and Standing Orders
 5 of this Court. In accordance with the Parties’ Stipulation Regarding Time to Answer (Docket (“Dkt.”)
 6 No. 203) the Parties held the initial Rule 26(f) Conference on January 28, 2014, as well as ongoing meet
 7 and confers over the subsequent three months, as summarized below.

8 **INFORMATION REQUESTED BY STANDING ORDER REGARDING**
 9 **CONTENTS OF JOINT CASE MANAGEMENT STATEMENT**

10 **1. Jurisdiction and Service**

11 Based on allegations of violations of §§10(b) and 20(a) of the Securities Exchange Act of 1934
 12 (“Exchange Act”), Lead Plaintiff asserts that this Court’s jurisdiction is conferred by §27 of the
 13 Exchange Act, 15 U.S.C. §78aa. Defendants do not contest subject matter jurisdiction, personal
 14 jurisdiction, or venue. No parties remain to be served.

15 **2. Description of the Case**

16 **a. Date Case Was Filed**

17 This is a consolidated putative securities class action. The first complaint was filed on November
 18 26, 2012 captioned as *Nicolow v. Hewlett-Packard Co., et al.*, No. 3:12-cv-05980-CRB. Dkt. No. 1. On
 19 March 4, 2013, this Court entered an order consolidating related cases under the caption *In re HP*
 20 *Securities Litigation*, No. 3:12-cv-05980-CRB. Dkt. No. 90. On May 3, 2013, Lead Plaintiff filed its
 21 Consolidated Complaint for Violation of the Federal Securities Laws (“Complaint”). Dkt. No. 100.

22 **b. Parties**

23 **i. Lead Plaintiff:** PGGM

24 **ii. Defendants:** HP (corporate defendant); Chief Executive Officer Whitman.

25 **c. Summary of Claims and Brief Description of Events Underlying the Action**

26 This is a putative securities class action asserting claims for violations of §§10(b) and 20(a) of the
 27 Exchange Act against Defendants, on behalf of all persons who purchased or otherwise acquired HP’s
 28 common stock between August 19, 2011 and November 20, 2012 (the “Proposed Class Period”). The

1 allegations underlying the case are summarized in the Court’s November 26, 2013 Order Re Motions to
2 Dismiss (“Order” or “Dkt. No. 201”). The Order granted in part and denied in part Defendants’ motions
3 to dismiss.

4 **d. The Principal Factual Issues in Dispute**

5 In general, the Parties dispute whether Defendants made false and/or misleading statements or
6 omissions of material fact to the investing public during the Proposed Class Period. More specifically,
7 and without limitation, Defendants dispute Lead Plaintiff’s allegations that: (1) Defendants made
8 misrepresentations or omissions of material fact during the Proposed Class Period; (2) Defendants had a
9 duty to disclose the purportedly omitted material facts; (3) Defendants made those alleged
10 misrepresentations or omissions of material fact with scienter; (4) Defendants’ alleged misstatements or
11 omissions caused the market price of HP securities to be artificially inflated; (5) members of the putative
12 Class relied on Defendants’ alleged misstatements or omissions; (6) the alleged conduct caused any
13 losses to Lead Plaintiff or members of the putative Class; and (7) members of the putative Class were
14 damaged and, the measure of any such damages.

15 **e. The Principal Legal Issues in Dispute**

16 The principal legal issues in dispute include:

- 17 1. Whether Defendants violated §10(b) of the Exchange Act and Rule 10b-5;
- 18 2. Whether Defendant Whitman violated §20(a) of the Exchange Act;
- 19 3. Whether Defendants misrepresented material facts;
- 20 4. Whether Defendants omitted to state any material facts that were necessary to
21 make their statements not misleading in light of the circumstances under which they were made;
- 22 5. Whether Defendants had a duty to disclose any alleged material omission;
- 23 6. Whether any Defendant acted with scienter in making any alleged
24 misrepresentations or omissions;
- 25 7. Whether the price of HP publicly-traded common stock was artificially inflated as
26 a result of Defendants’ alleged misrepresentations and/or omissions;
- 27 8. Whether Lead Plaintiff and putative class members relied on Defendants’ alleged
28 misrepresentations and/or omissions;

1 9. Whether Lead Plaintiff and putative class members were damaged as a result of
2 Defendants' alleged misrepresentations and/or omissions;

3 10. The proper measure of any such damages; and

4 11. Whether this action may proceed as a class action under Rule 23.

5 **3. Motions**

6 On July 2, 2013, Defendants filed motions to dismiss pursuant to Rule 12(b)(6). The Court held a
7 hearing on November 21, 2013. On November 26, 2013, the Court issued an Order granting the motions
8 to dismiss as to all Defendants other than Whitman and HP but denying the motions to dismiss as to HP
9 and Whitman with regard to certain alleged misstatements and omissions made beginning on May 23,
10 2012. On December 24, 2013, Lead Plaintiff filed a Request for Clarification of the Court's Order Re
11 Motions to Dismiss requesting confirmation as to whether the Order granted in full current HP Executive
12 Vice President and Chief Financial Officer Catherine A. Lesjak's motion to dismiss. On January 6, 2014,
13 the Court issued an Order Re Request for Clarification clarifying that the Order had dismissed Lead
14 Plaintiff's claims against Lesjak.

15 Lead Plaintiff intends to file a Motion for Class Certification under Rule 23 as set forth in the
16 Stipulated Schedule in ¶16 below.

17 Depending on the outcome in *Halliburton v. Erica P. John Fund, Inc.* ("Halliburton II"),
18 currently pending before the Supreme Court, Defendants have indicated they may file a motion for
19 judgment on the pleadings and/or summary judgment. Lead Plaintiff's position is that the outcome of
20 *Halliburton II* has no bearing on the pleadings or summary judgment, as it will be a class certification
21 decision addressing certain aspects of the "predominance" requirement of Rule 23(b)(3).

22 Defendants anticipate filing motions for summary judgment and/or summary adjudication of
23 claims or issues (including motions *in limine*). Otherwise, the Parties believe that, absent the benefit of
24 discovery, it is too early to determine whether they will file any additional motions.

25 **4. Amendment of Pleadings**

26 The deadline for amending the pleadings is set forth in ¶16, below.

1 **5. Evidence Preservation**

2 The Parties have reviewed the Guidelines Relating to the Discovery of Electronically Stored
3 Information, and have conferred, pursuant to Rule 26(f), regarding the preservation of electronically
4 stored evidence. The Parties have taken all reasonable and necessary steps to preserve evidence,
5 including all electronically stored information (“ESI”), relevant to the issues reasonably evident in this
6 action, in compliance with their obligations under the Federal Rules of Civil Procedure.

7 **6. Disclosures**

8 By agreement of the Parties, the Parties exchanged initial disclosures pursuant to Rule 26(a)(1) on
9 May 15, 2014.

10 **7. Discovery**

11 The Parties satisfied their meet-and-confer obligations under Rule 26(f) and Civil Local Rule
12 16-3 beginning on January 28, 2014 and continue to discuss the contours and scope of merits discovery.
13 On May 2, 2014, Lead Plaintiff served its First Set of Requests for Production of Documents to
14 Defendants. On May 9, 2014, Lead Plaintiff served its First Set of Interrogatories to Defendants. No
15 other discovery has been propounded by either party.

16 **a. Depositions and Interrogatories:** Although the parties preliminarily disagree about the
17 number of depositions and interrogatories that should be permitted in this action, they have agreed to
18 defer the issue until the case progresses and document discovery is underway and will continue to confer
19 in good faith.¹

20 **b. Fact Discovery Cutoff:** The cutoff for fact discovery is set forth in ¶16, below.

21 **c. Protective Order:** The Parties shall continue to meet and confer on the appropriateness
22 of an order regarding the confidentiality and protection of discovery in this action.

23 **d. Electronic Discovery:** Document production shall be made, so far as practicable, in
24 electronic, searchable format. The Parties shall continue to confer on protocols for production of ESI,

25 _____
26 ¹ Lead Plaintiff preliminarily believes that, based on the complexity of the case and the numerous
27 witnesses and third parties already known to be relevant (including current and former HP personnel,
28 former Autonomy executives and personnel, multiple audit firms, valuation consultants and securities
analysts), it should be permitted to take at least 30 non-expert depositions and serve 35 interrogatories. In
Defendants’ current view, given that the Court dismissed most of Lead Plaintiff’s claims, the limitations
on discovery imposed by the Federal Rules of Civil Procedure are appropriate.

1 and shall submit a proposed Protective Order (as discussed above). The Parties are aware of the
2 importance the Court places on cooperation and commit to cooperate in good faith throughout the matter
3 consistent with this Court's guidelines for the discovery of ESI.

4 **8. Class Actions**

5 Lead Plaintiff seeks to maintain this action as a class action pursuant to Rule 23(a) and (b)(3).
6 Lead Plaintiff brings these federal securities law claims individually and on behalf of all persons who
7 purchased or otherwise acquired HP's common stock during the Proposed Class Period, and who were
8 allegedly damaged thereby. Excluded from the Class are Defendants, the officers and directors of the
9 Company, at all relevant times, members of their immediate families and their legal representatives,
10 heirs, successors or assigns and any entity in which Defendants have or had a controlling interest. Lead
11 Plaintiff will move for class certification in accordance with the schedule set forth in ¶16.

12 Defendants dispute that this action is maintainable as a class action. Defendants further believe
13 that, to the extent any class can be certified, the class period should be confined to the period May 24,
14 2012 through November 20, 2012, given that the Court dismissed all claims based on alleged
15 misstatements and/or omissions made before May 23, 2012.

16 **9. Related Cases**

17 On January 3, 2013, the Court entered a Related Case Order relating this case to the actions
18 captioned *Riccardi, et al. v. Lynch, et al.*, No. 3:12-cv-06003-EJD, *Espinoza, et al. v. Lynch, et al.*, No.
19 3:12-cv-06025-LHK, *Pokoik v. Hewlett-Packard Co., et al.*, No. 3:12-cv-06074-YGR, *Bascheri, et al. v.*
20 *Apotheker, et al.*, No. 3:12-cv-06091-SI, *Bertisch v. Apotheker, et al.*, No. 3:12-cv-06123-LHK, *Laffen,*
21 *et al. v. Hewlett-Packard Co., Plan Comm. Inv. Review Comm., et al.*, No. 3:12-cv-06199-RS, *Lustig, et*
22 *al. v. Whitman, et al.*, No. 3:12-cv-06410-HRL, *San Jose Division the City of Birmingham Ret. and Relief*
23 *Sys., et al. v. Apotheker, et al.*, No. 3:12-cv-06416-HRL, *Tola v. Lynch, et al.*, No. 3:12-cv-06423-JSW,
24 *Morrical v. Whitman, et al.*, No. 3:12-cv-06434-CRB. Dkt. No. 22. On February 11, 2013, the Court
25 entered a Related Case Order relating this case to the action captioned *Kotyuk, et al. v. Hewlett-Packard*
26 *Co., et al.*, No. 3:13-cv-00301-EJD. Dkt. No. 77. On February 19, 2013, the Court entered a Related
27 Case Order relating this case to the action captioned *Weissmann v. Apotheker, et al.*, No.
28 3:13-cv-00557-EDL. Dkt. No. 87.

1 **10. Description of Relief Sought and Damages Claimed**

2 The Complaint seeks to assert claims under §§10(b) and 20(a) of the Exchange Act, and Rule
3 10b-5 promulgated thereunder, and seeks: (i) an Order declaring this action to be a proper class action
4 pursuant to Rule 23; (ii) damages, including interest; (iii) reasonable costs and expenses incurred in this
5 action, including attorneys' fees; and (iv) such other relief as the Court may deem just and proper. The
6 calculation of damages in this complex securities fraud class action will be the subject of expert opinion.

7 **11. Settlement and ADR**

8 The Parties shall continue to confer on the appropriateness of settlement and ADR.

9 **12. Whether the Parties Will Consent to a Magistrate Judge for Trial**

10 The Parties do not consent to a Magistrate Judge for trial.

11 **13. Other References**

12 The Parties do not believe that this case is suitable for reference to binding arbitration, special
13 master, or the Judicial Panel on Multidistrict Litigation.

14 **14. Narrowing of Issues**

15 The Parties do not believe that it is appropriate to narrow the issues by agreement or stipulation at
16 this time.

17 **15. Expedited Trial Procedure**

18 The Parties do not believe that this case is appropriate to be handled under the Expedited Trial
19 Procedure of General Order No. 64.

20 **16. Scheduling**

21 The Parties' proposed schedule and Discovery Plan is set forth as follows:

EVENT	DATE
Lead Plaintiff to file class certification motion	November 4, 2014
Deadline for substantial completion of document productions	October 31, 2014
Defendants to respond to Lead Plaintiff's class certification motion	December 15, 2014
Lead Plaintiff's reply in support of class certification motion	January 26, 2015
Hearing on Lead Plaintiff's class certification motion	February 20, 2015 at 10:00 a.m.

1 **17. Disclosure of Non-party Interested Entities or Persons**

2 On February 11, 2014, Lead Plaintiff filed its Certification of Interested Entities or Persons
3 pursuant to Civil L.R. 3-15, certifying that, other than the named parties, it was unaware of any person or
4 entity with an interest to report. Dkt. No. 223.

5 On February 14, 2013, defendant HP filed its Certification of Interested Entities or Persons
6 pursuant to Civil L.R. 3-16, certifying that, other than the named parties, it was unaware of any person or
7 entity with an interest to report. Dkt. No. 80.

8 On January 30, 2014, defendant Whitman filed her Certification of Interested Entities or Persons
9 pursuant to Civil L.R. 3-16, certifying that, other than the named parties, she was unaware of any person
10 or entity with an interest to report. Dkt. No. 221.

11 **18. Miscellaneous Provisions**

12 **a. Modifications to the Schedule**

13 All schedules proposed herein are premised on discovery proceeding expeditiously and without
14 protracted disputes over, *inter alia*, production of documents and witnesses or issues with regard to class
15 certification. In the event of such protracted disputes, all Parties reserve the right to modify or seek to
16 modify the schedules set forth herein.

17 **b. Electronic Service**

18 The Parties shall serve documents, including pleadings, discovery requests, and trial materials, on
19 each other through e-mail or ECF, except to the extent that transmission of any such documents
20 electronically is impractical, in which event service shall be made by hand or through overnight delivery.
21 Service by e-mail shall be considered the same as service by hand.

22 DATED: May 16, 2014

Respectfully submitted,

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CASE MANAGEMENT ORDER

The above JOINT CASE MANAGEMENT STATEMENT AND ORDER is approved as amended as the Case Management Order for this case and all Parties shall comply with its provisions.

IT IS SO ORDERED.

Dated: May 19, 2014

