

1 KEVIN P. MUCK (CSB No. 120918)
 kmuck@fenwick.com
 2 DEAN S. KRISTY (CSB No. 157646)
 dkristy@fenwick.com
 3 MARIE C. BAFUS (CSB No. 258417)
 mbafus@fenwick.com
 4 FENWICK & WEST LLP
 555 California Street, 12th Floor
 5 San Francisco, CA 94104
 Telephone: 415.875.2300
 6 Facsimile: 415.281.1350

7 Attorneys for Defendants Silver Spring Networks,
 Inc., Scott A. Lang, Michael Bell, Laura D. Tyson,
 8 Warren M. Weiss, Thomas R. Kuhn, Richard A.
 Simonson, Jonathan Schwartz, Thomas H. Werner
 9 and Peter Van Camp

10
 11 UNITED STATES DISTRICT COURT
 12 NORTHERN DISTRICT OF CALIFORNIA

FENWICK & WEST LLP
 ATTORNEYS AT LAW
 SAN FRANCISCO

14 LOUIS SCARANTINO, On Behalf of Himself
 and All Others Similarly Situated,

15 Plaintiff,

16 v.

17 SILVER SPRING NETWORKS, INC., SCOTT
 18 A. LANG, MICHAEL BELL, LAURA D.
 TYSON, WARREN M. WEISS, THOMAS R.
 19 KUHN, RICHARD A. SIMONSON,
 JONATHAN SCHWARTZ, THOMAS H.
 20 WERNER, PETER VAN CAMP, ITRON,
 INC., and IVORY MERGER SUB, INC.,

21 Defendants.
 22

Case No. 3:17-cv-06688-SI

**STIPULATION AND ~~PROPOSED~~
 ORDER VOLUNTARILY DISMISSING
 ACTION AS MOOT PURSUANT TO
 FED. R. CIV. P. 41(a)(1)(A)(ii)**

STIPULATION OF DISMISSAL

1
2 WHEREAS, on November 20, 2017, Plaintiff Louis Scarantino filed the above-captioned
3 action (the “Scarantino Action”);

4 WHEREAS, three other substantially similar actions have been filed in this Court, styled
5 *Geller v. Silver Spring Networks, Inc., et al.*, No. 5:17-cv-06532-EJD (the “Geller Action”),
6 *Kantradt LLC v. Silver Spring Networks, Inc., et al.*, No. 3:17-cv-06548-VC (the “Kantradt
7 Action”), and *Suscavage v. Silver Spring Networks, Inc., et al.*, Case No. 5:17-cv-06625-LHK (the
8 “Suscavage Action”), all of which are collectively referred to with the Scarantino Action as the
9 “Actions”;

10 WHEREAS, the Actions challenged disclosures made in connection with the proposed
11 acquisition of Silver Spring Networks, Inc. (“Silver Spring”), by Itron, Inc. and a subsidiary
12 (collectively, “Itron”), pursuant to a definitive agreement and plan of merger filed with the United
13 States Securities and Exchange Commission (“SEC”) on or around September 18, 2017 (the
14 “Transaction”);

15 WHEREAS, the Actions asserted claims for, *inter alia*, Defendants’ alleged violations of
16 Sections 14 and 20(a) of the Securities Exchange Act of 1934 in connection with Silver Spring’s
17 preliminary Proxy Statement (the “Preliminary Proxy”) filed with the SEC on November 2, 2017
18 and/or its definitive Proxy Statement (the “Definitive Proxy”) filed with the SEC on November 16,
19 2017;

20 WHEREAS, Defendants deny that Plaintiffs have asserted any meritorious claim, deny that
21 the Preliminary Proxy or Definitive Proxy contained any misstatement or omission, and deny that
22 any further information is required under any federal or state law;

23 WHEREAS, on December 18, 2017, Silver Spring filed with the SEC an amendment to the
24 Definitive Proxy that included certain additional information relating to the Transaction that
25 addressed and mooted claims regarding the sufficiency of the disclosures in the Preliminary Proxy
26 and Definitive Proxy as alleged in the Actions (the “Supplemental Disclosures”);

27 WHEREAS, Plaintiff Scarantino’s counsel believes they may assert a claim for a fee in
28 connection with the prosecution of the Scarantino Action and the issuance of the Supplemental

1 Disclosures, and have informed Defendants of their intention to petition the Court for such a fee if
2 their claim cannot be resolved through negotiations between counsel for Plaintiffs in the Actions
3 and Defendants (the “Fee Application”);

4 WHEREAS, for the sake of judicial economy and the convenience of all parties, counsel
5 for plaintiffs in all of the Actions have coordinated their efforts and intend to file any Fee
6 Application jointly in the Geller Action, which was the first-filed of the Actions;

7 WHEREAS, all of the Defendants in the Actions reserve all rights, arguments and
8 defenses, including the right to oppose any potential Fee Application and the right to dispute
9 which Court should address any Fee Application;

10 WHEREAS, no class has been certified in the Actions;

11 WHEREAS, for the avoidance of doubt, no compensation in any form has passed directly
12 or indirectly to Plaintiff Scarantino or his attorneys and no promise, understanding, or agreement
13 to give any such compensation has been made, nor have the parties had any discussions
14 concerning the amount of any mootness fee application;

15 NOW, THEREFORE, subject to the approval of the Court, the parties stipulate and agree
16 as follows:

17 1. The Scarantino Action is dismissed, all claims asserted therein are dismissed with
18 prejudice as to Plaintiff only, and all claims on behalf of the putative class are dismissed without
19 prejudice.

20 2. Because the dismissal is with prejudice as to Plaintiff only, and not on behalf of a
21 putative class, notice of this dismissal is not required.

22 3. If a Fee Application becomes necessary, Plaintiff Scarantino’s counsel may seek a
23 fee by filing, jointly with counsel for plaintiffs in the other Actions, a single Fee Application in the
24 Geller Action, and the Court will retain jurisdiction, as appropriate, for that joint Fee Application.

25 4. This Stipulation, and any Order thereon, are made without prejudice to any right,
26 position, claim or defense any party may assert with respect to the Fee Application, which
27 includes the Defendants’ right to oppose the Fee Application and their right to dispute which
28 Court should address any Fee Application.

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Dated: January 26, 2018

WEISSLAW LLP
RIGRODSKY & LONG, P.A.

By /s/ Joel E. Elkins
Joel E. Elkins

Attorneys for Plaintiff Louis Scarantino

Dated: January 26, 2018

FENWICK & WEST LLP

By /s/ Kevin P. Muck
Kevin P. Muck

Attorneys for Defendants Silver Spring Networks, Inc., Scott A. Lang, Michael A. Bell, Laura D. Tyson, Warren M. Weiss, Thomas R. Kuhn, Richard A. Simonson, Jonathan Schwartz, Thomas H. Werner and Peter Van Camp

Dated: January 26, 2018

JONES DAY

By /s/ Stephen D. Hibbard
Stephen D. Hibbard

Attorneys for Defendants Itron, Inc. and Ivory Merger Sub, Inc.

* * *

Pursuant to Civil Local Rule 5-1(i)(3), all signatories concur in the filing of this stipulation.

Dated: January 26, 2018

/s/ Kevin P. Muck
Kevin P. Muck

[PROPOSED] ORDER

Pursuant to the foregoing stipulation, IT IS HEREBY ORDERED that:

1. The Scarantino Action is dismissed, all claims asserted therein are dismissed with prejudice as to Plaintiff only, and all claims on behalf of the putative class are dismissed without prejudice.

2. Because the dismissal is with prejudice as to Plaintiff only, and not on behalf of a putative class, notice of this dismissal is not required.

3. If a Fee Application becomes necessary, Plaintiff Scarantino's counsel may seek a fee by filing, jointly with counsel for plaintiffs in the other Actions, a single Fee Application in the Geller Action, and the Court will retain jurisdiction, as appropriate, for that joint Fee Application.

4. This Stipulation, and any Order thereon, are made without prejudice to any right, position, claim or defense any party may assert with respect to the Fee Application, which includes the Defendants' right to oppose the Fee Application and their right to dispute which Court should address any Fee Application.

Dated: 1/29/18



The Honorable Susan Illston
United States District Judge