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22 UNITED STATES DISTRICT COURT
 23 NORTHERN DISTRICT OF CALIFORNIA
 24 OAKLAND DIVISION

25 DAVID GUERRA, On Behalf of Himself and All)
 26 Others Similarly Situated,)
 27)
 28 Plaintiff,)
 29)
 30 v.)
 31)
 32 LINEAR TECHNOLOGY CORP., ROBERT H.)
 33 SWANSON, JR., LOTHAR MAIER, ARTHUR)
 34 C. AGNOS, JOHN J. GORDON, DAVID S.)
 35 LEE, RICHARD M. MOLEY and THOMAS S.)
 36 VOLPE,)
 37)
 38 Defendants.)

CASE NO.: 4:16-cv-05514-PJH
STIPULATED [~~PROPOSED~~]
ORDER DISMISSING ACTION
 Before: Honorable Phyllis Hamilton
 Courtroom: 3-3rd Floor

1 WHEREAS, on September 28, 2016, plaintiff David Guerra (“Plaintiff”) commenced a
2 Class Action for Violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934
3 and Rule 14a-9 (the “Action”), against defendants Linear Technology Corp. (“Linear”), Robert
4 H. Swanson, Jr., Lothar Maier, Arthur C. Agnos, John J. Gordon, David S. Lee, Richard M.
5 Moley, and Thomas S. Volpe (collectively, “Defendants”);

6 WHEREAS, the Action alleges that Defendants violated Sections 14(a) and 20(a) of the
7 Securities Exchange Act of 1934 (the “Exchange Act”) and Rule 14a-9 promulgated thereunder
8 by causing an allegedly material incomplete and misleading Schedule 14A Definitive Proxy
9 Statement (the “Proxy”) to be filed with the Securities and Exchange Commission (the “SEC”)
10 on September 16, 2016, which recommended that Linear stockholders vote in favor of approving
11 a proposed transaction between Linear and Analog Devices, Inc. (the “Proposed Transaction”);

12 WHEREAS, on October 12, 2016, Linear filed a Form 8-K with the SEC, providing
13 supplemental disclosures to the Proxy;

14 WHEREAS, during a special meeting of Linear stockholders held on October 18, 2016,
15 Linear stockholders voted to approve the Proposed Transaction;

16 WHEREAS, Plaintiff believes that the supplemental disclosures contained in Linear’s
17 October 12, 2016 Form 8-K addressed certain of Plaintiff’s allegations and claims under Section
18 14(a) of the Exchange Act;

19 WHEREAS, Plaintiff and Defendants have reached an agreement with respect to the
20 payment of attorneys’ fees and expenses based on the benefits Plaintiff claims were provided by
21 the supplemental disclosures set forth in Linear’s October 12, 2016 Form 8-K, and Defendants
22 have agreed to provide Plaintiff with a single payment of \$195,000 in attorneys’ fees and
23 expenses;

24 WHEREAS, based on the proceedings to date, Plaintiff has determined that certain
25 claims asserted in this Action have been mooted and the remaining claims are so unlikely to be
26 successful as to warrant dismissal;

1 WHEREAS, Defendants deny the allegations in the Action and expressly maintain that
2 they acted diligently and scrupulously, and complied with all applicable fiduciary, disclosure,
3 and other legal duties;

4 WHEREAS, it is the intention of counsel for Plaintiff in this Action to dismiss the Action
5 with prejudice as to Plaintiff;

6 WHEREAS, no class has been certified in the Action;

7 NOW, THEREFORE, subject to the approval of the Court, Plaintiff and Defendants, by
8 and through their counsel, stipulate and agree as follows:

- 9 1. The Action shall be dismissed, and the claims asserted therein shall be dismissed with
10 prejudice as to Plaintiff.
11

12 Dated: October 21, 2016

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

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14
15 By: /s/ Catherine E. Moreno
Catherine E. Moreno
16 cmoreno@wsgr.com

17 Attorneys for Defendants
18 Linear Technology Corp., Robert H.
Swanson, Jr., Lothar Maier, Arthur C.
19 Agnos, John J. Gordon, David S. Lee,
Richard M. Moley and Thomas S. Volpe

20 Dated: October 21, 2016

FARUQI & FARUQI, LLP

21
22
23 By: /s/ Barbara A. Rohr
Barbara A. Rohr
24 brohr@faruqilaw.com

25 Attorneys for Plaintiff
26 David Guerra
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ATTESTATION

I, Catherine E. Moreno, am the ECF User whose identification and password are being used to file this Stipulated [Proposed] Order Dismissing Action. I hereby attest that Barbara A. Rohr has concurred in this filing.

Dated: October 21, 2016

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

By: /s/ Catherine E. Moreno
Catherine E. Moreno

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PROPOSED ORDER

PURSUANT TO STIPULATION, IT IS HEREBY ORDERED that the Class Action Complaint for Violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 and Rule 14a-9 is dismissed, and the claims asserted therein are dismissed with prejudice as to Plaintiff.

DATED: October 24, 2016

Honorable Phyllis J. Hamilton
United States District Judge

