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

\_\_\_\_\_, Individually  
and on Behalf of All Others Similarly  
Situating,

Plaintiff,

v.

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

Defendant.

Case No. DRAFT

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

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

11 **NATURE OF THE ACTION AND OVERVIEW**

12 1. This is a class action on behalf of persons and entities that purchased or  
13 otherwise acquired GoodRx securities between February 28, 2022 and May 9, 2022,  
14 inclusive (the “Class Period”). Plaintiff pursues claims against the Defendants under  
15 the Securities Exchange Act of 1934 (the “Exchange Act”).

16 2. GoodRx offers a healthcare technology platform that enables consumers  
17 to access discounted pricing for prescription medications. The discounts are provided  
18 through pharmacy benefit managers (“PBMs”), who have contracts with various  
19 pharmacies to fill prescriptions at discounted rates.

20 3. On May 9, 2022, after the market closed, GoodRx announced its first  
21 quarter 2022 financial results and withdrew its fiscal 2022 guidance. In its shareholder  
22 letter, the Company stated that “a grocery chain had taken actions that impacted  
23 acceptance of discounts from most PBMs for a subset of drugs.” The Company  
24 expects “the grocer issue . . . could have an estimated revenue impact of roughly \$30  
25 million [and] will be ongoing without amelioration through Q2.” As a result, GoodRx  
26 “believe[s] it is unlikely [it] will be able to achieve the FY 2022 guidance” previously  
27 provided.

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1 concealed from, the public, and that the positive representations which were being  
2 made were then materially false and/or misleading. The Individual Defendants are  
3 liable for the false statements pleaded herein.

## 4 SUBSTANTIVE ALLEGATIONS

### 5 Background

6 17. GoodRx offers a healthcare technology platform that enables consumers  
7 to access discounted pricing for prescription medications. The discounts are provided  
8 through pharmacy benefit managers (“PBMs”), who have contracts with various  
9 pharmacies to fill prescriptions at discounted rates.

### 10 Materially False and Misleading

#### 11 Statements Issued During the Class Period

12 18. The Class Period begins on February 28, 2022. On that day, GoodRx  
13 announced its fourth quarter and full year 2021 financial results in a shareholder letter.  
14 Therein, the Company reported fiscal 2021 revenue of \$745.4 million and a net loss  
15 of \$25.3 million. In particular, prescription transaction revenue for fiscal 2021 was  
16 \$593.4 million, representing 79.6% of total revenue. The Company also issued  
17 guidance for fiscal 2022, expecting 23% year-over-year revenue growth.

18 19. On March 1, 2022, the Company filed its annual report on Form 10-K  
19 for the period ended December 31, 2021 (the “2021 10-K”), affirming the previously  
20 reported financial results. Under “Risk Factors,” GoodRx stated that the Company  
21 derived a significant portion of its revenue from prescriptions:

22 *We rely significantly on our prescription transactions offering and*  
23 *may not be successful in expanding our offerings within our markets,*  
24 *particularly the U.S. prescriptions market, or to other segments of the*  
*healthcare industry.*

25 To date, the vast majority of our revenue has been derived from our  
26 prescription transactions offering. When a consumer uses a GoodRx  
27 code to fill a prescription and saves money compared to the list price at  
28 that pharmacy, we receive fees from our partners, primarily PBMs.  
*Revenue from our prescription transactions offering represented 80%,  
89% and 94% of our revenue for the years ended December 31, 2021,  
2020 and 2019, respectively.* Substantially all of this revenue was  
generated from consumer transactions at brick and mortar pharmacies.

1 The introduction of competing offerings with lower prices for  
2 consumers, fluctuations in prescription prices, changes in consumer  
3 purchasing habits, including an increase in the use of mail delivery  
4 prescriptions, changes in the regulatory landscape, and other factors  
5 could result in changes to our contracts or a decline in our revenue, which  
6 may have an adverse effect on our business, financial condition and  
7 results of operations. ***Because we derive a vast majority of our revenue  
8 from our prescription transactions offering, any material decline in the  
9 use of such offering or in the fees we receive from our partners in  
10 connection with such offering would have a pronounced impact on our  
11 future revenue and results of operations,*** particularly if we are unable  
12 to expand our offerings overall.

13 (Second emphasis added.)

14 20. The 2021 10-K also stated that GoodRx “rel[ied] on a limited number of  
15 industry participants.” Specifically as to pharmacies, the 2021 10-K stated, in relevant  
16 part:

17 Our consumers use GoodRx codes at the point of purchase at nearby  
18 pharmacies. These codes can be used at over 70,000 pharmacies in the  
19 United States. The U.S. prescriptions market is dominated by a limited  
20 number of national and regional pharmacy chains, such as CVS, Kroger,  
21 Walmart and Walgreens. These pharmacy chains represent a significant  
22 portion of overall prescription medication transactions in the United  
23 States. ***Similarly, a significant portion of our discounted prices are  
24 used at a limited number of pharmacy chains and, as a result, a  
25 significant portion of our revenue is derived from transactions  
26 processed at a limited number of pharmacy chains.***

27 (Emphasis added.)

28 21. The above statements identified in ¶¶ 18-20 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 nearly 25% of the Company’s prescription revenue was derived  
from a grocery chain that accounted for 5% of the pharmacies in GoodRx’s network;  
(2) that, as a result, actions taken by that grocer regarding prescription discounts  
would have a significant adverse impact on the Company’s financial results; and (3)  
that, as a result of the foregoing, Defendants’ positive statements about the  
Company’s business, operations, and prospects were materially false and/or  
misleading and/or lacked a reasonable basis.

1 **Disclosures at the End of the Class Period**

2 22. On May 9, 2022, after the market closed, GoodRx announced its first  
3 quarter 2022 financial results and withdrew its fiscal 2022 guidance. In its shareholder  
4 letter, the Company stated that “a grocery chain had taken actions that impacted  
5 acceptance of discounts from most PBMs for a subset of drugs.” The Company  
6 expects “the grocer issue . . . could have an estimated revenue impact of roughly \$30  
7 million [and] will be ongoing without amelioration through Q2.” As a result, GoodRx  
8 “believe[s] it is unlikely [it] will be able to achieve the FY 2022 guidance” previously  
9 provided.

10 23. During the related conference call, Defendant Bezdek described the  
11 impact of the actions by the “grocery chain,” stating in relevant part:

12 As many of the discounts found on GoodRx are provided by PBMs, this  
13 issue directly impacted our consumers. *Because this started happening*  
14 *late in the first quarter and initially impacted a subset of drugs in a*  
15 *subset of their stores, we experienced an immaterial impact on Q1*  
16 *prescription transactions revenue that we estimate was roughly \$1*  
17 *million to \$2 million based on our subsequent quantification.* In April,  
18 this dynamic intensified, impacting more drugs and more of the groceries  
19 and pharmacies, leading to significant lost volumes and an expected  
20 greater impact on our Q2 and full year prescription transactions revenue.

21 \* \* \*

22 We expect this issue to have a material impact on our Q2 and full year  
23 prescription transactions revenue. To note, we have not seen any impact  
24 to our subscription and so expect a limited impact of that revenue, if any,  
25 and do not expect any effect on revenue related to our pharma  
26 manufacturer solutions, both of which continue to make up a larger share  
27 of our total revenue. Karsten will provide more detail shortly when he  
28 speaks to guidance. *While this grocer represents less than 5% of the*  
*pharmacies in GoodRx network, it made up almost 1/4 of our*  
*prescription transaction revenue in the first quarter.*

23 24. On this news, the Company’s stock price fell \$2.78, or 25.9%, to close  
24 at \$7.97 per share on May 10, 2022, on unusually heavy trading volume.

25 **CLASS ACTION ALLEGATIONS**

26 25. Plaintiff brings this action as a class action pursuant to Federal Rule of  
27 Civil Procedure 23(a) and (b)(3) on behalf of a class, consisting of all persons and  
28 entities that purchased or otherwise acquired GoodRx securities between February 28,

1 2022 and May 9, 2022, inclusive, and who were damaged thereby (the “Class”).  
2 Excluded from the Class are Defendants, the officers and directors of the Company,  
3 at all relevant times, members of their immediate families and their legal  
4 representatives, heirs, successors, or assigns, and any entity in which Defendants have  
5 or had a controlling interest.

6 26. The members of the Class are so numerous that joinder of all members  
7 is impracticable. Throughout the Class Period, GoodRx’s shares actively traded on  
8 the NASDAQ. While the exact number of Class members is unknown to Plaintiff at  
9 this time and can only be ascertained through appropriate discovery, Plaintiff believes  
10 that there are at least hundreds or thousands of members in the proposed Class.  
11 Millions of GoodRx shares were traded publicly during the Class Period on the  
12 NASDAQ. Record owners and other members of the Class may be identified from  
13 records maintained by GoodRx or its transfer agent and may be notified of the  
14 pendency of this action by mail, using the form of notice similar to that customarily  
15 used in securities class actions.

16 27. Plaintiff’s claims are typical of the claims of the members of the Class  
17 as all members of the Class are similarly affected by Defendants’ wrongful conduct  
18 in violation of federal law that is complained of herein.

19 28. Plaintiff will fairly and adequately protect the interests of the members  
20 of the Class and has retained counsel competent and experienced in class and  
21 securities litigation.

22 29. Common questions of law and fact exist as to all members of the Class  
23 and predominate over any questions solely affecting individual members of the Class.  
24 Among the questions of law and fact common to the Class are:

25 (a) whether the federal securities laws were violated by Defendants’  
26 acts as alleged herein;

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1 (b) whether statements made by Defendants to the investing public  
2 during the Class Period omitted and/or misrepresented material facts about the  
3 business, operations, and prospects of GoodRx; and

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

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

12 **UNDISCLOSED ADVERSE FACTS**

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

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

27 33. At all relevant times, the material misrepresentations and omissions  
28 particularized in this Complaint directly or proximately caused or were a substantial

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

#### 12 **LOSS CAUSATION**

13 34. Defendants' wrongful conduct, as alleged herein, directly and  
14 proximately caused the economic loss suffered by Plaintiff and the Class.

15 35. During the Class Period, Plaintiff and the Class purchased GoodRx's  
16 securities at artificially inflated prices and were damaged thereby. The price of the  
17 Company's securities significantly declined when the misrepresentations made to the  
18 market, and/or the information alleged herein to have been concealed from the market,  
19 and/or the effects thereof, were revealed, causing investors' losses.

#### 20 **SCIENTER ALLEGATIONS**

21 36. As alleged herein, Defendants acted with scienter since Defendants knew  
22 that the public documents and statements issued or disseminated in the name of the  
23 Company were materially false and/or misleading; knew that such statements or  
24 documents would be issued or disseminated to the investing public; and knowingly  
25 and substantially participated or acquiesced in the issuance or dissemination of such  
26 statements or documents as primary violations of the federal securities laws. As set  
27 forth elsewhere herein in detail, the Individual Defendants, by virtue of their receipt  
28 of information reflecting the true facts regarding GoodRx, their control over, and/or

1 receipt and/or modification of GoodRx's allegedly materially misleading  
2 misstatements and/or their associations with the Company which made them privy to  
3 confidential proprietary information concerning GoodRx, participated in the  
4 fraudulent scheme alleged herein.

5 **APPLICABILITY OF PRESUMPTION OF RELIANCE**  
6 **(FRAUD-ON-THE-MARKET DOCTRINE)**

7 37. The market for GoodRx's securities was open, well-developed and  
8 efficient at all relevant times. As a result of the materially false and/or misleading  
9 statements and/or failures to disclose, GoodRx's securities traded at artificially  
10 inflated prices during the Class Period. On February 28, 2022, the Company's share  
11 price closed at a Class Period high of \$27.40 per share. Plaintiff and other members  
12 of the Class purchased or otherwise acquired the Company's securities relying upon  
13 the integrity of the market price of GoodRx's securities and market information  
14 relating to GoodRx, and have been damaged thereby.

15 38. During the Class Period, the artificial inflation of GoodRx's shares was  
16 caused by the material misrepresentations and/or omissions particularized in this  
17 Complaint causing the damages sustained by Plaintiff and other members of the Class.  
18 As described herein, during the Class Period, Defendants made or caused to be made  
19 a series of materially false and/or misleading statements about GoodRx's business,  
20 prospects, and operations. These material misstatements and/or omissions created an  
21 unrealistically positive assessment of GoodRx and its business, operations, and  
22 prospects, thus causing the price of the Company's securities to be artificially inflated  
23 at all relevant times, and when disclosed, negatively affected the value of the  
24 Company shares. Defendants' materially false and/or misleading statements during  
25 the Class Period resulted in Plaintiff and other members of the Class purchasing the  
26 Company's securities at such artificially inflated prices, and each of them has been  
27 damaged as a result.

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1           39.    At all relevant times, the market for GoodRx’s securities was an efficient  
2 market for the following reasons, among others:

3                   (a)    GoodRx shares met the requirements for listing, and was listed  
4 and actively traded on the NASDAQ, a highly efficient and automated market;

5                   (b)    As a regulated issuer, GoodRx filed periodic public reports with  
6 the SEC and/or the NASDAQ;

7                   (c)    GoodRx regularly communicated with public investors via  
8 established market communication mechanisms, including through regular  
9 dissemination of press releases on the national circuits of major newswire services  
10 and through other wide-ranging public disclosures, such as communications with the  
11 financial press and other similar reporting services; and/or

12                   (d)    GoodRx was followed by securities analysts employed by  
13 brokerage firms who wrote reports about the Company, and these reports were  
14 distributed to the sales force and certain customers of their respective brokerage firms.  
15 Each of these reports was publicly available and entered the public marketplace.

16           40.    As a result of the foregoing, the market for GoodRx’s securities promptly  
17 digested current information regarding GoodRx from all publicly available sources  
18 and reflected such information in GoodRx’s share price. Under these circumstances,  
19 all purchasers of GoodRx’s securities during the Class Period suffered similar injury  
20 through their purchase of GoodRx’s securities at artificially inflated prices and a  
21 presumption of reliance applies.

22           41.    A Class-wide presumption of reliance is also appropriate in this action  
23 under the Supreme Court’s holding in *Affiliated Ute Citizens of Utah v. United States*,  
24 406 U.S. 128 (1972), because the Class’s claims are, in large part, grounded on  
25 Defendants’ material misstatements and/or omissions. Because this action involves  
26 Defendants’ failure to disclose material adverse information regarding the Company’s  
27 business operations and financial prospects—information that Defendants were  
28 obligated to disclose—positive proof of reliance is not a prerequisite to recovery. All

1 that is necessary is that the facts withheld be material in the sense that a reasonable  
2 investor might have considered them important in making investment decisions.  
3 Given the importance of the Class Period material misstatements and omissions set  
4 forth above, that requirement is satisfied here.

5 **NO SAFE HARBOR**

6 42. The statutory safe harbor provided for forward-looking statements under  
7 certain circumstances does not apply to any of the allegedly false statements pleaded  
8 in this Complaint. The statements alleged to be false and misleading herein all relate  
9 to then-existing facts and conditions. In addition, to the extent certain of the  
10 statements alleged to be false may be characterized as forward looking, they were not  
11 identified as “forward-looking statements” when made and there were no meaningful  
12 cautionary statements identifying important factors that could cause actual results to  
13 differ materially from those in the purportedly forward-looking statements. In the  
14 alternative, to the extent that the statutory safe harbor is determined to apply to any  
15 forward-looking statements pleaded herein, Defendants are liable for those false  
16 forward-looking statements because at the time each of those forward-looking  
17 statements was made, the speaker had actual knowledge that the forward-looking  
18 statement was materially false or misleading, and/or the forward-looking statement  
19 was authorized or approved by an executive officer of GoodRx who knew that the  
20 statement was false when made.

21 **FIRST CLAIM**

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

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

24 **Against All Defendants**

25 43. Plaintiff repeats and re-alleges each and every allegation contained  
26 above as if fully set forth herein.

27 44. During the Class Period, Defendants carried out a plan, scheme and  
28 course of conduct which was intended to and, throughout the Class Period, did: (i)

1 deceive the investing public, including Plaintiff and other Class members, as alleged  
2 herein; and (ii) cause Plaintiff and other members of the Class to purchase GoodRx's  
3 securities at artificially inflated prices. In furtherance of this unlawful scheme, plan  
4 and course of conduct, Defendants, and each defendant, took the actions set forth  
5 herein.

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

14 46. Defendants, individually and in concert, directly and indirectly, by the  
15 use, means or instrumentalities of interstate commerce and/or of the mails, engaged  
16 and participated in a continuous course of conduct to conceal adverse material  
17 information about GoodRx's financial well-being and prospects, as specified herein.

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

1           48. Each of the Individual Defendants' primary liability and controlling  
2 person liability arises from the following facts: (i) the Individual Defendants were  
3 high-level executives and/or directors at the Company during the Class Period and  
4 members of the Company's management team or had control thereof; (ii) each of  
5 these defendants, by virtue of their responsibilities and activities as a senior officer  
6 and/or director of the Company, was privy to and participated in the creation,  
7 development and reporting of the Company's internal budgets, plans, projections  
8 and/or reports; (iii) each of these defendants enjoyed significant personal contact and  
9 familiarity with the other defendants and was advised of, and had access to, other  
10 members of the Company's management team, internal reports and other data and  
11 information about the Company's finances, operations, and sales at all relevant times;  
12 and (iv) each of these defendants was aware of the Company's dissemination of  
13 information to the investing public which they knew and/or recklessly disregarded  
14 was materially false and misleading.

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

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1           50. As a result of the dissemination of the materially false and/or misleading  
2 information and/or failure to disclose material facts, as set forth above, the market  
3 price of GoodRx’s securities was artificially inflated during the Class Period. In  
4 ignorance of the fact that market prices of the Company’s securities were artificially  
5 inflated, and relying directly or indirectly on the false and misleading statements made  
6 by Defendants, or upon the integrity of the market in which the securities trades,  
7 and/or in the absence of material adverse information that was known to or recklessly  
8 disregarded by Defendants, but not disclosed in public statements by Defendants  
9 during the Class Period, Plaintiff and the other members of the Class acquired  
10 GoodRx’s securities during the Class Period at artificially high prices and were  
11 damaged thereby.

12           51. At the time of said misrepresentations and/or omissions, Plaintiff and  
13 other members of the Class were ignorant of their falsity, and believed them to be  
14 true. Had Plaintiff and the other members of the Class and the marketplace known  
15 the truth regarding the problems that GoodRx was experiencing, which were not  
16 disclosed by Defendants, Plaintiff and other members of the Class would not have  
17 purchased or otherwise acquired their GoodRx securities, or, if they had acquired such  
18 securities during the Class Period, they would not have done so at the artificially  
19 inflated prices which they paid.

20           52. By virtue of the foregoing, Defendants violated Section 10(b) of the  
21 Exchange Act and Rule 10b-5 promulgated thereunder.

22           53. As a direct and proximate result of Defendants’ wrongful conduct,  
23 Plaintiff and the other members of the Class suffered damages in connection with  
24 their respective purchases and sales of the Company’s securities during the Class  
25 Period.

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1 **SECOND CLAIM**

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

3 **Against the Individual Defendants**

4 54. Plaintiff repeats and re-alleges each and every allegation contained  
5 above as if fully set forth herein.

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

19 56. In particular, Individual Defendants had direct and supervisory  
20 involvement in the day-to-day operations of the Company and, therefore, had the  
21 power to control or influence the particular transactions giving rise to the securities  
22 violations as alleged herein, and exercised the same.

23 57. As set forth above, GoodRx and Individual Defendants each violated  
24 Section 10(b) and Rule 10b-5 by their acts and omissions as alleged in this Complaint.  
25 By virtue of their position as controlling persons, Individual Defendants are liable  
26 pursuant to Section 20(a) of the Exchange Act. As a direct and proximate result of  
27 Defendants' wrongful conduct, Plaintiff and other members of the Class suffered  
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1 damages in connection with their purchases of the Company's securities during the  
2 Class Period.

3 **PRAYER FOR RELIEF**

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

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

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

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

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

14 **JURY TRIAL DEMANDED**

15 Plaintiff hereby demands a trial by jury.  
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DATED: \_\_\_\_\_, 2022

**GLANCY PRONGAY & MURRAY LLP**

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