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**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA**

\_\_\_\_\_, Individually and on Behalf of  
All Others Similarly Situated,  
  
Plaintiff,  
  
v.  
  
SENTINELONE, INC., TOMER  
WEINGARTEN, and DAVID BERNHARDT,  
  
Defendants.

Case No. DRAFT

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

1 Plaintiff \_\_\_\_\_ (“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 SentinelOne, Inc.  
6 (“SentinelOne” 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 SentinelOne; and (c) review of other publicly available information concerning  
9 SentinelOne.

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 SentinelOne securities between June 1, 2022 and June 1, 2023, inclusive (the “Class  
13 Period”). Plaintiff pursues claims against the Defendants under the Securities Exchange Act of 1934  
14 (the “Exchange Act”).

15 2. SentinelOne is a cybersecurity company that claims to have pioneered the world’s  
16 first AI-powered Extended Detection and Response (“XDR”) platform to make cybersecurity  
17 defense truly autonomous. The Company claims its Singularity Platform instantly defends against  
18 cyberattacks, performing at a faster speed, greater scale, and higher accuracy than otherwise possible  
19 from humans. The Company’s fiscal year 2023 ended January 31, 2023.

20 3. SentinelOne claims that its “Annualized Recurring Revenue” or “ARR” is a key  
21 business metric. The Company defines ARR as “the annualized revenue run rate of our subscription  
22 and capacity contracts at the end of a reporting period, assuming contracts are renewed on their  
23 existing terms for customers that are under contracts with us.”

24 4. On June 1, 2023, after the market closed, SentinelOne published a press release titled  
25 “SentinelOne Announces First Quarter Fiscal Year 2024 Financial Results.” Therein, the Company  
26 disclosed that “[a]s a result of a change in methodology and correction of historical inaccuracies,  
27 which we further describe in our letter to shareholders, we made a one-time adjustment to ARR of  
28 \$27.0 million or approximately 5% of total ARR.” The Company also revised its fiscal year 2024







1 **First Quarter Fiscal 2023 Highlights**

2 *(All metrics are compared to the first quarter of fiscal year 2022 unless otherwise*  
3 *noted)*

- 4 • **Total revenue** increased 109% to \$78.3 million, compared to \$37.4 million.
- 5 • **Annualized recurring revenue (ARR)** increased 110% to \$339.0 million  
6 as of April 30, 2022.
- 7 • **Total customer count** grew over 55% to over 7,450 customers as of April  
8 30, 2022. Customers with ARR over \$100K grew 113% to 591 as of April  
9 30, 2022. Dollar-based net revenue retention rate was a record 131%.
- 10 • **Gross margin:** GAAP gross margin was 65%, compared to 51%. Non-  
11 GAAP gross margin was 68%, compared to 53%.
- 12 • **Operating margin:** GAAP operating margin was (115)%, compared to  
13 (165)%. Non-GAAP operating margin was (73)%, compared to (127)%.
- 14 • **Cash, cash equivalents and short-term investments** were \$1.6 billion as  
15 of April 30, 2022.

16 19. On the same day, June 1, 2022, the Company filed its quarterly report for the first  
17 quarter of its 2023 fiscal year, ended April 30, 2022. Therein, the Company reported that “ARR  
18 grew 110% year-over-year to \$339.0 million as of April 30, 2022, primarily due to high growth in  
19 the number of new customers purchasing our subscriptions and to additional purchases by existing  
20 customers.”

21 20. On August 31, 2022, SentinelOne issued a press release titled “SentinelOne  
22 Announces Second Quarter Fiscal Year 2023 Financial Results.” Therein, the Company, in relevant  
23 part, stated:

24 SentinelOne, Inc. (NYSE: S) today announced financial results for the second  
25 quarter of fiscal year 2023 ended July 31, 2022.

26 “We delivered hyper growth and outperformance across all aspects of our business  
27 in Q2 - ARR, revenue, customer growth, net retention, and margins,” said Tomer  
28 Weingarten, CEO of SentinelOne. “I’m proud of our team’s execution despite an  
evolving macro environment. Through Singularity XDR, we’re delivering what  
enterprises need the most: best-in-class protection and superior platform value.”

“Our business momentum remains extremely strong. We once again delivered a  
combination of triple-digit growth while steadily moving towards long term  
profitability. ARR growth accelerated to 122% and non-GAAP operating margins  
expanded 42 percentage points year-over-year,” said Dave Bernhardt, CFO of  
SentinelOne. “We’re raising our full-year growth expectations above and beyond  
our Q2 outperformance.”

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## Letter to Shareholders

We have also published a letter to shareholders on the Investor Relations section of our website at investors.sentinelone.com. The letter provides further discussion of our results for the second quarter of fiscal year 2023 as well as our full fiscal year 2023 financial outlook.

### Second Quarter Fiscal 2023 Highlights

*(All metrics are compared to the second quarter of fiscal year 2022 unless otherwise noted)*

- 7 • **Total revenue** increased 124% to \$102.5 million, compared to \$45.8 million.
- 8 • **Annualized recurring revenue (ARR)** increased 122% to \$438.6 million as of July 31, 2022.
- 9 • **Total customer count** grew about 60% to over 8,600 customers as of July 10 31, 2022. Customers with ARR over \$100K grew 117% to 755 as of July 11 31, 2022. Dollar-based net revenue retention rate was a record 137%.
- 12 • **Gross margin:** GAAP gross margin was 65%, compared to 59%. Non-GAAP gross margin was 72%, compared to 62%.
- 13 • **Operating margin:** GAAP operating margin was (106)%, compared to 14 (147)%. Non-GAAP operating margin was (57)%, compared to (98)%.
- 15 • **Cash, cash equivalents and short-term investments** were \$1.2 billion as 16 of July 31, 2022.

17 21. On the same day, August 31, 2022, the Company filed its quarterly report for the 18 second quarter of its 2023 fiscal year, ended July 31, 2022. Therein, the Company reported that 19 “ARR grew 122% year-over-year to \$438.6 million as of July 31, 2022, primarily due to high growth 20 in the number of new customers purchasing our subscriptions and to additional purchases by existing 21 customers.”

22 22. On December 6, 2022, SentinelOne issued a press release titled “SentinelOne 23 Announces Third Quarter Fiscal Year 2023 Financial Results.” Therein, the Company, in relevant 24 part, stated:

SentinelOne, Inc. (NYSE: S) today announced financial results for the third quarter 25 of fiscal year 2023 ended October 31, 2022.

26 “We once again delivered triple digit revenue and ARR growth fueled by strong 27 adoption of our Singularity XDR platform across endpoint, cloud, and identity. Cybersecurity is mission-critical, and our Singularity platform is purpose built for 28 leading protection allowing us to deliver superior platform value,” said Tomer

1 Weingarten, CEO of SentinelOne. “We’re focused on enhancing productivity and  
2 continuing to take market share in a dynamic environment.”

3 “We maintained the Rule of 60 again in Q3’2023. These results continue to signify  
4 our ability to maintain a balance between compelling top line growth and improved  
5 progress towards our long-term profitability targets,” said Dave Bernhardt, CFO of  
6 SentinelOne.

### 7 **Letter to Shareholders**

8 We have also published a letter to shareholders on the Investor Relations section of  
9 our website at investors.sentinelone.com. The letter provides further discussion of  
10 our results for the third quarter of fiscal year 2023 as well as our full fiscal year  
11 2023 financial outlook.

### 12 **Third Quarter Fiscal 2023 Highlights**

13 *(All metrics are compared to the third quarter of fiscal year 2022 unless otherwise  
14 noted)*

- 15 • Total revenue increased 106% to \$115.3 million, compared to \$56.0  
16 million.
- 17 • Annualized recurring revenue (ARR) increased 106% to \$487.4 million as  
18 of October 31, 2022.
- 19 • Total customer count grew about 55% to over 9,250 customers as of  
20 October 31, 2022. Customers with ARR over \$100,000 grew nearly 100%  
21 to 827 as of October 31, 2022. Dollar-based net revenue retention rate was  
22 134%.
- 23 • Gross margin: GAAP gross margin was 64%, compared to 64%. Non-  
24 GAAP gross margin was 71%, compared to 67%.
- 25 • Operating margin: GAAP operating margin was (90)%, compared to  
26 (120)%. Non-GAAP operating margin was (43)%, compared to (69)%.
- 27 • Cash, cash equivalents, and investments were \$1.2 billion as of October 31,  
28 2022.

23. On the same day, December 6, 2022, the Company filed its quarterly report for the  
third quarter of its 2023 fiscal year, ended October 31, 2022. Therein, the Company reported that  
“ARR grew 106% year-over-year to \$487.4 million as of October 31, 2022, primarily due to high  
growth in the number of new customers purchasing our subscriptions and to additional purchases  
by existing customers.”

24. On March 14, 2023, SentinelOne issued a press release titled “SentinelOne  
Announces Fourth Quarter Fiscal Year 2023 Financial Results.” Therein, the Company, in relevant  
part, stated:

1 SentinelOne, Inc. (NYSE: S) today announced financial results for the fourth  
2 quarter of fiscal year 2023 ended January 31, 2023.

3 “We continued to deliver leading growth and margin improvement, a result of  
4 stronger execution and our competitive position. Our ARR crossed half a billion  
5 dollars, and our global customer-base exceeded 10,000 - two major milestones. Our  
6 sights are set much higher,” said Tomer Weingarten, CEO of SentinelOne. “We  
7 continue to strengthen our technology leadership. Once again, we are a leader in  
8 Gartner's Magic Quadrant for Endpoint Protection Platform and achieved the top  
9 ranking across all three Gartner's Critical Capabilities for Endpoint Protection  
10 Platforms.”

11 “Our fourth quarter results exceeded expectations across all key metrics, indicating  
12 strength of our competitive position and unit economics,” said Dave Bernhardt,  
13 CFO of SentinelOne. “Evident in our fiscal year 2024 outlook, we expect to deliver  
14 compelling top line growth with consistent margin improvement.”

### 15 **Letter to Shareholders**

16 We have also published a letter to shareholders on the Investor Relations section of  
17 our website at investors.sentinelone.com. The letter provides further discussion of  
18 our results for the fourth quarter of fiscal year 2023 as well as our full fiscal year  
19 2024 financial outlook.

### 20 **Fourth Quarter Fiscal 2023 Highlights**

21 *(All metrics are compared to the fourth quarter of fiscal year 2022 unless otherwise  
22 noted)*

- 23 • **Total revenue** increased 92% to \$126.1 million, compared to \$65.6 million.
- 24 • **Annualized recurring revenue (ARR)** increased 88% to \$548.7 million as  
25 of January 31, 2023.
- 26 • **Total customer count** grew about 50% to over 10,000 customers as of  
27 January 31, 2023. Customers with ARR over \$100,000 grew 74% to 905 as  
28 of January 31, 2023. Dollar-based net revenue retention rate remained  
above 130%.
- **Gross margin:** GAAP gross margin was 68%, compared to 63%. Non-  
GAAP gross margin was 75%, compared to 66%.
- **Operating margin:** GAAP operating margin was (79)%, compared to  
(108)%. Non-GAAP operating margin was (35)%, compared to (66)%.
- **Cash, cash equivalents, and investments** were \$1.2 billion as of January  
31, 2023.

### 29 **Full Year Fiscal 2023 Highlights**

30 *(All metrics are compared to fiscal year 2022 unless otherwise noted)*

- 31 • **Total revenue** increased 106% to \$422.2 million, compared to \$204.8  
32 million.
- 33 • **Gross margin:** GAAP gross margin was 66%, compared to 60%. Non-  
34 GAAP gross margin was 72%, compared to 63%.

- 1
- 2 • **Operating margin:** GAAP operating margin was (95)%, compared to (130)%. Non-GAAP operating margin was (49)%, compared to (85)%

3 25. In the press release, the Company also reported fiscal year 2024 (ending January 31,  
4 2024) revenue guidance of between \$631 million and \$640 million.

5 26. On March 29, 2023, the Company filed its annual report for the fourth quarter and  
6 full year 2023, ended January 31, 2023. Therein, the Company reported that “ARR grew 88% year-  
7 over-year to \$548.7 million for fiscal 2023, primarily due to high growth in the number of new  
8 customers purchasing our subscriptions and to additional purchases by existing customers. ARR is  
9 an operational metric, and there is no comparable GAAP financial measure to which we can  
10 reconcile this particular key metric.”

11 27. The above statements identified in ¶¶ 18-26 were materially false and/or misleading  
12 and failed to disclose material adverse facts about the Company’s business, operations, and  
13 prospects. Specifically, Defendants failed to disclose to investors: (1) that the Company lacked  
14 effective internal controls over accounting and financial reporting; (2) that, as a result, the  
15 Company’s ARR was overstated; (3) that, as a result, the Company’s guidance was overstated; and  
16 (4) that, as a result of the foregoing, Defendant’s positive statements about the Company’s business,  
17 operations, and prospects were materially misleading and/or lacked a reasonable basis.

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

19 28. On June 1, 2023, after the market closed, SentinelOne published a press release titled  
20 “SentinelOne Announces First Quarter Fiscal Year 2024 Financial Results.” Therein, the Company,  
21 in relevant part, stated:

22 SentinelOne, Inc. (NYSE: S) today announced financial results for the first quarter  
23 of fiscal year 2024 ended April 30, 2023.

24 “Macro challenges remained, yet we continued to deliver high growth and margin  
25 improvement, demonstrating key strengths across our business. Once again we’re  
26 leading the industry with the innovation in AI with our recently launched Purple  
27 AI: a one-of-a-kind innovation in cybersecurity that empowers enterprises with  
28 unparalleled capabilities to offer a real-time, autonomous response against cyber  
threats,” said Tomer Weingarten, CEO of SentinelOne. “We are adapting, and  
optimizing to empower enterprises with the best security resources and drive  
progress toward profitability.”

1 “Even in a tough quarter, we achieved our seventh consecutive quarter of over 25  
2 percentage points year-over-year improvement in operating margins,” said Dave  
3 Bernhardt, CFO of SentinelOne. “We’re committed to selectively investing in key  
4 growth areas, managing our cost structure, and achieving our profitability targets.”

#### 4 **Letter to Shareholders**

5 We have also published a letter to shareholders on the Investor Relations section of  
6 our website at investors.sentinelone.com. The letter provides further discussion of  
7 our results for the first quarter of fiscal year 2024 as well as our fiscal second quarter  
8 and full fiscal year 2024 financial outlook.

#### 8 **First Quarter Fiscal Year 2024 Highlights**

9 *(All metrics are compared to the first quarter of fiscal year 2023 unless otherwise  
10 noted)*

- 10 • **Total revenue** increased 70% to \$133.4 million, compared to \$78.3 million.
- 11 • **Annualized recurring revenue (ARR)** increased 75% to \$563.6 million as  
12 of April 30, 2023. *As a result of a change in methodology and correction  
13 of historical inaccuracies, which we further describe in our letter to  
14 shareholders, we made a one-time adjustment to ARR of \$27.0 million or  
15 approximately 5% of total ARR, which we reflected in our total ARR as  
16 of April 30, 2023. ARR for the prior period in fiscal 2023 has been  
17 adjusted based on the same percentage adjustment rate identified in the  
18 first quarter of fiscal 2024.*
- 19 • **Total customer count** grew approximately 43% to over 10,680 customers  
20 as of April 30, 2023. Customers with ARR over \$100,000 grew 61% to 917  
21 as of April 30, 2023. Dollar-based net revenue retention rate (NRR)  
22 remained above 125%. Customers with ARR over \$100,000 and NRR  
23 reflect the adjustment to ARR described above.
- 24 • **Gross margin:** GAAP gross margin was 68%, compared to 65%. Non-  
25 GAAP gross margin was 75%, compared to 68%.
- 26 • **Operating margin:** GAAP operating margin was (86)%, compared to  
27 (115)%. Non-GAAP operating margin was (38)%, compared to (73)%.
- 28 • **Cash, cash equivalents, and investments** were \$1.1 billion as of April 30,  
2023.

25 (Bold and italicized emphasis added.)

26 29. In its press release, the Company also revised its fiscal year 2024 revenue guidance  
27 downward to a range of \$590 million to \$600 million.

1           30.     The same day, SentinelOne published a shareholder letter further explaining the ARR  
2 corrections. In relevant part, the Company stated in the investor letter:

3           **Annualized Recurring Revenue (ARR) & Revenue**

4           ARR grew 75% year-over-year to \$564 million at the end of Q1, which reflects the  
5 one-time adjustment to both the current and the prior year period. In light of the  
6 current macro environment, we expect these lower usage and consumption trends  
7 to persist. Due to this new dynamic, we have changed the methodology for  
8 calculating ARR for consumption and usage-based agreements to reflect committed  
9 contract values. This provides a cleaner view of growth for fiscal 24 and beyond.  
10 By making this change now, we expect ARR and revenue to be more closely  
11 aligned. *As we reviewed the methodology, we also discovered historical upsell and  
12 renewal recording inaccuracies relating to ARR on certain subscription and  
13 consumption contracts, which are now corrected.*

14           *Overall, this adjustment resulted in a one-time ARR reduction of \$27 million or  
15 approximately 5% of ARR, resulting in Q4 fiscal '23 ending ARR of \$522 million.  
16 We are applying a comparable estimated adjustment to the remaining quarters in  
17 fiscal year 23, which we believe is a reasonable approximation of the impact in  
18 those periods.* This adjustment did not impact historical revenue or total bookings.

19           (Bold and italicized emphasis added.)

20           31.     On this news, SentinelOne's stock price fell \$7.28 per share, or more than 35%, to  
21 close at \$13.44 per share on June 2, 2023.

22           **CLASS ACTION ALLEGATIONS**

23           32.     Plaintiff brings this action as a class action pursuant to Federal Rule of Civil  
24 Procedure 23(a) and (b)(3) on behalf of a class, consisting of all persons and entities that purchased  
25 or otherwise acquired SentinelOne securities between June 1, 2022 and June 1, 2023, inclusive, and  
26 who were damaged thereby (the "Class"). Excluded from the Class are Defendants, the officers and  
27 directors of the Company, at all relevant times, members of their immediate families and their legal  
28 representatives, heirs, successors, or assigns, and any entity in which Defendants have or had a  
controlling interest.

          33.     The members of the Class are so numerous that joinder of all members is  
impracticable. Throughout the Class Period, SentinelOne's shares actively traded on the NYSE.  
While the exact number of Class members is unknown to Plaintiff at this time and can only be  
ascertained through appropriate discovery, Plaintiff believes that there are at least hundreds or  
thousands of members in the proposed Class. Millions of SentinelOne shares were traded publicly

1 during the Class Period on the NYSE. Record owners and other members of the Class may be  
2 identified from records maintained by SentinelOne or its transfer agent and may be notified of the  
3 pendency of this action by mail, using the form of notice similar to that customarily used in securities  
4 class actions.

5 34. Plaintiff's claims are typical of the claims of the members of the Class as all members  
6 of the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that  
7 is complained of herein.

8 35. Plaintiff will fairly and adequately protect the interests of the members of the Class  
9 and has retained counsel competent and experienced in class and securities litigation.

10 36. Common questions of law and fact exist as to all members of the Class and  
11 predominate over any questions solely affecting individual members of the Class. Among the  
12 questions of law and fact common to the Class are:

13 (a) whether the federal securities laws were violated by Defendants' acts as  
14 alleged herein;

15 (b) whether statements made by Defendants to the investing public during the  
16 Class Period omitted and/or misrepresented material facts about the business, operations, and  
17 prospects of SentinelOne; and

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

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

25 **UNDISCLOSED ADVERSE FACTS**

26 38. The market for SentinelOne's securities was open, well-developed and efficient at  
27 all relevant times. As a result of these materially false and/or misleading statements, and/or failures  
28 to disclose, SentinelOne's securities traded at artificially inflated prices during the Class Period.

1 Plaintiff and other members of the Class purchased or otherwise acquired SentinelOne's securities  
2 relying upon the integrity of the market price of the Company's securities and market information  
3 relating to SentinelOne, and have been damaged thereby.

4 39. During the Class Period, Defendants materially misled the investing public, thereby  
5 inflating the price of SentinelOne's securities, by publicly issuing false and/or misleading statements  
6 and/or omitting to disclose material facts necessary to make Defendants' statements, as set forth  
7 herein, not false and/or misleading. The statements and omissions were materially false and/or  
8 misleading because they failed to disclose material adverse information and/or misrepresented the  
9 truth about SentinelOne's business, operations, and prospects as alleged herein.

10 40. At all relevant times, the material misrepresentations and omissions particularized in  
11 this Complaint directly or proximately caused or were a substantial contributing cause of the  
12 damages sustained by Plaintiff and other members of the Class. As described herein, during the  
13 Class Period, Defendants made or caused to be made a series of materially false and/or misleading  
14 statements about SentinelOne's financial well-being and prospects. These material misstatements  
15 and/or omissions had the cause and effect of creating in the market an unrealistically positive  
16 assessment of the Company and its financial well-being and prospects, thus causing the Company's  
17 securities to be overvalued and artificially inflated at all relevant times. Defendants' materially false  
18 and/or misleading statements during the Class Period resulted in Plaintiff and other members of the  
19 Class purchasing the Company's securities at artificially inflated prices, thus causing the damages  
20 complained of herein when the truth was revealed.

### 21 **LOSS CAUSATION**

22 41. Defendants' wrongful conduct, as alleged herein, directly and proximately caused  
23 the economic loss suffered by Plaintiff and the Class.

24 42. During the Class Period, Plaintiff and the Class purchased SentinelOne's securities  
25 at artificially inflated prices and were damaged thereby. The price of the Company's securities  
26 significantly declined when the misrepresentations made to the market, and/or the information  
27 alleged herein to have been concealed from the market, and/or the effects thereof, were revealed,  
28 causing investors' losses.



1 shares. Defendants' materially false and/or misleading statements during the Class Period resulted  
2 in Plaintiff and other members of the Class purchasing the Company's securities at such artificially  
3 inflated prices, and each of them has been damaged as a result.

4 46. At all relevant times, the market for SentinelOne's securities was an efficient market  
5 for the following reasons, among others:

6 (a) SentinelOne shares met the requirements for listing, and was listed and  
7 actively traded on the NYSE, a highly efficient and automated market;

8 (b) As a regulated issuer, SentinelOne filed periodic public reports with the SEC  
9 and/or the NYSE;

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

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

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

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

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

5 **NO SAFE HARBOR**

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

19 **FIRST CLAIM**

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

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

22 **Against All Defendants**

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

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

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

3           52. 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 SentinelOne's securities in violation of Section 10(b) of the Exchange Act  
8 and 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           53. 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 SentinelOne's financial  
13 well-being and prospects, as specified herein.

14           54. 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 SentinelOne's value and performance and  
17 continued substantial growth, which included the making of, or the participation in the making of,  
18 untrue statements of material facts and/or omitting to state material facts necessary in order to make  
19 the statements made about SentinelOne and its business operations and future prospects in light of  
20 the 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           55. 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         56. 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 SentinelOne's financial well-being and prospects from the investing public  
12 and 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         57. 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 SentinelOne's  
20 securities was artificially inflated during the Class Period. In ignorance of the fact that market prices  
21 of the Company's securities were artificially inflated, and relying directly or indirectly on the false  
22 and 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 SentinelOne's securities  
26 during the Class Period at artificially high prices and were damaged thereby.

27         58. 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 SentinelOne  
2 was experiencing, which were not disclosed by Defendants, Plaintiff and other members of the Class  
3 would not have purchased or otherwise acquired their SentinelOne securities, or, if they had  
4 acquired such securities during the Class Period, they would not have done so at the artificially  
5 inflated prices which they paid.

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

8 60. 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 **SECOND CLAIM**

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

13 **Against the Individual Defendants**

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

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



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Dated: \_\_\_\_\_, 2023

By: DRAFT  
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