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**[LOCAL COUNSEL]**

*Liaison Counsel for Plaintiff* \_\_\_\_\_

[Additional Counsel on Signature Page]

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF ARIZONA**

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

Plaintiff,

v.

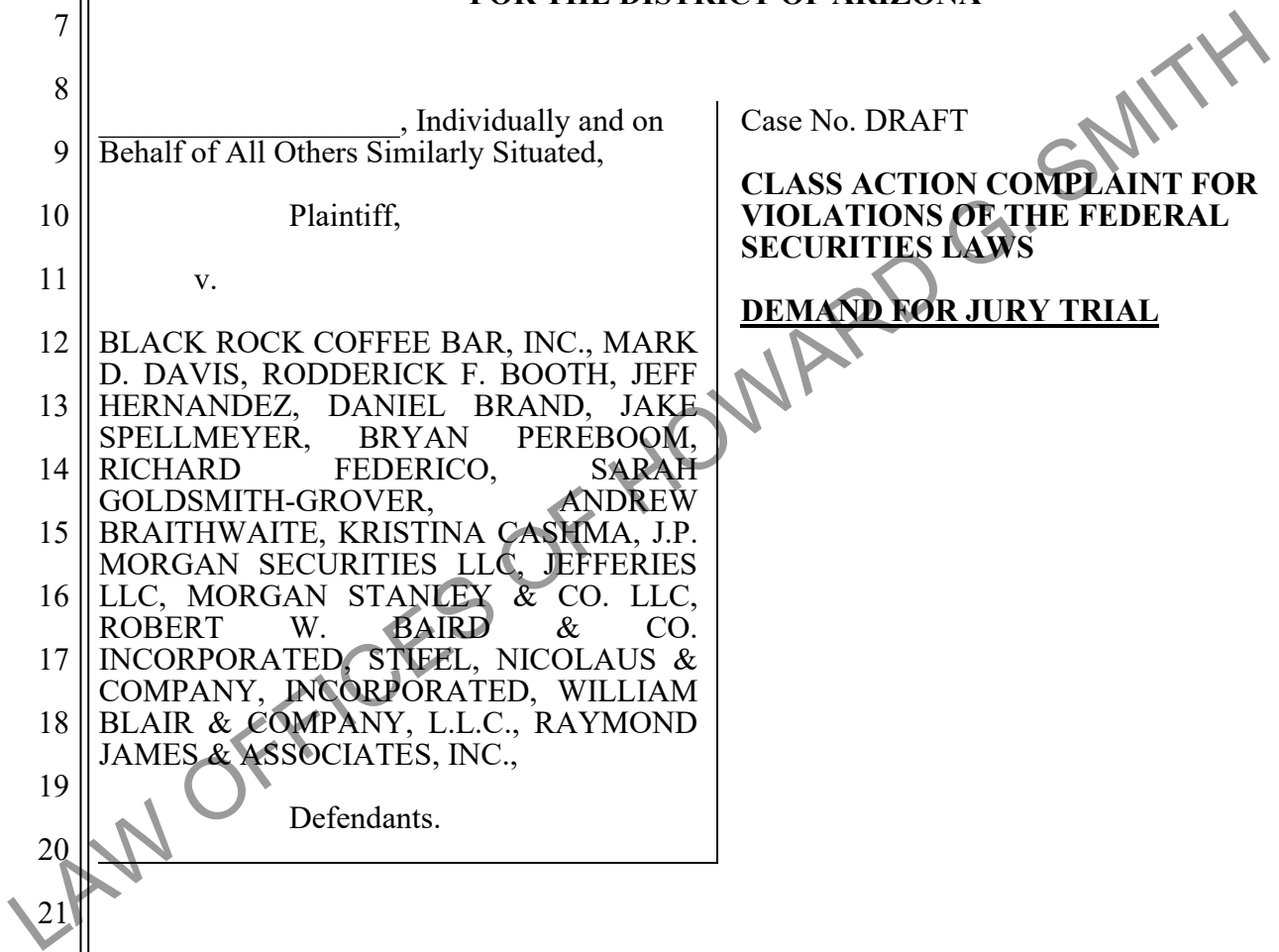
BLACK ROCK COFFEE BAR, INC., MARK  
D. DAVIS, RODDERICK F. BOOTH, JEFF  
HERNANDEZ, DANIEL BRAND, JAKE  
SPELLMEYER, BRYAN PEREBOOM,  
RICHARD FEDERICO, SARAH  
GOLDSMITH-GROVER, ANDREW  
BRAITHWAITE, KRISTINA CASHMA, J.P.  
MORGAN SECURITIES LLC, JEFFERIES  
LLC, MORGAN STANLEY & CO. LLC,  
ROBERT W. BAIRD & CO.  
INCORPORATED, STIFEL, NICOLAUS &  
COMPANY, INCORPORATED, WILLIAM  
BLAIR & COMPANY, L.L.C., RAYMOND  
JAMES & ASSOCIATES, INC.,

Defendants.

Case No. DRAFT

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

**DEMAND FOR JURY TRIAL**



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 Black Rock Coffee  
6 Bar, Inc. (“Black Rock Coffee” or the “Company”) with the United States (“U.S.”) Securities and  
7 Exchange Commission (“SEC”); (b) review and analysis of press releases and media reports issued  
8 by and disseminated by Black Rock Coffee; and (c) review of other publicly available information  
9 concerning Black Rock Coffee.

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 Black Rock Coffee: (a) Class A common stock pursuant and/or traceable to the registration  
13 statement and prospectus (collectively, the “Registration Statement”) issued in connection with the  
14 Company’s September 2025 initial public offering (“IPO” or the “Offering”); and/or (b) securities  
15 between September 12, 2025 and May 12, 2026, inclusive (the “Class Period”). Plaintiff pursues  
16 claims against under the Securities Act of 1933 (the “Securities Act”) and the Securities Exchange  
17 Act of 1934 (the “Exchange Act”).

18 2. Black Rock Coffee Bar, Inc. owns and operates a chain of drive-through coffee bars.

19 3. Throughout the Class Period, the Company claimed its expansion strategy was  
20 tailored to build brand awareness with limited sales transfer, meaning little loss of sales due to new  
21 store openings, also known as cannibalization.

22 4. On September 15, 2025, the Company filed its prospectus on Form 424B4 with the  
23 SEC, which forms part of the Registration Statement. In the IPO, the Company sold 16,911,764  
24 shares of Class A common stock at a price of \$20.00 per share. The Company received net proceeds  
25 of approximately \$306.5 million from the Offering. The proceeds from the IPO were purportedly to  
26 be used for purchasing newly issued LLC Units from Black Rock Coffee Holdings, LLC, purchasing  
27 LLC Units from the Company’s sponsor, The Cynosure Group, LLC, and, to the extent there were  
28 remaining proceeds, for general corporate purposes.

1           5.       On May 12, 2026, after the market closed, Black Rock Coffee released its first  
2 quarter 2026 financial results, revealing a ***same store growth rate of 5.2%, a four point decline year***  
3 ***over year*** compared to a 9.2% rate in same quarter the prior year. The Company further reported  
4 revenue of \$55.45 million, missing consensus estimates.

5           6.       In the accompanying earnings call held on the same date, the Company’s Chief  
6 Executive Officer, Mark Davis (“Davis”), revealed that as the Company<sup>1</sup> “grow[s] store density in  
7 these maturing markets and add new locations around existing high-volume stores... [t]his dynamic  
8 can result in some ***sales transfer where a portion of volume from existing stores shifts to newer***  
9 ***locations that have opened in closer proximity.***” Davis further confirmed “sales transfer” had  
10 “impacted same-store sales in the quarter.”

11           7.       On this news, Black Rock Coffee’s stock price fell \$3.32, or 30.3%, to close at \$7.65  
12 per share on May 13, 2026, on unusually heavy trading volume.

13           8.       By the commencement of this action, Black Rock Coffee stock has traded as low as  
14 \$7.23 per share, a more than 63% decline from the \$20 per share IPO price.

15           9.       In the Registration Statement and throughout the Class Period, Defendants made  
16 materially false and/or misleading statements, as well as failed to disclose material adverse facts  
17 about the Company’s business, operations, and prospects. Specifically, Defendants failed to disclose  
18 to investors: (1) Black Rock Coffee’s new store openings were leading to a cannibalization of Black  
19 Rock Coffee’s existing services and revenue; (2) Black Rock Coffee overstated the manner in which  
20 its expansion strategy was tailored to avoid “sales transfer”; (3) as a result of cannibalization, or  
21 “sales transfer,” the Company’s first quarter 2026 financial results were measurably impacted; and  
22 (4) that, as a result of the foregoing, Defendants’ positive statements about the Company’s business,  
23 operations, and prospects were materially misleading and/or lacked a reasonable basis.

24           10.      As a result of Defendants’ wrongful acts and omissions, and the precipitous decline  
25 in the market value of the Company’s securities, Plaintiff and other Class members have suffered  
26 significant losses and damages.

27 \_\_\_\_\_  
28 <sup>1</sup> Unless otherwise stated, all emphasis in bold and italics hereinafter is added.

1 **JURISDICTION AND VENUE**

2 11. The claims asserted herein arise under and pursuant to Sections 11 and 15 of the  
3 Securities Act (15 U.S.C. §§ 77k and 77o), Sections 10(b) and 20(a) of the Exchange Act (15 U.S.C.  
4 §§ 78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder by the SEC (17 C.F.R. § 240.10b-5).

5 12. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C.  
6 § 1331, Section 22 of the Securities Act (15 U.S.C. § 77v) and Section 27 of the Exchange Act (15  
7 U.S.C. § 78aa).

8 13. Venue is proper in this Judicial District pursuant to 28 U.S.C. § 1391(b) and Section  
9 27 of the Exchange Act (15 U.S.C. § 78aa(c)). Substantial acts in furtherance of the alleged fraud  
10 or the effects of the fraud have occurred in this Judicial District. Many of the acts charged herein,  
11 including the dissemination of materially false and/or misleading information, occurred in  
12 substantial part in this Judicial District. In addition, the Company’s principal executive offices are  
13 in this District.

14 14. In connection with the acts, transactions, and conduct alleged herein, Defendants  
15 directly and indirectly used the means and instrumentalities of interstate commerce, including the  
16 United States mail, interstate telephone communications, and the facilities of a national securities  
17 exchange.

18 **PARTIES**

19 15. Plaintiff \_\_\_\_\_, as set forth in the accompanying certification, incorporated by  
20 reference herein, purchased or otherwise acquired Black Rock Coffee Class A common stock  
21 pursuant and/or traceable to the Registration Statement issued in connection with the Company’s  
22 IPO and/or Black Rock Coffee securities during the Class Period, and suffered damages as a result  
23 of the federal securities law violations and false and/or misleading statements and/or material  
24 omissions alleged herein.

25 16. Defendant Black Rock Coffee is incorporated under the laws of Texas with its  
26 principal executive offices located in Scottsdale, Arizona. Black Rock Coffee’s Class A common  
27 stock trades on the NASDAQ under the symbol “BRCB.”

1           17. Defendant Davis was, at all relevant times, the Chief Executive Officer (“CEO”) and  
2 signed or authorized the signing of the Company’s Registration Statement filed with the SEC.

3           18. Defendant Rodderick F. Booth (“Booth”) was, at all relevant times, the Chief  
4 Financial Officer (“CFO”), and signed or authorized the signing of the Company’s Registration  
5 Statement filed with the SEC.

6           19. Defendants Davis and Booth (collectively, the “Individual Defendants”), because of  
7 their positions with the Company, possessed the power and authority to control the contents of the  
8 Company’s reports to the SEC, press releases and presentations to securities analysts, money and  
9 portfolio managers and institutional investors, i.e., the market. The Individual Defendants were  
10 provided with copies of the Company’s reports and press releases alleged herein to be misleading  
11 prior to, or shortly after, their issuance and had the ability and opportunity to prevent their issuance  
12 or cause them to be corrected. Because of their positions and access to material non-public  
13 information available to them, the Individual Defendants knew that the adverse facts specified  
14 herein had not been disclosed to, and were being concealed from, the public, and that the positive  
15 representations which were being made were then materially false and/or misleading. The  
16 Individual Defendants are liable for the false statements pleaded herein.

17           20. Defendant Jeff Hernandez (“Hernandez”) is a director of the Company, is the  
18 Chairman of the Board, and signed or authorized the signing of the Company’s Registration  
19 Statement filed with the SEC.

20           21. Defendant Daniel Brand (“Brand”) is a director of the Company and signed or  
21 authorized the signing of the Company’s Registration Statement filed with the SEC

22           22. Defendant Jake Spellmeyer (“Spellmeyer”) was a director of the Company and  
23 signed or authorized the signing of the Company’s Registration Statement filed with the SEC.

24           23. Defendant Bryan Pereboom (“Pereboom”) was a director of the Company and signed  
25 or authorized the signing of the Company’s Registration Statement filed with the SEC.

26           24. Defendant Richard Federico (“Federico”) is a director of the Company and signed or  
27 authorized the signing of the Company’s Registration Statement filed with the SEC.

28

1           25. Defendant S. Sarah Goldsmith-Grover (“Grover”) is a director of the Company and  
2 signed or authorized the signing of the Company’s Registration Statement filed with the SEC.

3           26. Defendant Andrew Braithwaite (“Braithwaite”) is a director of the Company and  
4 signed or authorized the signing of the Company’s Registration Statement filed with the SEC.

5           27. Defendant Kristina Cashman (“Cashman”) is a director of the Company and signed  
6 or authorized the signing of the Company’s Registration Statement filed with the SEC.

7           28. Defendants Hernandez, Brand, Spellmeyer, Pereboom, Federico, Grover,  
8 Braithwaite, and Cashman are collectively referred to hereinafter as the “Securities Act Individual  
9 Defendants.”

10          29. Defendant J.P. Morgan Securities LLC (“J.P. Morgan”) served as an underwriter for  
11 the Company’s IPO. In the IPO, J.P. Morgan agreed to purchase 4,214,492 shares of the Company’s  
12 common stock, exclusive of the over-allotment option.

13          30. Defendant Jefferies LLC (“Jefferies”) served as an underwriter for the Company’s  
14 IPO. In the IPO, Jefferies agreed to purchase 3,311,385 shares of the Company’s common stock,  
15 exclusive of the over-allotment option.

16          31. Defendant Morgan Stanley & Co. LLC (“Morgan Stanley”) served as an underwriter  
17 for the Company’s IPO. In the IPO, Morgan Stanley agreed to purchase 3,311,385 shares of the  
18 Company’s common stock, exclusive of the over-allotment option.

19          32. Defendant Robert W. Baird & Co. Incorporated (“Baird”) served as an underwriter  
20 for the Company’s IPO. In the IPO, Baird agreed to purchase 1,505,175 shares of the Company’s  
21 common stock, exclusive of the over-allotment option.

22          33. Defendant Stifel, Nicolaus & Company, Incorporated (“Stifel”) served as an  
23 underwriter for the Company’s IPO. In the IPO, Stifel agreed to purchase 1,050,420 shares of the  
24 Company’s common stock, exclusive of the over-allotment option.

25          34. Defendant William Blair & Company, L.L.C. (“William Blair”) served as an  
26 underwriter for the Company’s IPO. In the IPO, William Blair agreed to purchase 1,050,420 shares  
27 of the Company’s common stock, exclusive of the over-allotment option.

28







1 48. On November 12, 2026, the Company filed a Form 8-K with the SEC, submitting as  
2 Exhibit 99.2, the transcript of the Company’s conference call dated November 11, 2025, wherein  
3 Defendant Davis touted the Company’s strategy drivers which “build awareness with limited sales  
4 transfer,” stating as follows, in relevant part:

5 As it relates to new unit growth, *we follow a disciplined, data-driven approach to*  
6 *site selection, focusing on high traffic suburban areas, and expanding outward*  
7 *from our proven markets in concentric circles. This strategy allows us to build*  
8 *awareness with limited sales transfer, and ensure operational consistency, while also*  
9 *leveraging overhead effectively.*

10 49. On November 12, 2025, the Company submitted its quarterly report for the period  
11 ended September 30, 2025 on a Form 10-Q filed with the SEC, affirming the previously reported  
12 financial results, and reporting additional “key performance measures” including same store sales  
13 growth, and further touting the Company’s purported strategy of expansion into “ample whitespace”  
14 even in “existing markets.” Specifically, the quarterly report stated as follows, in relevant part:

15 **Growth Strategies and Outlook**

16 With 169 stores as of September 30, 2025, we believe we are well-positioned to take  
17 advantage of significant growth opportunities due to our clear and consistent focus  
18 on creating authentic connections between baristas and guests, delivered through  
19 premium caffeinated beverages in modern, welcoming environments. We plan to  
20 expand our business by executing on the following growth strategies:

21 •*Expanding Our Store Footprint in New and Existing Markets* – We are in the early  
22 stages of our long-term growth journey, with significant whitespace in both existing  
23 and new markets. We have a robust pipeline for development to support future  
24 anticipated growth. We expect to open approximately 30 stores in 2025 and expect  
25 our future average annual store growth to be consistent with our approximately 20%  
26 historical average annual store growth from 2020 through 2024. We believe that we  
27 can achieve 1,000 stores by 2035, with ample whitespace in our existing markets to  
28 support this growth.

(\$ in thousands)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2025	2024	Change	2025	2024	Change
	Total Stores (End of Period)	169	144	25	169	144
Net New Store Openings	11	7	4	20	19	1
Same Store Sales Growth <sup>(1)</sup>	10.8 %	8.6 %	2.2 %	10.3 %	5.2 %	5.1 %
Average Unit Volume	\$ 1,260	\$ 1,168	\$ 92	\$ 1,260	\$ 1,168	\$ 92
Store revenue	\$ 51,410	\$ 41,399	\$ 10,011	\$ 146,520	\$ 117,941	\$ 28,579
Income (loss) from operations <sup>(3)</sup>	\$ (6,407)	\$ 3,138	\$ (9,545)	\$ (889)	\$ 6,145	\$ (7,034)
Income (loss) from operations margin <sup>(3)</sup>	(12.4)%	7.6 %	(20.0)%	(0.6)%	5.2 %	(5.8)%
Store-Level Profit <sup>(2)</sup>	\$ 15,226	\$ 11,653	\$ 3,573	\$ 42,767	\$ 33,200	\$ 9,567
Store-Level Profit Margin <sup>(2)</sup>	29.6 %	28.1 %	1.5 %	29.2 %	28.1 %	1.1 %
Net loss <sup>(3)</sup>	\$ (16,175)	\$ (722)	\$ (15,453)	\$ (18,120)	\$ (2,957)	\$ (15,163)
Net loss margin <sup>(3)</sup>	(31.4)%	(1.7)%	(29.7)%	(12.4)%	(2.5)%	(9.9)%
Adjusted EBITDA <sup>(2)</sup>	\$ 6,922	\$ 5,122	\$ 1,800	\$ 20,985	\$ 15,920	\$ 5,065
Adjusted EBITDA Margin <sup>(2)</sup>	13.4 %	12.4 %	1.0 %	14.3 %	13.5 %	0.8 %

50. On March 3, 2026, Black Rock Coffee issued a press release announcing its financial results for the three months and year ended December 31, 2025. The press release touted the Company's financial results, including its purportedly "exceptional same store sales growth and new store openings." Specifically the press release stated as follows, in relevant part:

"Black Rock Coffee Bar finished the year with strong momentum, delivering 25.3% revenue growth in the fourth quarter and 24.5% revenue growth for the full year,  *fueled by our exceptional same store sales growth and new store openings.*"

#### Full Year 2025 Highlights

- *Opened 32 new stores during the period*
- Total revenue of \$200.3 million, up 24.5%, compared to the prior year
- *Same Store Sales Growth increased 10.1% compared to the prior year*
- Income from operations of \$0.9 million as compared to \$6.0 million in the prior year. In 2025, income from operations margin was 0.4%
- *Store-Level Profit of \$58.5 million as compared to \$44.8 million in the prior year. In 2025, Store-Level Profit Margin was 29.2%*



1 prospects. Specifically, Defendants failed to disclose to investors: (1) Black Rock Coffee’s new  
 2 store openings were leading to a cannibalization of Black Rock Coffee’s existing services and  
 3 revenue; (2) Black Rock Coffee overstated the manner in which its expansion strategy was tailored  
 4 to avoid any “sales transfer”; (3) as a result of cannibalization, or “sales transfer,” the Company’s  
 5 first quarter 2026 financial results were measurably impacted; and (4) that, as a result of the  
 6 foregoing, Defendants’ positive statements about the Company’s business, operations, and  
 7 prospects were materially misleading and/or lacked a reasonable basis.

### The Subsequent Disclosures

8  
 9 54. On May 12, 2026, after the market closed, Black Rock Coffee released its first  
 10 quarter 2026 financial results, revealing a *same store growth rate of 5.2%, a four point decline year*  
 11 *over year* compared to a 9.2% rate in same quarter the prior year. The Company further reported  
 12 revenue of \$55.45 million, missing consensus estimates. Specifically, on that date, the Company  
 13 issued a press release which stated as follows, in relevant part:

	Three Months Ended March 31,		Change
	2026	2025	
Total Stores (End of Period)	190	154	36
Net New Store Openings	9	5	4
Same Store Sales Growth <sup>(1)</sup>	5.2 %	9.2 %	(4.0)%
Average Unit Volume	\$ 1,279	\$ 1,203	\$ 76
Store revenue	\$ 55,384	\$ 44,774	\$ 10,610
Income from operations <sup>(3)</sup>	\$ 2,676	\$ 2,251	\$ 425
Income from operations margin <sup>(3)</sup>	4.8 %	5.0 %	(0.2)%
Store-Level Profit <sup>(2)</sup>	\$ 16,389	\$ 12,686	\$ 3,703
Store-Level Profit Margin <sup>(2)</sup>	29.6 %	28.3 %	1.3 %
Net income (loss) <sup>(3)</sup>	\$ 1,799	\$ (884)	\$ 2,683
Net income (loss) margin <sup>(3)</sup>	3.2 %	(2.0)%	5.2 %
Adjusted EBITDA <sup>(2)</sup>	\$ 7,429	\$ 6,017	\$ 1,412
Adjusted EBITDA Margin <sup>(2)</sup>	13.4 %	13.4 %	— %
Total store operating weeks <sup>(4)</sup>	2,357	1,944	413

	Three Months Ended March 31,	
	2026	2025
Store revenue	\$ 55,384	\$ 44,774
Other	70	46
Total revenue	55,454	44,820

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 25  
 26  
 27 55. In the accompanying earnings call held on the same date, the Company’s CEO,  
 28 Defendant Davis, revealed that as the Company “grow[s] store density in these maturing markets

1 and add new locations around existing high-volume stores... [t]his dynamic can result in some *sales*  
2 *transfer where a portion of volume from existing stores shifts to newer locations that have opened*  
3 *in closer proximity.*” Davis further confirmed “sales transfer” had “impacted same-store sales in the  
4 quarter.” Specifically, Davis stated as follows, in relevant part:

5 *As we grow store density in these maturing markets and add new locations around*  
6 *existing high-volume stores, we are thoughtfully rebalancing demand across our*  
7 *store base to enhance the experience, grow our presence, strengthen our market*  
8 *position and better serve our guests. This dynamic can result in some sales transfer*  
9 *where a portion of volume from existing stores shifts to newer locations that have*  
10 *opened in closer proximity.*

11 In the first quarter, we saw this dynamic in Phoenix, creating a *160 basis point*  
12 *headwind to same-store sales.*

13 56. On this news, Black Rock Coffee’s stock price fell \$3.32, or 30.3%, to close at \$7.65  
14 per share on May 13, 2026, on unusually heavy trading volume.

15 57. By the commencement of this action, Black Rock Coffee stock has traded as low as  
16 \$7.23 per share, a more than 63% decline from the \$20 per share IPO price.

#### 17 CLASS ACTION ALLEGATIONS

18 58. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil  
19 Procedure 23(a) and (b)(3) on behalf of a class, consisting of all persons and entities that purchased  
20 or otherwise acquired Black Rock Coffee: (a) Class A common stock pursuant and/or traceable to  
21 the Company’s false and/or misleading Registration Statement issued in connection with the  
22 Company’s IPO; and/or (b) securities between September 12, 2025 and May 12, 2026, inclusive,  
23 and who were damaged thereby (the “Class”). Excluded from the Class are Defendants, the officers  
24 and directors of the Company, at all relevant times, members of their immediate families and their  
25 legal representatives, heirs, successors, or assigns, and any entity in which Defendants have or had  
26 a controlling interest.

27 59. The members of the Class are so numerous that joinder of all members is  
28 impracticable. 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. The Company sold 17,825,000 shares of  
Class A common stock in the IPO. Moreover, record owners and other members of the Class may

1 be identified from records maintained by Black Rock Coffee or its transfer agent and may be notified  
2 of the pendency of this action by mail, using the form of notice similar to that customarily used in  
3 securities class actions.

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

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

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

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

14 (b) whether the Registration Statement, statements made by Defendants to the  
15 investing public in connection with the Company's IPO, and statements made by Defendants to the  
16 investing public during the Class Period omitted and/or misrepresented material facts about the  
17 business, operations, and prospects of Black Rock Coffee; and

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

20 63. 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 64. The market for Black Rock Coffee's securities was open, well-developed and  
27 efficient at all relevant times. As a result of these materially false and/or misleading statements,  
28 and/or failures to disclose, Black Rock Coffee's securities traded at artificially inflated prices during

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

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

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

22 **LOSS CAUSATION**

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

25 68. During the Class Period, Plaintiff and the Class purchased Black Rock Coffee's  
26 securities at artificially inflated prices and were damaged thereby. The price of the Company's  
27 securities significantly declined when the misrepresentations made to the market, and/or the  
28

1 information alleged herein to have been concealed from the market, and/or the effects thereof, were  
2 revealed, causing investors' losses.

3 **SCIENTER ALLEGATIONS**

4 69. As alleged herein, Defendants acted with scienter since Defendants knew that the  
5 public documents and statements issued or disseminated in the name of the Company were  
6 materially false and/or misleading; knew that such statements or documents would be issued or  
7 disseminated to the investing public; and knowingly and substantially participated or acquiesced in  
8 the issuance or dissemination of such statements or documents as primary violations of the federal  
9 securities laws. As set forth elsewhere herein in detail, the Individual Defendants, by virtue of their  
10 receipt of information reflecting the true facts regarding Black Rock Coffee, their control over,  
11 and/or receipt and/or modification of Black Rock Coffee's allegedly materially misleading  
12 misstatements and/or their associations with the Company which made them privy to confidential  
13 proprietary information concerning Black Rock Coffee, participated in the fraudulent scheme  
14 alleged herein.

15 **APPLICABILITY OF PRESUMPTION OF RELIANCE**

16 **(FRAUD-ON-THE-MARKET DOCTRINE)**

17 70. The market for Black Rock Coffee's securities was open, well-developed and  
18 efficient at all relevant times. As a result of the materially false and/or misleading statements and/or  
19 failures to disclose, Black Rock Coffee's securities traded at artificially inflated prices during the  
20 Class Period. On September 18, 2025 the Company's share price closed at a Class Period high of  
21 \$27.84 per share. Plaintiff and other members of the Class purchased or otherwise acquired the  
22 Company's securities relying upon the integrity of the market price of Black Rock Coffee's  
23 securities and market information relating to Black Rock Coffee, and have been damaged thereby.

24 71. During the Class Period, the artificial inflation of Black Rock Coffee's shares was  
25 caused by the material misrepresentations and/or omissions particularized in this Complaint causing  
26 the damages sustained by Plaintiff and other members of the Class. As described herein, during the  
27 Class Period, Defendants made or caused to be made a series of materially false and/or misleading  
28 statements about Black Rock Coffee's business, prospects, and operations. These material

1 misstatements and/or omissions created an unrealistically positive assessment of Black Rock Coffee  
2 and its business, operations, and prospects, thus causing the price of the Company's securities to be  
3 artificially inflated at all relevant times, and when disclosed, negatively affected the value of the  
4 Company shares. Defendants' materially false and/or misleading statements during the Class Period  
5 resulted in Plaintiff and other members of the Class purchasing the Company's securities at such  
6 artificially inflated prices, and each of them has been damaged as a result.

7 72. At all relevant times, the market for Black Rock Coffee's securities was an efficient  
8 market for the following reasons, among others:

9 (a) Black Rock Coffee shares met the requirements for listing, and was listed and  
10 actively traded on the NASDAQ, a highly efficient and automated market;

11 (b) As a regulated issuer, Black Rock Coffee filed periodic public reports with  
12 the SEC and/or the NASDAQ;

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

18 (d) Black Rock Coffee was followed by securities analysts employed by  
19 brokerage firms who wrote reports about the Company, and these reports were distributed to the  
20 sales force and certain customers of their respective brokerage firms. Each of these reports was  
21 publicly available and entered the public marketplace.

22 73. As a result of the foregoing, the market for Black Rock Coffee's securities promptly  
23 digested current information regarding Black Rock Coffee from all publicly available sources and  
24 reflected such information in Black Rock Coffee's share price. Under these circumstances, all  
25 purchasers of Black Rock Coffee's securities during the Class Period suffered similar injury through  
26 their purchase of Black Rock Coffee's securities at artificially inflated prices and a presumption of  
27 reliance applies.

28



1 **FIRST CLAIM**

2 **Violation of Section 11 of the Securities Act**

3 **(Against All Defendants)**

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

6 77. This Count is brought pursuant to Section 11 of the Securities Act, 15 U.S.C. § 77k,  
7 on behalf of the Class, against the Defendants.

8 78. The Registration Statement for the IPO was inaccurate and misleading, contained  
9 untrue statements of material facts, omitted to state other facts necessary to make the statements  
10 made not misleading, and omitted to state material facts required to be stated therein.

11 79. Black Rock Coffee is the registrant for the IPO. The Defendants named herein were  
12 responsible for the contents and dissemination of the Registration Statement.

13 80. As issuer of the shares, Black Rock Coffee is strictly liable to Plaintiff and the Class  
14 for the misstatements and omissions.

15 81. None of the Defendants named herein made a reasonable investigation or possessed  
16 reasonable grounds for the belief that the statements contained in the Registration Statement was  
17 true and without omissions of any material facts and were not misleading.

18 82. By reasons of the conduct herein alleged, each Defendant violated, and/or controlled  
19 a person who violated Section 11 of the Securities Act.

20 83. Plaintiff acquired Black Rock Coffee shares pursuant and/or traceable to the  
21 Registration Statement for the IPO.

22 84. Plaintiff and the Class have sustained damages. The value of Black Rock Coffee  
23 Class A common stock has declined substantially subsequent to and due to the Defendants'  
24 violations.

1 **SECOND CLAIM**

2 **Violation of Section 15 of the Securities Act**

3 **(Against the Securities Act Individual Defendants)**

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

6 86. This count is asserted against the Individual Defendants and is based upon Section  
7 15 of the Securities Act.

8 87. The Individual Defendants, by virtue of their offices, directorship, and specific acts  
9 were, at the time of the wrongs alleged herein and as set forth herein, controlling persons of Black  
10 Rock Coffee within the meaning of Section 15 of the Securities Act. The Individual Defendants  
11 had the power and influence and exercised the same to cause Black Rock Coffee to engage in the  
12 acts described herein.

13 88. The Individual Defendants' positions made them privy to and provided them with  
14 actual knowledge of the material facts concealed from Plaintiff and the Class.

15 89. By virtue of the conduct alleged herein, the Individual Defendants are liable for the  
16 aforesaid wrongful conduct and are liable to Plaintiff and the Class for damages suffered.

17 **THIRD CLAIM**

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

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

20 **Against Black Rock Coffee and the Individual Defendants**

21 90. Plaintiff repeats and re-alleges each and every allegation contained above as if fully  
22 set forth herein.

23 91. During the Class Period, Defendants carried out a plan, scheme and course of conduct  
24 which was intended to and, throughout the Class Period, did: (i) deceive the investing public,  
25 including Plaintiff and other Class members, as alleged herein; and (ii) cause Plaintiff and other  
26 members of the Class to purchase Black Rock Coffee's securities at artificially inflated prices. In  
27 furtherance of this unlawful scheme, plan and course of conduct, Defendants, and each defendant,  
28 took the actions set forth herein.

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

8           93. Defendants, individually and in concert, directly and indirectly, by the use, means or  
9 instrumentalities of interstate commerce and/or of the mails, engaged and participated in a  
10 continuous course of conduct to conceal adverse material information about Black Rock Coffee's  
11 financial well-being and prospects, as specified herein.

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

21           95. Each of the Individual Defendants' primary liability and controlling person liability  
22 arises from the following facts: (i) the Individual Defendants were high-level executives and/or  
23 directors at the Company during the Class Period and members of the Company's management team  
24 or had control thereof; (ii) each of these defendants, by virtue of their responsibilities and activities  
25 as a senior officer and/or director of the Company, was privy to and participated in the creation,  
26 development and reporting of the Company's internal budgets, plans, projections and/or reports;  
27 (iii) each of these defendants enjoyed significant personal contact and familiarity with the other  
28 defendants and was advised of, and had access to, other members of the Company's management

1 team, internal reports and other data and information about the Company's finances, operations, and  
2 sales at all relevant times; and (iv) each of these defendants was aware of the Company's  
3 dissemination of information to the investing public which they knew and/or recklessly disregarded  
4 was materially false and misleading.

5 96. Defendants had actual knowledge of the misrepresentations and/or omissions of  
6 material facts set forth herein, or acted with reckless disregard for the truth in that they failed to  
7 ascertain and to disclose such facts, even though such facts were available to them. Such defendants'  
8 material misrepresentations and/or omissions were done knowingly or recklessly and for the purpose  
9 and effect of concealing Black Rock Coffee's financial well-being and prospects from the investing  
10 public and supporting the artificially inflated price of its securities. As demonstrated by Defendants'  
11 overstatements and/or misstatements of the Company's business, operations, financial well-being,  
12 and prospects throughout the Class Period, Defendants, if they did not have actual knowledge of the  
13 misrepresentations and/or omissions alleged, were reckless in failing to obtain such knowledge by  
14 deliberately refraining from taking those steps necessary to discover whether those statements were  
15 false or misleading.

16 97. As a result of the dissemination of the materially false and/or misleading information  
17 and/or failure to disclose material facts, as set forth above, the market price of Black Rock Coffee's  
18 securities was artificially inflated during the Class Period. In ignorance of the fact that market prices  
19 of the Company's securities were artificially inflated, and relying directly or indirectly on the false  
20 and misleading statements made by Defendants, or upon the integrity of the market in which the  
21 securities trades, and/or in the absence of material adverse information that was known to or  
22 recklessly disregarded by Defendants, but not disclosed in public statements by Defendants during  
23 the Class Period, Plaintiff and the other members of the Class acquired Black Rock Coffee's  
24 securities during the Class Period at artificially high prices and were damaged thereby.

25 98. At the time of said misrepresentations and/or omissions, Plaintiff and other members  
26 of the Class were ignorant of their falsity, and believed them to be true. Had Plaintiff and the other  
27 members of the Class and the marketplace known the truth regarding the problems that Black Rock  
28 Coffee was experiencing, which were not disclosed by Defendants, Plaintiff and other members of

1 the Class would not have purchased or otherwise acquired their Black Rock Coffee securities, or, if  
2 they had acquired such securities during the Class Period, they would not have done so at the  
3 artificially inflated prices which they paid.

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

6 100. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and the  
7 other members of the Class suffered damages in connection with their respective purchases and  
8 sales of the Company's securities during the Class Period.

9 **FOURTH CLAIM**

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

11 **Against the Individual Defendants**

12 101. Plaintiff repeats and re-alleges each and every allegation contained above as if fully  
13 set forth herein.

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

26 103. In particular, Individual Defendants had direct and supervisory involvement in the  
27 day-to-day operations of the Company and, therefore, had the power to control or influence the  
28

1 particular transactions giving rise to the securities violations as alleged herein, and exercised the  
2 same.

3 104. As set forth above, Black Rock Coffee and Individual Defendants each violated  
4 Section 10(b) and Rule 10b-5 by their acts and omissions as alleged in this Complaint. By virtue of  
5 their position as controlling persons, Individual Defendants are liable pursuant to Section 20(a) of  
6 the Exchange Act. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and  
7 other members of the Class suffered damages in connection with their purchases of the Company's  
8 securities during the Class Period.

9 **PRAYER FOR RELIEF**

10 WHEREFORE, Plaintiff prays for relief and judgment, as follows;

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

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

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

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

19 **JURY TRIAL DEMANDED**

20 Plaintiff hereby demands a trial by jury.  
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1 DATED: \_\_\_\_\_, 2026

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