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

No. 3:16-cv-00151-SI

BRIAN H. ROBB, Individually and on Behalf
of All Others Similarly Situated,

Plaintiffs,

v.

FITBIT INC., JAMES PARK, WILLIAM R.
ZERELLA, ERIC N. FRIEDMAN,
JONATHAN D. CALLAGHAN, STEVEN
MURRAY, CHRISTOPHER PAISLEY,
MORGAN STANLEY & CO. LLC,
DEUTSCHE BANK SECURITIES INC., and
MERRILL LYNCH, PIERCE, FENNER &
SMITH INC.,

Defendants.

**~~PROPOSED~~ ORDER
AUTHORIZING DISTRIBUTION OF
CLASS SETTLEMENT FUNDS**

1 WHEREAS, Class Representatives have entered into and executed of original and revised
2 Stipulations and Agreements of Settlement (ECF Nos. 202 and 203) (each a “Settlement
3 Agreement” and collectively, the “Settlement Agreements”) with Defendants Fitbit, Inc., James
4 Park, William R. Zerella, Eric N. Friedman, Jonathan D. Callaghan, Steven Murray, Christopher
5 Paisley, Morgan Stanley & Co. LLC Deutsche Bank Securities Inc. Merrill Lynch, Pierce,
6 Fenner & Smith Inc. (collectively, the “Settling Defendants” and together with Class
7 Representatives, the “Settling Parties”);

8 WHEREAS, on July 19, 2018, the Court entered Orders Preliminarily Approving
9 Settlements, Conditionally Certifying the Settlement Classes, and Appointing Class Counsel and
10 Class Representatives for the Settlement Classes (ECF Nos. 205 and 207) (“Preliminary
11 Approval Orders”);

12 WHEREAS, pursuant to the Preliminary Approval Orders, an escrow account has been
13 established;

14 WHEREAS, pursuant to the Settlement Agreements, settlement funds have been
15 deposited into the escrow account;

16 WHEREAS, in the Preliminary Approval Orders, the Court ordered that all settlement
17 funds held in escrow account are considered to be in *custodia legis*, and shall remain subject to
18 the jurisdiction of the Court, until such time as such funds shall be distributed pursuant to the
19 Settlement Agreements and further order(s) of the Court;

20 WHEREAS, the Court’s Order and Final Judgment was filed on April 23, 2018 (ECF No.
21 234), and subsequently amended to reflect additional exclusion requests from the Class, in an
22 Amended Order and Final Judgment filed on May 15, 2018 (ECF No. 242).

23 WHEREAS, the Settlement Administrator has processed Claim Forms and calculated
24 Recognized Claims as set forth in the Plan of Allocation approved by this Court, and is now
25 prepared to distribute the Net Settlement Fund to Authorized Claimants upon Court approval;

26 NOW, THEREFORE, IT IS HEREBY ORDERED:
27
28

1 1. All terms in initial capitalization used in this Order shall have the same meanings
2 as set forth in the Settlement Agreements and the Preliminary Approval Orders, unless otherwise
3 defined herein.

4 2. The Court approves the Settlement Administrator's determinations accepting and
5 rejecting claims as set forth in the Declaration of Brian Manigault in Support of Plaintiffs'
6 Motion for Distribution of Class Settlement Funds ("Manigault Declaration").

7 3. The Court authorizes the *pro rata* distribution of the Net Settlement Fund to the
8 accepted claimants listed on Manigault Declaration Exhibit C, Parts One and Two, in accordance
9 with the Plan of Allocation.

10 4. The Court authorizes the Settlement Administrator to destroy paper copies of
11 Claim Forms and claim records one year after final distribution of the Net Settlement Fund, and
12 to destroy electronic copies of Claim Forms and claim records three years after final distribution
13 of the Net Settlement Fund.

14 5. The Court authorizes payment to the Settlement Administrator of \$167,073.60
15 from the Settlement Fund in satisfaction of the invoices attached to the Manigault Declaration as
16 Exhibit E.

17 6. The Court authorizes payment to the Settlement Administrator of \$47,430.08
18 from the Settlement Fund for the estimated reasonable administration expenses expected to be
19 incurred through distribution of the Net Settlement Fund and completion of administration as
20 reflected in Exhibit F to the Manigault Declaration.

21
22 IT IS SO ORDERED.

23
24 DATED: May 16, 2019



Susan Illston
United States District Judge