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

behalf of itself and all others similarly situated,

Plaintiff,

v.

FIRST REPUBLIC BANK, JAMES H. HERBERT, II, HAFIZE GAYE ERKAN, MICHAEL J. ROFFLER, OLGA TSOKOVA, MICHAEL D. SELFRIDGE, NEAL HOLLAND, and KPMG, LLP,

Defendants.

Case No.

COMPLAINT FOR VIOLATIONS OF THE FEDERAL SECURITIES LAWS

CLASS ACTION

DEMAND FOR JURY TRIAL

1 Plaintiff (“Plaintiff”), by and through
2 its counsel, alleges the following based upon personal knowledge as to itself and its own acts, and
3 upon information and belief as to all other matters, including the investigation of Plaintiff’s counsel,
4 which included, among other things, a review of regulatory filings made by Defendants (defined
5 below) with the Federal Deposit Insurance Commission (“FDIC”), wire and press releases published
6 by First Republic Bank (“First Republic” or the “Company”), analyst reports and advisories about
7 the Company, media reports concerning the Company, judicial filings and opinions, and other
8 publicly available information. Plaintiff believes that substantial additional evidentiary support will
9 exist for the allegations set forth herein after a reasonable opportunity for discovery.

10 **I. NATURE OF THE ACTION AND OVERVIEW**

11 1. This securities class action is brought on behalf of all persons and entities who
12 purchased or otherwise acquired First Republic securities between January 14, 2021, and March 14,
13 2023, inclusive (the “Class Period”), seeking to pursue remedies under Sections 10(b) and 20(a) of
14 the Securities Exchange Act of 1934 (the “Exchange Act”), and SEC Rule 10b-5 promulgated
15 thereunder.

16 2. First Republic is a California state-chartered bank and trust company that provides
17 private banking, private business banking, and private wealth management. Specifically, First
18 Republic provides its clients with a wide range of financial products, including residential,
19 commercial, and personal loans, deposit services, and private wealth management, including
20 investment, brokerage, insurance, trust, and foreign exchange services. First Republic targets high-
21 net worth households and businesses, with a particular focus on sustained client relationships and
22 single-family mortgage lending. During the Class Period, First Republic’s common stock traded on
23 the New York Stock Exchange (“NYSE”) under the ticker symbol “FRC,” and First Republic’s
24 preferred stock traded on the NYSE under the ticker symbols “FRC-PrH,” “FRC-PrI,” “FRC-PrJ,”
25 “FRC-PrK,” “FRC-PrL,” “FRC-PrM,” and “FRC-PrN.”

26 3. Throughout the Class Period, First Republic and its executives repeatedly touted the
27 Company’s “safe and sound” business model, assuring investors that First Republic was strongly-
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1 positioned—particularly due to its purportedly “diversified deposit base”—to weather a variety of
2 economic conditions, and downplayed the risks that rising interest rates posed to the Company’s net
3 interest income (“NII”) and net interest margin (“NIM”)—critical financial metrics that calculated
4 the income generated on the Company’s interest-earning assets—and the value of the Company’s
5 mortgage loan portfolio.

6 4. In FDIC filings and multiple public statements throughout the Class Period, First
7 Republic misrepresented the strength of the Company’s balance sheet, liquidity, and position in the
8 market. Among other things, the Defendants understated and concealed the magnitude of the risks
9 facing the Company’s business model that would result from any decision by the Federal Reserve
10 System (the “Fed”) raising the federal funds rate, thereby undermining the value of the Company’s
11 loan and securities portfolios and liquidity.

12 5. On October 14, 2022, Plaintiff and other members of the Class (defined below) began
13 to learn the truth about the risks the Company faced from the Fed increasing the federal funds rate
14 when the Company announced disappointing third quarter 2022 financial results, reporting that First
15 Republic’s NII growth had slowed to 20.6% year-over-year (down from 24.1% year-over-year growth
16 the prior quarter) and its NIM had plummeted to 2.71% (down from 2.80% the prior quarter). First
17 Republic attributed the decrease in the Company’s NIM to “average funding costs increasing more
18 rapidly than the offsetting increase in the average yields on interest-earning assets.”

19 6. On this news, the price of First Republic common stock declined by \$22.14 per share,
20 or more than 16%, from a closing price of \$134.73 per share on October 13, 2022, to a closing price
21 of \$112.59 per share on October 14, 2022.

22 7. Notwithstanding assurances from First Republic and its executives about the
23 Company’s operating strength and ability to withstand a rising interest rate environment, additional
24 corrective disclosures surfaced on March 8, 2023, when SVB Financial Group (“SVB”), the parent
25 company of Silicon Valley Bank (considered by many analysts to be a peer bank of First Republic)
26 announced that it was seeking to raise approximately \$2.25 billion in capital due to continued higher
27 interest rates, pressured public and private markets, and elevated levels of deposit attrition. SVB also
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1 disclosed that it had sold “substantially all of its available for sale securities portfolio,” incurring a
2 loss of approximately \$1.8 billion on the sale. In response, SVB’s depositors rushed to withdraw
3 their funds out of fear over SVB’s solvency. On March 10, 2023, SVB collapsed, and regulators
4 seized control of the bank, placing SVB in FDIC receivership. Investors immediately began to
5 question First Republic’s ability to withstand the interest rate environment and remain solvent.

6 8. On this news, the price of First Republic common stock declined by an astonishing
7 \$83.79 per share, or more than 72% over three trading sessions, from a closing price of \$115.00 per
8 share on March 8, 2023, to a closing price of \$31.21 per share on March 13, 2023.

9 9. Despite statements from First Republic and its executives confirming the stability of
10 the Company’s business model, investors learned more about First Republic’s vulnerability on March
11 15, 2023, after the end of the Class Period, when S&P Global Ratings (“S&P”) downgraded its long-
12 term issuer credit rating and preferred stock issue rating for First Republic due to the risks of deposit
13 outflows leading to increased funding costs. That same day, Fitch Ratings (“Fitch”) announced that it
14 had also downgraded First Republic’s credit rating, observing that “FRC’s funding and liquidity profile
15 has changed and represents a ‘weakest link.’”

16 10. On the news of the downgrades, the price of First Republic common stock declined
17 by \$8.47 per share, or more than 21%, from a closing price of \$39.63 per share on March 14, 2023,
18 to a closing price \$31.16 per share on March 15, 2023.

19 **II. JURISDICTION AND VENUE**

20 11. Plaintiff’s claims asserted herein arise under Sections 10(b) and 20(a) of the Exchange
21 Act, 15 U.S.C. §§ 78j(b) and 78t(a), and the rules and regulations promulgated thereunder, including
22 SEC Rule 10b-5, 17 C.F.R. § 240.10b-5.

23 12. This Court has jurisdiction over the subject matter of this action under 28 U.S.C.
24 § 1331 and Section 27 of the Exchange Act, 15 U.S.C. § 78aa.

25 13. Venue is proper in this District under Section 27 of the Exchange Act, 15 U.S.C.
26 § 78aa, and 28 U.S.C. § 1391(b), because First Republic’s principal executive offices are in San
27 Francisco, California, and because many of the acts and conduct that constitute the violations of law
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1 complained of herein, including the dissemination to the public of materially false and misleading
2 information, occurred in this District.

3 14. In connection with the acts, conduct, and other wrongs alleged in this Complaint,
4 Defendants, directly or indirectly, used the means and instrumentalities of interstate commerce,
5 including, but not limited to, the United States mails, interstate telephone communications, and the
6 facilities of the national securities markets.

7 **III. PARTIES**

8 15.

9 As set forth in the accompanying certification, incorporated by reference herein,
10 Plaintiff purchased First Republic securities at artificially inflated prices during the Class Period and
11 suffered damages as a result of the violations of the federal securities laws alleged herein.

12 16. Defendant First Republic is a California state-chartered bank and trust company, with
13 principal executive offices in San Francisco, California.

14 17. Defendant James H. Herbert, II (“Herbert”) served as the Company’s Chief Executive
15 Officer (“CEO”) from 1985 until March 13, 2022. Herbert also served as the Company’s Chairman
16 from 2007 until December 31, 2021, and has served as the Company’s Executive Chairman since
17 March 2022.

18 18. Defendant Hafize Gaye Erkan (“Erkan”) served as the Company’s President from
19 2017 until December 31, 2021, and served as the Company’s co-CEO from July 2021 until December
20 31, 2021.

21 19. Defendant Michael J. Roffler (“Roffler”) has served as the Company’s President since
22 January 1, 2022, and CEO since March 2022 (having served as acting CEO from January 2022). Prior
23 to assuming the positions of President and CEO, Roffler served as the Company’s Chief Financial
24 Officer (“CFO”) from 2015 until December 2021.

25 20. Defendant Olga Tsokova (“Tsokova”) served as First Republic’s Chief Accounting
26 Officer throughout the Class Period. From January 2022 to November 2022, Tsokova also served as
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1 the Company's acting CFO. Tsokova has served as the Company's Deputy CFO since November
2 2022.

3 21. Defendant Michael D. Selfridge ("Selfridge") served as the Company's Chief Banking
4 Officer at all relevant times.

5 22. Defendant Neal Holland ("Holland") has served as the Company's CFO since
6 November 2022.

7 23. Defendants Herbert, Erkan, Roffler, Tsokova, Selfridge, and Holland are collectively
8 referred to herein as the "Individual Defendants."

9 24. The Individual Defendants, because of their positions with the Company, possessed
10 the power and authority to control the contents of First Republic's reports to the FDIC, press releases,
11 and presentations to securities analysts, money and portfolio managers, and institutional investors,
12 *i.e.*, the market. Each of the Individual Defendants was provided with copies of the Company's
13 reports alleged herein to be misleading prior to, or shortly after, their issuance and had the ability and
14 opportunity to prevent their issuance or cause them to be corrected. Because of their positions and
15 access to material non-public information available to them, each of the Individual Defendants knew
16 that the adverse facts specified herein had not been disclosed to, and/or were being concealed from,
17 the public, and that the positive representations that were being made were then materially false
18 and/or misleading.

19 25. Defendant KPMG, LLP ("KPMG") is an international accounting firm organized
20 under the laws of the State of Delaware, with principal executive offices in New York, New York.
21 At all relevant times, KPMG audited First Republic's financial statements.

22 26. First Republic, the Individual Defendants, and KPMG are collectively referred to
23 herein as "Defendants."

24 **IV. SUBSTANTIVE ALLEGATIONS**

25 **A. Background**

26 27. Founded in 1985, First Republic is a California state-chartered bank and trust company
27 that provides private banking, business banking, and private wealth management. Specifically, First
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1 Republic provides its clients with a wide range of financial products, including residential,
2 commercial, and personal loans, deposit services, and private wealth management, including
3 investment, brokerage, insurance, trust, and foreign exchange services. Much of First Republic's
4 customer base consists of wealthy households living in U.S. coastal cities, and a key component of
5 First Republic's lending strategy has been to provide these wealthy households with residential
6 mortgages at low interest rates.

7 **B. Defendants' False and Misleading Statements**

8 28. The Class Period begins on January 14, 2021, to coincide with First Republic's
9 announcement of its fourth quarter and full year 2020 financial results. On that day, First Republic
10 issued a press release, which was also filed with the FDIC on Form 8-K. The press release, among
11 other things, reported that the Company's NII had increased to \$892.7 million (up 24% year-over-
12 year) and NIM had increased to 2.73% (up from 2.71% the prior quarter). The same press release
13 quoted Defendant Herbert, stating "First Republic continues to deliver *safe, consistent growth*,
14 reflecting the strength of our client focused service model."

15 29. The Company's accompanying earnings conference call held that same day included
16 comments from Defendant Herbert touting First Republic's "continuing *consistent performance*
17 *under a wide range of economic conditions*" as demonstrating the "stability and long-term nature
18 and power of [its] client service model." Defendant Erkan highlighted to investors that the Company
19 "continue[d] to maintain *a diversified deposit funding base*." Defendant Roffler further assured
20 investors that First Republic's "balance sheet is very safe."

21 30. On February 26, 2021, First Republic filed its 2020 annual report on Form 10-K with
22 the FDIC (the "2020 Annual Report"). The 2020 Annual Report, which was signed by Defendants
23 Roffler, Herbert, Erkan, and Tsokova, reported that, as of December 31, 2020, First Republic had
24 total assets of \$143.5 billion and total deposits of \$114.9 billion.

25 31. The 2020 Annual Report explained that "[t]he level of [NII] is primarily a function of
26 the average balance of interest-earning assets, the average balance of interest-bearing liabilities and
27 the spread between the contractual yield on such assets and the contractual cost of such liabilities."
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1 In the 2020 Annual Report, First Republic represented that “[w]e engage in various activities to
2 manage our liquidity risk, including maintaining a diversified set of funding sources and holding
3 sufficient liquid assets to meet our cash flow and funding needs.” The Company further represented
4 that “we maintain a contingency funding plan and perform scenario-based stress-testing to ensure
5 resilience in case of expected and unexpected future events.” The 2020 Annual Report also stated
6 that “Management believes that the sources of available liquidity are well-diversified and adequate
7 to meet all reasonably foreseeable short-term and intermediate-term demands.” In addition, First
8 Republic represented that “[w]e utilize a variety of interest rate risk management tools to evaluate
9 our interest rate risk.” Critically, the 2020 Annual Report downplayed and concealed the likelihood
10 and extent of the risks posed to the Company by potential increases to interest rates, any related
11 changes in deposit mix, and resulting deposit outflows.

12 32. Defendants Herbert and Roffler provided certifications under the Sarbanes-Oxley Act
13 of 2002 (“SOX”), stating that they had reviewed the 2020 Annual Report and that it “does not contain
14 any untrue statement of a material fact or omit to state a material fact necessary to make the statements
15 made, in light of the circumstances under which such statements were made, not misleading with
16 respect to the period covered by this report.”

17 33. The 2020 Annual Report included an audit report signed by the Company’s auditor,
18 KPMG, reflecting the results of its audit of First Republic’s 2019 and 2020 financial statements.
19 KPMG certified that “the consolidated financial statements referred to above present fairly, in all
20 material respects, the financial position of the Bank as of December 31, 2020 and 2019, and the results
21 of its operations and its cash flows for each of the years in the three-year period ended December 31,
22 2020, in conformity with U.S. generally accepted accounting principles.”

23 34. On April 14, 2021, the Company issued a press release announcing its first quarter
24 2021 financial results. In the press release, which was also filed with the FDIC on Form 8-K, First
25 Republic reported that its NII had increased to \$938.8 million (up 24.8% year-over-year) and NIM
26 had declined modestly to 2.67% (down from 2.73% the prior quarter). First Republic attributed the
27 NIM decline to “higher average cash balances during the quarter.”
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1 35. During the Company’s earnings conference call that same day, Defendant Herbert told
2 investors that the Company’s “long-term steady approach has led to consistent success through a wide
3 variety of environments” and that First Republic’s “strength, safety and soundness continue to be
4 reflected in strong capital, liquidity and credit quality.” Defendant Roffler echoed Herbert’s claim
5 that First Republic had strong fundamentals, stating that “we run the bank with strong credit, capital,
6 and liquidity at all times.”

7 36. In response to a question from Morgan Stanley analyst Kenneth Zerbe about the
8 Company’s deposit growth, Defendant Erkan explained that First Republic was “**very well positioned**
9 **to help manage client needs across different macro environments** with both on and off-balance sheet
10 liquidity solutions, and optimizing our funding mix overall.” Responding to a question from Jefferies
11 analyst Casey Haire about the Company’s liquidity position, Defendant Erkan stated that “[o]ur
12 liquidity position remains very strong.”

13 37. On July 13, 2021, the Company issued a press release announcing its second quarter
14 2021 financial results. In the press release, which was also filed with the FDIC on Form 8-K, First
15 Republic reported that its NII had increased to \$1.0 billion (up 27.5% year-over-year) and NIM
16 increased to 2.68% (up from 2.67% the prior quarter).

17 38. During the Company’s earnings conference call that same day, Defendant Herbert
18 reassured investors that First Republic prioritized “operating in a **very safe and sound manner**,” and
19 Defendant Erkan touted the Company’s “diversified deposit funding base.”

20 39. During the same call, in response to a question from Wolfe Research analyst Bill
21 Carcache regarding the impact short-term interest rate increases would have on the Company,
22 Defendant Herbert stated:

23 It probably won’t make much difference operationally as to how we
24 run the business. We do run a very matched book . . . so, if you look
25 at our simulation models, **why [the] rising rate environment is not a**
26 **particularly threatening thing**. The inversion which you implied in
27 your question, I think, is always a little problematic. But **the real**
28 **problem buried in an inversion is what it does to the economy**
generally, not so much what it does to us in the short run. Inversions
don’t last very long. So they generally don’t mess with our balance
sheet very much.

1 40. On October 13, 2021, the Company issued a press release announcing its third quarter
2 2021 financial results. The press release, which was also filed with the FDIC on Form 8-K, featured
3 a quote from Defendant Erkan again highlighting “the safety and stability of First Republic.” The
4 press release also reported that First Republic’s NII increased to \$1.1 billion (up 26.7% year-over-
5 year), while its NIM decreased modestly to 2.65% (down from 2.68% the prior quarter). The
6 Company attributed the decline in NIM to “higher average cash balances during the quarter.”

7 41. During the Company’s earnings conference call that same day, Defendant Erkan
8 touted First Republic’s deposit growth that was “well diversified across client types, regions and
9 industries and a healthy mix of both new and existing clients.”

10 42. On November 4, 2021, while speaking at the BancAnalysts Association of Boston
11 Conference, Defendant Tsokova highlighted the “consistency and stability of First Republic and
12 ***ability to deliver consistent results over time over different rate environments, different economic***
13 ***cycles.***” Specifically, Defendant Tsokova noted that the Company’s NIM had “remained consistent
14 throughout cycles.” Tsokova also downplayed the decline in First Republic’s NIM, telling investors:

15 Obviously, we have recently been experiencing some pressure on the
16 margin because of the higher cash levels, the overall rate environment
17 and competition, but margin continues to be within the kind of stable
18 zone. And we expect to have our margin within our guided range for
19 2021 [of 2.65% to 2.75%], but most likely on the lower end of the
range. But despite some compression or pressure on the margin, one
of the important metrics for us is [NII]. And despite the margin
pressures we were able to grow . . . interest income.

20 43. During the same conference, in response to a question about the Company’s NIM in a
21 rising interest rate environment, Defendant Selfridge stated that “***it will stabilize***, and I think we’ll
22 continue to grow and I think ***we’ll continue to be able to manage our NIM within a historic range.***”

23 44. On January 14, 2022, the Company issued a press release announcing its fourth quarter
24 and full year 2021 financial results. The press release, which was also filed with the FDIC on Form
25 8-K, reported that for the fourth quarter of 2021 First Republic had NII of \$1.1 billion (up 25.4%
26 year-over-year) and NIM of 2.68% (up from 2.65% the prior quarter).

1 45. During the Company’s earnings conference call that same day, Defendant Roffler
2 responded to a question from Jefferies analyst Casey Haire about the impact of interest rate hikes on
3 NIM by downplaying and concealing the risk to the Company, explaining that “[t]he reality of it is,
4 we’re focused more on [NII] growth than we are what the reported [NIM] might be. And yes, it’s
5 been at the lower end of our range for a while, but if you look at our [NII] growth, it’s been incredibly
6 strong in the last several quarters.”

7 46. During the same earnings conference call, Defendant Selfridge touted the strength of
8 the Company’s funding, stating:

9 In terms of funding, it was an exceptional year. Total deposits were up
10 \$41 billion or 36% compared to a year ago. ***We continue to maintain***
11 ***a diversified deposit funding base.*** Checking deposits represented
12 72% of total deposits at year-end, our highest level ever; and business
 deposits represented 60% of total deposits at year-end. The average
 rate paid on all deposits for the quarter was just 5 basis points, leading
 to an overall funding cost of just 12 basis points.

13 47. On February 28, 2022, First Republic filed its 2021 annual report on Form 10-K with
14 the FDIC (the “2021 Annual Report”). The 2021 Annual Report, which was signed by Defendants
15 Tsokova, Roffler, and Herbert, reported that, as of December 31, 2021, First Republic had total assets
16 of \$181.1 billion and total deposits of \$156.3 billion.

17 48. In connection with First Republic’s financial results, the 2021 Annual Report
18 explained that “[t]he level of [NII] is primarily a function of the average balance of interest-earning
19 assets, the average balance of interest-bearing liabilities and the spread between the yield on such
20 assets and the cost of such liabilities.” In the 2021 Annual Report, First Republic represented that
21 “[w]e engage in various activities to manage our liquidity risk, including maintaining a diversified
22 set of funding sources and holding sufficient liquid assets to meet our cash flow and funding needs.”
23 The Company further represented that “we maintain a contingency funding plan and perform
24 scenario-based stress-testing to ensure resilience in case of expected and unexpected future events.”
25 The 2021 Annual Report also stated that “Management believes that the sources of available liquidity
26 are well-diversified and adequate to meet all reasonably foreseeable short-term and long-term
27 demands.” In addition, First Republic represented that “[w]e utilize a variety of interest rate risk
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1 management tools to evaluate our interest rate risk.” Critically, the 2021 Annual Report downplayed
2 and concealed the likelihood and extent of the risks posed to the Company by potential increases to
3 interest rates and any related changes in deposit mix.

4 49. As required by SOX, Defendants Roffler and Tsokova certified that they had reviewed
5 the 2021 Annual Report and that it “does not contain any untrue statement of a material fact or omit
6 to state a material fact necessary to make the statements made, in light of the circumstances under
7 which such statements were made, not misleading with respect to the period covered by this report.”

8 50. The 2021 Annual Report included an audit report signed by the Company’s auditor,
9 KPMG, reflecting the results of its audit of First Republic’s 2020 and 2021 financial statements.
10 KPMG certified that “the consolidated financial statements referred to above present fairly, in all
11 material respects, the financial position of the Bank as of December 31, 2021 and 2020, and the results
12 of its operations and its cash flows for each of the years in the three-year period ended December 31,
13 2021, in conformity with U.S. generally accepted accounting principles.”

14 51. On April 13, 2022, the Company issued a press release announcing its first quarter
15 2022 financial results. In the press release, which was also filed with the FDIC on Form 8-K, First
16 Republic reported NII of \$1.1 billion (up 22% year-over-year) and NIM of 2.68% (consistent with
17 the prior quarter). In the press release announcing these results, Defendant Tsokova assessed the
18 Company positively, stating that “[l]oans and deposits grew nicely during the first quarter, while
19 credit quality, liquidity and capital all remained very strong.”

20 52. During the Company’s earnings conference call that same day, Defendant Roffler
21 assured investors that First Republic would fare strongly even as interest rates increased, explaining
22 that “[a]s we look ahead to the rising rate environment, *First Republic remains well-positioned*” and
23 “[o]ur balance sheet is strong and our service model continues to thrive.”

24 53. Defendant Tsokova echoed these assurances, stating that “[w]ith a consistent focus on
25 credit, capital and liquidity, we continue to operate in a safe and sound manner.”

26 54. During the same earnings conference call, Defendant Herbert further assured investors
27 that even with increasing interest rates, First Republic’s NIM would remain stable and its NII could
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1 even expand, stating: “the [interest rate] increase is going to be more violent than we have predicted,
2 but . . . we’ve redone our forward projections around seven increases if I have that right. **We did**
3 **seven increases and the NIM stays the same. The NII still can – still expands.”**

4 55. On July 14, 2022, the Company issued a press release announcing its second quarter
5 2022 financial results. In the press release, which was also filed with the FDIC on Form 8-K, First
6 Republic reported that NII increased to \$1.2 billion (up 24.1% year-over-year) and NIM increased to
7 2.80% (up from 2.68% the prior quarter). First Republic attributed the increase in NIM to “lower
8 average cash balances, as well as average yields on interest-earning assets increasing more than the
9 offsetting increase in average funding costs.”

10 56. During the Company’s earnings conference call that same day, Defendant Herbert
11 repeated his claim that First Republic “maintain[s] a steadfast focus on long-term **safety and**
12 **stability.**” He further assured investors:

13 Our model and our culture have proven to be very successful long-term
14 through all economic cycles. In fact, during times of broader economic
15 uncertainty, our holistic client-centric service is even more valued by
16 our clients. During these times, we often see our new client household
17 acquisition rate increase as it is currently doing. **Today, our model is**
stronger than ever. This has once again driven our excellent
performance during this most recent quarter, and **we’re well positioned**
to go ahead in the current conditions.

18 57. Defendant Tsokova claimed that “[w]ith a consistent focus on credit, capital and
19 liquidity, **we continue to operate in a safe and sound manner.** Our credit quality remains excellent.”

20 58. Addressing First Republic’s funding, Defendant Selfridge identified the Company’s
21 funding base as consisting of “over 90% deposits, which drove an overall funding cost of just 16 basis
22 points” and touted a deposit base that “**remains well diversified.**”

23 59. On August 9, 2022, while speaking at the UBS Financial Services Conference,
24 Defendant Roffler assured investors that interest rate increases would positively impact the Company,
25 explaining that “the rise in rates actually gives [bankers] a much greater opportunity to engage with
26 clients and prospects. When we’re at a zero interest rate, no one wants to talk to you about a
27 [Certificate of Deposit].” Roffler further represented that “the loan rates are adjusting, our deposit
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1 rates are adjusting” and “right now, they’re very in balance and right as we would have anticipated
2 them to be in a more challenging environment.”

3 60. On September 12, 2022, while speaking at the Barclays Global Financial Services
4 Conference, Defendant Roffler assured investors of the Company’s “consistency and stability.”
5 Further, in discussing First Republic’s strategy of promoting Certificates of Deposit (“CDs”) in the
6 rising interest rate environment to cultivate client growth, Defendant Tsokova stated:

7 So we expect the mix of deposits [is] going to shift. And we start to
8 see more interest with CDs. Our clients are looking for high yield and
9 our CD balances have been quite low over the last few years; run rate
is still low.

10 And now we start having those conversations, but it’s not just about the
11 CDs [] couple of promotions that we had over the last few weeks, but
it’s also having a conversation with the clients by bringing the other
relationships, other checking accounts in other banks.

12 So we expect to see the CDs percentage of total deposits grow.
13 Historically those percentages were in low-teens to mid-teens and now
14 we’re just under 5%. So we expect that to continue to grow towards
more historic levels.

15 61. The above statements identified in paragraphs 28-60 were materially false and
16 misleading, and failed to disclose material adverse facts about the Company’s business and
17 operations. Specifically, Defendants misrepresented the strength of the Company’s balance sheet and
18 liquidity position, while also understating the significant pressure rising interest rates posed to First
19 Republic’s business model. Defendants also misrepresented the strength of the Company’s ability to
20 deliver consistent results across different interest rate environments, the diversity of the Company’s
21 deposit funding base, and the Company’s ability to generate NII growth and maintain stable NIM.

22 **C. The Truth Begins to Emerge**

23 62. The truth began to emerge on October 14, 2022, when the Company announced
24 disappointing third quarter 2022 financial results. Specifically, First Republic reported that NII
25 growth had slowed to 20.6% year-over-year (down from 24.1% year-over-year growth the prior
26 quarter) and NIM had plummeted to 2.71% (down from 2.80% the prior quarter). First Republic
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1 attributed the decrease in NIM to “average funding costs increasing more rapidly than the offsetting
2 increase in the average yields on interest-earning assets.”

3 63. On this news, the price of First Republic common stock declined by \$22.14 per share,
4 or more than 16%, from a closing price of \$134.73 per share on October 13, 2022, to a closing price
5 of \$112.59 per share on October 14, 2022.

6 64. Even after reporting slowing NII growth and plummeting NIM, however, First
7 Republic and its executives continued to misrepresent the extent of the Company’s exposure to the
8 risks posed by increasing interest rates. During the Company’s October 14, 2022 earnings conference
9 call, Defendant Roffler sought to reassure investors that, despite the Company’s declining NIM, the
10 current environment created opportunities that would benefit First Republic:

11 [S]ince our last call, the Fed increased rates very rapidly. Additionally,
12 the market’s expectation for future rate hikes also increased. We have
13 responded to the sharp rise in rates by providing clients with attractive
14 deposit opportunities through CDs and money market accounts. While
this client-centric approach puts pressure on our [NIM] in the near
term, it will allow us to retain and acquire great clients who will stay
with us and grow with us for many years to come.

15 65. Similarly, Defendant Herbert continued to represent that the Company’s business
16 model was positioned to withstand rising interest rates, stating that “[d]espite the interim rate
17 conditions, our long-term focus always remains, maintaining exceptional credit standards, so we can
18 focus on the future, rather than the past, operating with strong levels of capital to support franchise
19 growth as we serve existing clients and acquire new ones, steady execution of our simple,
20 straightforward model.” Herbert further assured investors that “what’s going on here is a temporary
21 problem on the margin coming from the steepness of the run-up” and that the Company had a
22 “very, very strong capacity to raise CDs” as First Republic waited for “the mortgage book [to]
23 catch-up in relatively short period of time.”

24 66. When the Company held its Investor Day on November 9, 2022, First Republic and
25 its executives continued to assure the market of the purported strength and stability of First Republic’s
26 business model. For example, Defendant Roffler represented that “we can be very nimble and
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1 entrepreneurial . . . we've had yield curve inversions before where the margin changes a bit over time,
2 and we've had to adapt, and we do so quickly."

3 67. On December 7, 2022, while speaking at the Goldman Sachs 2022 US Financial
4 Services Conference, Defendant Roffler touted that "[s]afety and soundness has been a hallmark of
5 the bank for its founding 37 years ago, *safe credit, strong capital levels, and liquidity.*" Addressing
6 the "unprecedented rate environment," Roffler downplayed the risks presented by continued interest
7 rate increases, explaining that the Company was focused on growing its customer base:

8 [T]he Fed is likely to go probably 50 basis points next week, I'm
9 guessing, and that only is going to increase the inversion and the curve.
10 And again, we think through the long term of that. Right. *We're going*
11 *to continue to serve clients we're going to continue to deliver for them*
12 and we know that does create a bit of a challenging environment. It's
13 a very competitive environment right now also. But again, that's where
14 service matters in that competitive environment. All right. *I think at*
15 *the end of the day. If we think forward, one of the great things we do*
16 *is compound households.* At a continued double-digit low-teen, mid-
17 teen rate on household acquisition. Right.

18 And that then is a precursor to future growth. And so the delivery of
19 service leads to increased households via through the wealth
20 management business, through some of our CD activities currently or
21 clients who come to us from a relending relationship, when their friend
22 or colleague talk to us. And so *this is a measure of our continued*
23 *success in our markets if we're growing households* because over
24 time those households do more with us and that is what's led to the
25 growth that I showed in the very first page between loans, deposits,
26 assets or management.

27 68. On January 13, 2023, the Company issued a press release announcing its fourth quarter
28 and full year 2022 financial results. The press release, which was also filed with the FDIC on Form
8-K, reported that, for the fourth quarter of 2022, NII had decreased for the first time in fourteen
quarters to \$1.2 billion (down from \$1.3 billion the prior quarter), NII growth stalled at 4.9% year-
over-year (down from 20.6% year-over-year growth the prior quarter), and NIM had plummeted even
further to 2.45% (down from 2.71% the prior quarter).

69. Despite declines in both NII and NIM, during the Company's earnings conference call
the same day, Defendant Herbert claimed that "it was our best year ever in many ways" and that First
Republic's "time-tested business model and service culture continue to perform really well."

1 Addressing the interest rate environment, Herbert assured investors that the Company would continue
2 to prosper:

3 Let me take a moment to provide some perspective on the current rate
4 environment and the Fed tightening cycle as we see it. Since our last
5 call about 90 days ago, the Fed has raised rates another 125 basis
6 points. At the same time, the 10 year treasury has declined 50 basis
7 points. The resulting increased rate inversion has begun to put some
8 pressure on our [NIM] and [NII]. However, history and experience has
9 shown that this type of inverted yield curve has a limited duration.
Cycles are just that, they're cycles.

10 During First Republic's 37 year history, there have been five tightening
11 cycles. *We've continued to grow and prosper through them and
12 especially after each one.*

13 70. Defendant Roffler further assured investors that the Company's prospects were strong,
14 stating:

15 As we look to a more challenging year ahead, *we remain well-*
16 *positioned to deliver safe, strong growth* through the consistent
17 execution of our service focused culture and business model.

18 * * *

19 As Jim mentioned, since mid-November, we've been operating with a
20 challenging yield curve. To help us navigate the margin pressure in the
21 near term, we continue to moderate our expense growth. At the same
22 time, we remain focused on the long-term and continue to leverage our
23 reputation of exceptional service to drive new business and grow total
24 households.

25 71. On February 28, 2023, First Republic filed its 2022 annual report on Form 10-K with
26 the FDIC (the "2022 Annual Report"). The 2022 Annual Report, which was signed by Defendants
27 Holland, Roffler, Tsokova, and Herbert, reported that, as of December 31, 2022, First Republic had
28 total assets of \$212.6 billion and total deposits of \$176.4 billion.

72. In connection with First Republic's financial results, the 2022 Annual Report
explained that "[t]he level of [NII] is primarily a function of the average balance of interest-earning
assets, the average balance of interest-bearing liabilities and the spread between the yield on such
assets and the cost of such liabilities." In the 2022 Annual Report, First Republic represented that
"[w]e engage in various activities to manage our liquidity risk, including maintaining a diversified
set of funding sources and holding sufficient liquid assets to meet our cash flow and funding needs."

1 The Company further represented that “we maintain a contingency funding plan and perform
2 scenario-based stress-testing to ensure resilience in case of expected and unexpected future events.”
3 The 2022 Annual Report also stated that “Management believes that the sources of available liquidity
4 are well-diversified and adequate to meet all reasonably foreseeable short-term and long-term
5 demands.” In addition, First Republic represented that “[w]e utilize a variety of interest rate risk
6 management tools to evaluate our interest rate risk.” Critically, however, the 2022 Annual Report
7 downplayed and concealed the likelihood and extent of the risks posed to the Company by potential
8 increases to interest rates and any related changes in deposit mix.

9 73. As required by SOX, Defendants Roffler and Holland certified that they had reviewed
10 the 2022 Annual Report and that it “does not contain any untrue statement of a material fact or omit
11 to state a material fact necessary to make the statements made, in light of the circumstances under
12 which such statements were made, not misleading with respect to the period covered by this report.”

13 74. The 2022 Annual Report included an audit report signed by the Company’s auditor,
14 KPMG, reflecting the results of its audit of First Republic’s 2021 and 2022 financial statements.
15 KPMG certified that “the consolidated financial statements referred to above present fairly, in all
16 material respects, the financial position of the Bank as of December 31, 2022 and 2021, and the results
17 of its operations and its cash flows for each of the years in the three-year period ended December 31,
18 2022, in conformity with U.S. generally accepted accounting principles.”

19 75. The above statements identified in paragraphs 64-74 were materially false and
20 misleading, and failed to disclose material adverse facts about the Company’s business and
21 operations. Specifically, Defendants misrepresented the strength of the Company’s balance sheet and
22 liquidity position, while also understating the significant pressure rising interest rates posed to First
23 Republic’s business model. Defendants also misrepresented the strength of the Company’s ability to
24 deliver consistent results across different interest rate environments, the diversity of the Company’s
25 deposit funding base, and the Company’s ability to generate NII growth and maintain stable NIM.

26 76. Investors continued to learn the truth about the risks facing First Republic after the
27 market closed on March 8, 2023, when SVB, the parent company of Silicon Valley Bank (largely
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1 considered to be a peer bank of First Republic) disclosed that it had sold “substantially all” of its \$21
2 billion available-for-sale securities portfolio and incurred a loss of approximately \$1.8 billion on that
3 sale. SVB also announced that it was seeking to raise approximately \$2.25 billion in capital in what
4 would be a futile attempt to cover deposit withdrawals and shore up its deteriorating balance sheet.
5 Investors immediately grew concerned about First Republic’s ability to withstand the rising interest
6 rate environment and called into question the solvency of First Republic, which, like Silicon Valley
7 Bank, catered to wealthy clients and was exposed to the prospect of significant deposit outflows that
8 would stress its liquidity.

9 77. Then, on March 10, 2023, Silicon Valley Bank collapsed, and regulators seized control
10 of the bank, placing it in FDIC receivership. That collapse amplified investor concerns about First
11 Republic’s liquidity and financial strength.

12 78. Although the strength of its business model had been called into question, the
13 Company and its executives continued to insist that First Republic was strongly situated to withstand
14 the challenging economic environment. Specifically, that same day, the Company issued a press
15 release, which was also filed with the FDIC on Form 8-K, in which First Republic reassured investors
16 of its “continued safety and stability and strong capital and liquidity positions.” In the press release,
17 First Republic insisted that:

- 18 • “First Republic’s deposit base is *strong and well-diversified*”;
- 19 • “First Republic’s *liquidity position remains very strong*”;
- 20 • “First Republic’s *very high-quality investment portfolio is stable and represents a modest*
21 *percentage of total bank assets*”;
- 22 • “First Republic has consistently maintained a strong capital position with capital levels
23 significantly higher than the regulatory requirements for being considered well-capitalized”;
24 and
- 25 • “First Republic has a long-standing track record of exceptional credit quality.”

1 79. On March 12, 2023, just two days after the Company’s assurances that it had strong
2 liquidity, First Republic issued a press release announcing that it had obtained \$10 billion of
3 additional borrowing capacity from the Fed and JPMorgan Chase & Co.

4 80. As a result of the disclosures on March 8, 2023, through March 12, 2023, the price of
5 First Republic common stock declined by \$83.79 per share, or more than 72% over three trading
6 sessions, from a closing price of \$115.00 per share on March 8, 2023, to a closing price of \$31.21 per
7 share on March 13, 2023.

8 81. Also, on March 12, 2023, despite the need to have an additional \$10 billion in
9 borrowing capacity, in the same press release, which was also filed with the FDIC on Form 8-K, First
10 Republic sought to reassure investors that it had “***further enhanced and diversified its financial***
11 ***position*** through access to additional liquidity from the Federal Reserve Bank and JPMorgan Chase
12 & Co.” In the press release First Republic explained that “[t]he additional borrowing capacity from
13 the Federal Reserve, continued access to funding through the Federal Home Loan Bank, and ability
14 to access additional financing through JPMorgan Chase & Co. increases, diversifies, and further
15 strengthens First Republic’s existing liquidity profile.”

16 82. The press release also quoted Defendant Herbert, who stated that “First Republic’s
17 ***capital and liquidity positions are very strong,***” and that the Company “***operate[s] with an emphasis***
18 ***on safety and stability at all times, while maintaining a well-diversified deposit base.***”

19 83. The above statements identified in paragraphs 78, 81-82 were materially false and
20 misleading, and failed to disclose material adverse facts about the Company’s business and
21 operations. Specifically, Defendants misrepresented the strength of the Company’s balance sheet and
22 liquidity position, while also understating the significant pressure rising interest rates posed to First
23 Republic’s business model. Defendants also misrepresented the strength of the Company’s ability to
24 deliver consistent results across different interest rate environments, the diversity of the Company’s
25 deposit funding base, and the Company’s ability to generate NII growth and maintain stable NIM.

1 **D. Post-Class Period Events**

2 84. On March 15, 2023, after the end of the Class Period, despite assurances by First
3 Republic and its executives about the safety and stability of the Company’s business model, investors
4 continued to learn the truth about First Republic’s vulnerability, when S&P downgraded its long-term
5 issuer credit rating on First Republic to “BB+” from “A-,” its senior unsecured issue rating to “BB+,”
6 its subordinated stock issue rating to “BB-,” and its preferred stock issue rating to “B.” S&P
7 explained that “we believe the risk of deposit outflows is elevated at First Republic,” predicting that “if
8 deposit outflows continue, we expect First Republic would need to rely on its more costly wholesale
9 borrowings. This would encumber its balance sheet and hurt its modest profitability.”

10 85. Additionally, S&P expressed concern about the concentration of First Republic’s deposit
11 base, which it explained “presents heightened funding risks in the current environment.” S&P also forecast
12 a negative outlook, explaining “[w]e believe the bank’s business position will suffer after the volatile
13 swings in its stock price and heightened media attention surrounding deposit volatility. We think its
14 business stability has weakened as market perceptions of its creditworthiness have declined.”

15 86. S&P also placed its ratings for First Republic on “CreditWatch with negative
16 implications,” which it explained “reflects the potential for further funding and liquidity deterioration.”

17 87. That same day, Fitch also announced that it had downgraded First Republic’s Long-Term
18 Issuer Default Rating (“IDR”) to “BB” from “A-” and its Short-Term IDR to “B” from “F1,” and placed
19 First Republic on “Rating Watch Negative.”

20 88. Fitch characterized the downgrades as the result of its “revised view of FRC’s funding
21 and liquidity profile in the current environment,” noting that “*Fitch believes that FRC’s funding and*
22 *liquidity profile has changed and represents a ‘weakest link’ relative to other rating factors*” and
23 explaining that “FRC’s *deposit concentrations* are now viewed as a rating weakness.” Fitch also
24 expressed concern about the Company’s “strategic focus on banking wealthy and financially
25 sophisticated customers in select urban coastal markets in the U.S.,” explaining “[t]his not only drives
26 a high proportion of uninsured deposits as a percentage of total deposits but also results in deposits
27 that can be less sticky in times of crisis or severe stress.”

1 89. In addition to the downgrades, Fitch placed First Republic’s “Viability Rating” on
2 “Rating Watch Negative,” explaining that this decision “reflects the uncertain environment for
3 funding and liquidity, despite policy efforts to soothe market and depositor perception.”

4 90. On the news of the downgrades, the price of First Republic common stock declined
5 by \$8.47 per share, or more than 21%, from a closing price of \$39.63 per share on March 14, 2023,
6 to a closing price of \$31.16 per share on March 15, 2023.

7 91. On March 16, 2023, the financial media reported that eleven of the largest U.S.
8 banks—including JPMorgan, Bank of America, Wells Fargo, Citigroup, Goldman Sachs, and Morgan
9 Stanley—had joined together to deposit \$30 billion with First Republic in an effort to provide
10 additional liquidity to the bank. After the market closed, First Republic also disclosed that it had
11 already significantly drawn on its borrowing capacity. That draw on credit included First Republic’s
12 borrowings from the Federal Reserve Bank as well as an increase in short-term borrowings from the
13 Federal Home Loan Bank, totaling \$10 billion.

14 92. On this news, the price of First Republic common stock declined by \$11.24 per share,
15 or nearly 33%, from a closing price of \$34.27 per share on March 16, 2023, to a closing price of
16 \$23.03 per share on March 17, 2023.

17 93. The next day, on March 17, 2023, Moody’s also downgraded First Republic’s credit
18 rating to junk status and noted that Moody’s could issue a further downgrade, citing a deterioration
19 in First Republic’s financial profile and the challenges the Company faced due to its increased reliance
20 on high-cost funding amid deposit withdrawals. Moody’s further noted that, notwithstanding First
21 Republic’s receipt of a \$30 billion deposit infusion, “the . . . path for the bank back to sustained
22 profitability remains uncertain.” In addition, Moody’s explained that First Republic “faces the
23 eventual need to sell assets to repay these obligations” and “[t]his could lead to the crystallization of
24 the unrealized losses on its AFS [available-for-sale] or HTM [held-to-maturity] securities.” But,
25 Moody’s warned “[e]ven if the crystallization of unrealized losses is avoided, . . . the impact on [First
26 Republic’s] profitability from higher interest expense will still be significant.”

1 94. Then, on March 19, 2023, investors learned more about First Republic’s precarious
2 financial position, when S&P further downgraded the Company’s long-term issuer credit rating into
3 “junk” territory, from “BB+” to “B+,” also lowering the Company’s senior unsecured issue rating to
4 “B+,” the Company’s subordinated issue rating to “B-,” and the Company’s preferred stock issue rating to
5 “CCC.” S&P opined that “the business faces substantial long-term challenges” and expressed concern that
6 the Company had “tapped higher-cost secured funding extensively over the last week.”

7 95. As a result of the disclosures on March 17, 2023, and March 19, 2023, the price of
8 First Republic common stock declined by \$10.85 per share, or more than 47%, from a closing price
9 of \$23.03 per share on March 17, 2023, to a closing price of \$12.18 per share on March 20, 2023.

10 96. First Republic common stock declined more than 94% during the Class Period, from
11 a high price of \$222.86 per share (as of November 17, 2021), to a low price of \$12.18 per share (as
12 of March 20, 2023). The decline has eliminated \$37.6 billion from First Republic’s market
13 capitalization value, resulting in substantial losses for investors.

14 **V. PLAINTIFF’S CLASS ACTION ALLEGATIONS**

15 97. Plaintiff brings this class action under Rule 23 of the Federal Rules of Civil Procedure
16 on behalf of all persons and entities who purchased or otherwise acquired First Republic securities
17 during the Class Period (the “Class”). Excluded from the Class are Defendants, their agents, directors
18 and officers of First Republic, and their families and affiliates.

19 98. The members of the Class are so numerous that joinder of all members is
20 impracticable. The disposition of their claims in a class action will provide substantial benefits to the
21 parties and the Court.

22 99. There is a well-defined community of interest in the questions of law and fact involved
23 in this case. Questions of law and fact common to the members of the Class which predominate over
24 questions which may affect individual Class members include:

- 25 a. Whether Defendants violated the Exchange Act;
- 26 b. Whether Defendants omitted and/or misrepresented material facts;

1 c. Whether Defendants' statements omitted material facts necessary in
2 order to make the statements made, in light of the circumstances under which they were made,
3 not misleading;

4 d. Whether Defendants knew or recklessly disregarded that their
5 statements were false and/or misleading;

6 e. Whether the prices of First Republic securities were artificially inflated
7 during the Class Period; and

8 f. The extent of damage sustained by members of the Class and the
9 appropriate measure of damages.

10 100. Plaintiff's claims are typical of those of the Class because Plaintiff and the Class
11 sustained damages from Defendants' wrongful conduct.

12 101. Plaintiff will adequately protect the interests of the Class and has retained counsel who
13 are experienced in class action securities litigation. Plaintiff has no interests that conflict with those
14 of the Class.

15 102. A class action is superior to other available methods for the fair and efficient
16 adjudication of this controversy. Joinder of all Class members is impracticable.

17 **VI. APPLICABILITY OF PRESUMPTION OF RELIANCE: FRAUD-ON-THE-**
18 **MARKET DOCTRINE**

19 103. Plaintiff will rely upon the presumption of reliance established by the fraud-on-the-
20 market doctrine in that, among other things:

21 a. Defendants made public misrepresentations or failed to disclose material facts
22 during the Class Period;

23 b. The omissions and misrepresentations were material;

24 c. The Company's securities traded in an efficient market;

25 d. The misrepresentations alleged would tend to induce a reasonable investor to
26 misjudge the value of the Company's securities; and

1 e. Plaintiff and the Class purchased First Republic securities between the time
2 Defendants misrepresented or failed to disclose material facts and the time the true facts were
3 disclosed, without knowledge of the misrepresented or omitted facts.

4 104. At all relevant times, the market for the Company's securities was efficient because:
5 (1) as a regulated issuer, the Company filed periodic public reports with the FDIC; and (2) the
6 Company regularly communicated with public investors using established market communication
7 mechanisms, including through regular disseminations of press releases on the major news wire
8 services and through other wide-ranging public disclosures, such as communications with the
9 financial press, securities analysts, and other similar reporting services.

10 **VII. NO SAFE HARBOR**

11 105. Defendants' "Safe Harbor" warnings accompanying any forward-looking statements
12 issued during the Class Period were ineffective to shield those statements from liability.

13 106. Defendants are liable for any false and/or misleading forward-looking statements
14 pleaded because, at the time each forward-looking statement was made, the speaker knew the
15 forward-looking statement was false or misleading and the forward-looking statement was authorized
16 and/or approved by an executive officer of the Company who knew that the forward-looking
17 statement was false. None of the historic or present-tense statements made by Defendants were
18 assumptions underlying or relating to any plan, projection, or statement of future economic
19 performance, as they were not stated to be such assumptions underlying or relating to any projection
20 or statement of future economic performance when made, nor were any of the projections or forecasts
21 made by Defendants expressly related to or stated to be dependent on those historic or present-tense
22 statements when made.

23 **VIII. LOSS CAUSATION/ECONOMIC LOSS**

24 107. Defendants' wrongful conduct directly and proximately caused the economic loss
25 suffered by Plaintiff and the Class. The prices of First Republic securities significantly declined when
26 the misrepresentations made to the market, and/or the information alleged herein to have been
27 concealed from the market, and/or the effects thereof, were revealed, causing investors' losses. As a
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1 result of their purchases of First Republic securities during the Class Period, Plaintiff and the Class
2 suffered economic loss, i.e., damages, under the federal securities laws.

3 **IX. ADDITIONAL SCIENTER ALLEGATIONS**

4 108. During the Class Period, Defendants had both the motive and opportunity to commit
5 fraud. They also had actual knowledge of the misleading nature of the statements they made, or acted
6 in reckless disregard of the true information known to them at the time. In so doing, Defendants
7 participated in a scheme to defraud and committed acts, practices, and participated in a course of
8 business that operated as a fraud or deceit on purchasers of First Republic securities during the Class
9 Period.

10 **X. CLAIMS AGAINST DEFENDANTS**

11 **COUNT I**

12 **Violations of Section 10(b) of the Exchange Act and**

13 **SEC Rule 10b-5 Promulgated Thereunder**

14 **Against All Defendants**

15 109. Plaintiff incorporates by reference the allegations in the preceding paragraphs.

16 110. During the Class Period, Defendants carried out a plan, scheme, and course of conduct
17 that was intended to and, throughout the Class Period, did: (1) deceive the investing public, including
18 Plaintiff and the Class; and (2) cause Plaintiff and the Class to purchase First Republic securities at
19 artificially inflated prices. In furtherance of this unlawful scheme, plan, and course of conduct,
20 Defendants took the actions set forth herein.

21 111. Defendants: (1) employed devices, schemes, and artifices to defraud; (2) made untrue
22 statements of material fact and/or omitted material facts necessary to make the statements not
23 misleading; and (3) engaged in acts, practices, and a course of business which operated as a fraud and
24 deceit upon the purchasers of the Company's securities in an effort to maintain artificially high market
25 prices thereof in violation of Section 10(b) of the Exchange Act and SEC Rule 10b-5.

1 Plaintiff and other members of the Class suffered damages in connection with their purchases of
2 Company securities during the Class Period.

3 **WHEREFORE**, Plaintiff prays for relief and judgment, as follows:

4 a. Determining that this action is a proper class action under Rule 23 of the
5 Federal Rules of Civil Procedure;

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

9 c. Awarding Plaintiff and the Class their reasonable costs and expenses incurred
10 in this action, including counsel fees and expert fees; and

11 d. Such other and further relief as the Court may deem just and proper.

12 **XI. DEMAND FOR JURY TRIAL**

13 Plaintiff hereby demands a trial by jury.

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