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

13 SHANE CHENG and TERELL STERLING,  
 14 individually and on behalf of others similarly  
 15 situated,

16 Plaintiffs,

17 v.

18 ALLY FINANCIAL INC.;  
 ALPACA SECURITIES LLC;  
 19 CASH APP INVESTING LLC;  
 SQUARE INC.;  
 DOUGH LLC;  
 MORGAN STANLEY SMITH BARNEY LLC;  
 20 E\*TRADE SECURITIES LLC;  
 E\*TRADE FINANCIAL CORPORATION;  
 21 E\*TRADE FINANCIAL HOLDINGS, LLC;  
 ETORO USA SECURITIES, INC.;  
 22 FREETRADE, LTD.;  
 INTERACTIVE BROKERS LLC;  
 23 M1 FINANCE, LLC;  
 OPEN TO THE PUBLIC INVESTING, INC.;  
 24 ROBINHOOD FINANCIAL, LLC;  
 ROBINHOOD MARKETS, INC.;  
 25 ROBINHOOD SECURITIES, LLC; IG  
 GROUP HOLDINGS PLC;  
 26 TASTYWORKS, INC.;  
 TD AMERITRADE, INC.;  
 27 THE CHARLES SCHWAB CORPORATION;  
 CHARLES SCHWAB & CO. INC.;  
 28 FF TRADE REPUBLIC GROWTH, LLC ;  
 TRADING 212 LTD.;

Case No.

CLASS ACTION COMPLAINT

DEMAND FOR JURY TRIAL

1 TRADING 212 UK LTD.;  
2 WEBULL FINANCIAL LLC;  
3 FUMI HOLDINGS, INC.;  
4 STASH FINANCIAL, INC.;  
5 BARCLAYS BANK PLC;  
6 CITADEL ENTERPRISE AMERICAS, LLC;  
7 CITADEL SECURITIES LLC;  
8 MELVIN CAPITAL MANAGEMENT LP;  
9 SEQUOIA CAPITAL OPERATIONS LLC;  
10 APEX CLEARING CORPORATION;  
11 THE DEPOSITORY TRUST & CLEARING  
12 CORPORATION,

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Defendants.

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1 Plaintiffs Shane Chang and Terell Sterling, on behalf of themselves and all others similarly  
2 situated, bring this Class Action Complaint against Defendants for violations of Section 1 of the  
3 Sherman Act, 15 U.S.C. § 1, Section 16 of the Clayton Act, 15 U.S.C. § 26, state antitrust and consumer  
4 protection laws, and the common law as follows:

5 **INTRODUCTION**

6 1. This case is about individual investors (the “Retail Investors”) who invested their hard-  
7 earned money in the stock market and were stripped of the rights to control their investments due to a  
8 large, overarching conspiracy to prevent the market from operating freely and to stop the Defendants  
9 from hemorrhaging losses as a result of their highly speculative short selling strategies.

10 2. Retail Investors or individual investors are non-professional investors that make  
11 individual investments on their own behalf. Retail Investors purchase assets such as stocks, bonds,  
12 securities, mutual funds, and exchange traded funds (ETFs). They execute their personal trades through  
13 websites, apps and trading platforms provided by brokerage firms or other investment service providers.  
14 Retail Investors tend to invest smaller amounts, in contrast as compared to institutional investors, and  
15 have little ability to influence market prices or market dynamics on their own.

16 3. Generally, Retail Investors pay brokerages a fee or commission for personal trades to  
17 their brokerages.

18 4. Some brokerages, like Defendant Robinhood, do not charge their investors a fee per  
19 transaction, but instead earn revenue through rebates, kickbacks and other payments from market  
20 makers like the Clearinghouse Defendants.

21 5. Some individual investors are members of online financial discussion forums on Reddit,  
22 Facebook, TikTok and elsewhere, where they are able to share and discuss their market research and  
23 observations and help like-minded peers benefit from their research and potentially identify good  
24 opportunities for investment.

25 6. Based on their research, and observations, the Retail Investors, through stock  
26 brokerages, including the Brokerage Defendants, purchased and invested in certain stocks—Gamestop  
27 (GME), AMC Theaters (AMC), American Airlines (AAL), Bed Bath & Beyond (BBBY),  
28 Blackberry (BB), Express (EXPR), Koss (KOSS) Naked Brand Group (NAKD), Nokia (NOK),

1 Sundial Growers Inc. (SNDL), Tootsie Roll Industries (TR), and Trivago NV (TRVG) (the “Relevant  
2 Securities”)—that they believed would grow, increase in price and serve as good investment  
3 opportunities.

4 7. Several large hedge funds and investment firms, including Citadel Enterprise Americas  
5 LLC, Citadel Securities LLC, Melvin Capital Management LP, and unnamed co-conspirators, acquired  
6 and possessed massive “short” positions in the Relevant Securities.

7 8. “Short” sellers borrow shares or other interests in corporate stock, securities, or other  
8 assets. In so doing, they bet that prices of the securities will decrease. If the stock prices in fact drop, a  
9 short seller buys the stock back at a lower price and returns it to the lender. The difference between the  
10 sell price and the buy price is the profit. Short sellers essentially bet on a stock’s failure or decline rather  
11 than its success or increase.

12 9. The Fund Defendants and other unnamed co-conspirators made short selling  
13 investments in the Relevant Securities. In so doing, they made highly speculative bets. When the  
14 Relevant Securities increased in value, due in large part to Retail Investors purchasing the Relevant  
15 Securities and increasing stock prices, the Fund Defendants, Clearinghouse Defendants and unnamed  
16 co-conspirators were exposed to potential losses of several billion dollars.

17 10. As Retail Investors and others continued to purchase the Relevant Securities, the Fund  
18 Defendants, Clearinghouse Defendants and unnamed co-conspirators were caught in a classic “short  
19 squeeze.” A “short squeeze” occurs when a stock or other asset rises sharply in value, distressing short  
20 positions. Short selling investors are faced with a rapid increase in the shorted asset’s value, exposing  
21 the short seller to increased and theoretically limitless loss. As the price of the asset rises, short sellers  
22 may face pressure to buy back stock to exit their short positions to mitigate their potential losses. In the  
23 absence of intervention, as short sellers exit their short positions to buy back stocks to cover their  
24 shorts, the purchase of stock further increases the price of the stock.

25 11. The Brokerage Defendants, Fund Defendants and Clearinghouse Defendants (together  
26 the “Defendants”) conspired to prevent the Retail Investors from buying any further stock and forcing  
27 Retail Investors to sell their Relevant Securities to artificially suppress stock prices of the Relevant  
28 Securities.



1           17.       This Court has federal question jurisdiction pursuant to 28 U.S.C. § 1331 because the  
2 case arises under the Constitution, laws, or treaties of the United States.

3           18.       This Court also has subject matter jurisdiction pursuant to 28 U.S.C. §§ 1332(d) and  
4 1367, in that (a) this is a class action in which the matter or controversy exceeds the sum of \$5,000,000,  
5 exclusive of interest and costs, and in which some members of the proposed Class are citizens of a state  
6 different from some defendants; and (b) Plaintiffs' state law claims form part of the same case or  
7 controversy as their federal claims under Article III of the United States Constitution.

8           19.       Jurisdiction and venue are proper in this judicial District pursuant to 28 U.S.C.  
9 § 1391(b), (c) and (d), because a substantial part of the events giving rise to Plaintiffs' claims occurred in  
10 this District, a substantial portion of the affected interstate trade and commerce was carried out in this  
11 District, and one or more of the Defendants reside in this District or are licensed to do business in this  
12 District. Each Defendant has transacted business, maintained substantial contacts, or committed overt  
13 acts in furtherance of the illegal scheme and conspiracy throughout the United States, including in this  
14 District. The conspiracy occurred in this judicial District. The conspiracy has been directed at, and has  
15 had the intended effect of, causing injury to persons residing in, located in, or doing business throughout  
16 the United States, including in this District.

17           20.       This Court has personal jurisdiction over each Defendant because, each Defendant: (a)  
18 transacted business throughout the United States, including in this District; (b) transacted in substantial  
19 amounts of the Relevant Securities throughout the United States; (c) had substantial contacts with the  
20 United States, including this District; and/or (d) engaged in an antitrust conspiracy that was directed at  
21 and had a direct, foreseeable, and intended effect of causing injury to the business or property of  
22 persons residing in, located in, or doing business throughout the United States, including in this  
23 District.

24           21.       The activities of the Defendants and all co-conspirators—whether unnamed or as of yet  
25 unknown—as described herein, were within the flow of, were intended to, and did have direct,  
26 substantial, and reasonably foreseeable effects on the foreign and interstate commerce of the United  
27 States.  
28

**PARTIES**

**A. Plaintiff Shane Cheng**

22. Plaintiff Shane Cheng is a resident of the State of California. Before January 28, 2021, Plaintiff Cheng purchased and owned option contracts in Gamestop, AMC Theaters and Blackberry on Robinhood and TD Ameritrade.

23. On January 28, 2021, Plaintiff Cheng attempted to purchase securities but was unable to do so because Defendants had deactivated the “buy” features on their applications due to the anticompetitive scheme.

24. Plaintiff Cheng was unable to search for the Relevant Securities on Defendant Robinhood’s platform on January 28, 2021.

**B. Plaintiff Terell Sterling**

25. Plaintiff Terell Sterling is a resident of the State of California. Before January 28, 2021, Plaintiff Sterling purchased and owned stocks and option contracts in AMC Theaters, Blackberry, Gamestop, Naked Brand Group, and Nokia on Robinhood and E\*Trade. Plaintiff Sterling bought these Relevant Securities with cash and not on margin.

26. On January 28, 2021 Plaintiff Sterling attempted to purchase the Relevant Securities on Defendants Robinhood and E\*Trade’s web-based and mobile-based platforms but was prohibited from doing so by the Defendants due the anticompetitive scheme.

27. On January 29, 2021, Plaintiff Sterling sold positions in Gamestop as a result of the anticompetitive scheme.

**C. Brokerage Defendants**

**a. Defendant Ally Financial Inc.**

28. Defendant Ally Financial Inc. (“Ally”) is a Delaware corporation, with its headquarters located at Ally Detroit Center 500, Woodward Ave., Floor 10, Detroit, Michigan. Ally provides financial services including an electronic trading platform to trade financial assets. Ally sold Relevant Securities directly to members of the Class during the Class Period.



1                   **b. Defendant Alpaca Securities LLC**

2           29. Defendant Alpaca Securities LLC (“Alpaca”) is a Delaware corporation, with its  
3 headquarters at 20 N San Mateo Drive Suite 10, San Mateo, California. Alpaca provides financial  
4 services including an electronic trading platform to trade financial assets. Alpaca sold Relevant  
5 Securities directly to members of the Class during the Class Period.

6                   **c. Defendant Cash App**

7           30. Defendant Cash App Investing LLC (“Cash App Investing”) is a Delaware corporation  
8 headquartered at 920, SW 6th Avenue Ste. 1200, Portland, Oregon. Cash App Investing is a wholly  
9 owned subsidiary of Square Inc. Cash App Investing provides financial services including an electronic  
10 trading platform to trade financial assets. Cash App Investing sold Relevant Securities directly to  
11 members of the Class during the Class Period. Square Inc. and Cash App Investing LLC are referred  
12 collectively as “Cash App.”

13           31. Defendant Square Inc. is a Delaware corporation with its headquarters located at 1455  
14 Market Street, Suite 600, San Francisco, California.

15                   **d. Defendant Dough**

16           32. Defendant Dough LLC (“Dough”) is a Delaware limited-liability corporation, with its  
17 headquarters located at 327 N. Aberdeen Street, Chicago, Illinois. Dough provides financial services  
18 including an electronic trading platform to trade financial assets. Dough sold Relevant Securities  
19 directly to members of the Class during the Class Period.

20                   **e. Defendant E\*Trade**

21           33. Defendant Morgan Stanley Smith Barney LLC (“Morgan Stanley”) is a Delaware  
22 limited-liability corporation and parent company of E\*Trade, with its headquarters located at 1585  
23 Broadway Avenue, New York, New York. Morgan Stanley is the owner and ultimate parent of E\*Trade  
24 Securities LLC, E\*Trade Financial Corporation, and E\*Trade Financial Holdings. Morgan Stanley,  
25 E\*Trade Securities LLC, E\*Trade Financial Corporation, and E\*Trade Financial Holdings are  
26 collectively referred to as “E\*Trade.”

27           34. Defendant E\*Trade Securities LLC is a Delaware limited-liability corporation, with its  
28 headquarters at 671 North Glebe Road, Ballston Tower, Arlington, Texas.

1           35. Defendant E\*Trade Financial Corporation is a Delaware corporation, with its  
2 headquarters at 671 North Glebe Road, Ballston Tower, Arlington, Texas.

3           36. Defendant E\*Trade Financial Holdings, LLC is a Delaware limited-liability corporation,  
4 with its headquarters at 671 North Glebe Road, Ballston Tower, Arlington, Texas.

5           **f. Defendant eToro**

6           37. Defendant Etoro USA Securities, INC. (“eToro”) is a Delaware corporation and owner  
7 of the application eToro, headquartered at 221 River St., 9th floor, Hoboken, New Jersey. eToro  
8 provides financial services including an electronic trading platform to trade financial assets. eToro sold  
9 Relevant Securities directly to members of the Class during the Class Period.

10           **g. Defendant Freetrade**

11           38. Defendant Freetrade, Ltd. (“Freetrade”) is a company incorporated in the United  
12 Kingdom, headquartered at 32-38 Leman Street, London, United Kingdom. Freetrade provides  
13 financial services including an electronic trading platform to trade financial assets. Freetrade sold  
14 Relevant Securities directly to members of the Class during the Class Period.

15           **h. Defendant Interactive Brokers**

16           39. Defendant Interactive Brokers LLC (“Interactive Brokers”) is a Delaware limited-  
17 liability corporation headquartered at 1 Pickwick Plaza, Greenwich, Connecticut. Interactive Brokers  
18 provides financial services including an electronic trading platform to trade financial assets. Interactive  
19 Brokers sold Relevant Securities directly to members of the Class during the Class Period.

20           **i. Defendant M1 Finance**

21           40. Defendant M1 Finance, LLC (“M1 Finance”) is a Delaware corporation headquartered  
22 at 200 North La Salle Street, Suite 800, Chicago, Illinois. M1 Finance provides financial services  
23 including an electronic trading platform to trade financial assets. M1 Finance sold Relevant Securities  
24 directly to members of the Class during the Class Period.

25           **j. Defendant Public.com**

26           41. Defendant Open To The Public Investing, Inc. (“Public.com”) is a New York  
27 corporation, headquartered at 1 State Street Plaza, 10th Floor, New York, New York. Public.com  
28

1 provides financial services including an electronic trading platform to trade financial assets. Public.com  
2 sold Relevant Securities directly to members of the Class during the Class Period.

3 **k. Defendant Robinhood**

4 42. Defendant Robinhood Markets, Inc. is a Delaware corporation with its principal place of  
5 business at 85 Willow Road, Menlo Park, California. Defendant Robinhood Markets, Inc. is the  
6 corporate parent of and controls the affairs of Defendants Robinhood Financial, LLC and Robinhood  
7 Securities, LLC.

8 43. Defendant Robinhood Financial, LLC is a Delaware corporation with its principal place  
9 of business at 85 Willow Road, Menlo Park, California. It is a wholly- owned subsidiary of Robinhood  
10 Markets, Inc.

11 44. Defendant Robinhood Securities, LLC is a Delaware corporation with its principal place  
12 of business at 500 Colonial Center Parkway, Suite 100, Lake Mary, Florida. It is a wholly owned  
13 subsidiary of Defendant Robinhood Markets, Inc. Defendant Robinhood Financial (collectively, with  
14 Robinhood Financial, LLC and Robinhood Markets, Inc. as “Robinhood”).

15 45. Robinhood provides financial services including an electronic trading platform to trade  
16 financial assets. Robinhood sold Relevant Securities directly to members of the Class during the Class  
17 Period.

18 **l. Defendant Stash**

19 46. Defendant Barclays Bank PLC is a company incorporated in the United Kingdom, and  
20 headquartered at 745 7th Ave New York, New York. Barclays Bank PLC is the ultimate corporate parent  
21 of, and controls the affairs of Stash Financial, Inc.

22 47. Defendant Stash Financial, Inc. (“Stash”) is a Delaware corporation and owner of the  
23 application Stash, headquartered at 500 7th Avenue, 18th Floor, New York, New York. Stash is a wholly-  
24 owned subsidiary of Barclays Bank PLC. Stash provides financial services including an electronic  
25 trading platform to trade financial assets. Stash sold Relevant Securities directly to members of the  
26 Class during the Class Period.

1                   **m. Defendant Tastyworks**

2           48. Defendant IG Group Holdings PLC is a Delaware public limited company and ultimate  
3 corporate parent of and controls the affairs Tastyworks, Inc., headquartered at 200 West Jackson Blvd.,  
4 Suite 1450, Chicago, Illinois.

5           49. Defendant Tastyworks, Inc. is a Delaware corporation and wholly-owned subsidiary of  
6 IG Group Holdings PLC, headquartered at 100 West Fulton Market Street, Suite 220, Chicago, Illinois  
7 (IG Holdings and Tastyworks, Inc. collectively, “Tastyworks”).

8           50. Tastyworks provides financial services including an electronic trading platform to trade  
9 financial assets. Tastyworks sold Relevant Securities directly to members of the Class during the Class  
10 Period.

11                   **n. Defendant TD Ameritrade**

12           51. Defendant The Charles Schwab Corporation is a Delaware corporation with its principal  
13 place of business at 211 Main Street, San Francisco, California. The Charles Schwab Corporation is the  
14 ultimate corporate parent of and controls the affairs of Charles Schwab & Co., Inc. and TD Ameritrade  
15 Inc.

16           52. Defendant Charles Schwab & Co. Inc. is a California corporation with its principal place  
17 of business at 211 Main Street, San Francisco, California. Charles Schwab & Co. Inc. is a wholly owned  
18 subsidiary of The Charles Schwab Corporation.

19           53. Defendant TD Ameritrade, Inc., is a New York corporation with its principal place of  
20 business in Illinois. As of October 2020, The Charles Schwab Corporation acquired TD Ameritrade,  
21 Inc. The Charles Schwab Corporation, Charles Schwab & Co., Inc. and TD Ameritrade, Inc.  
22 collectively, “TD Ameritrade.” TD Ameritrade provides financial services including an electronic  
23 trading platform to trade financial assets. TD Ameritrade sold Relevant Securities directly to members  
24 of the Class during the Class Period.

25                   **o. Defendant Trade Republic**

26           54. Defendant FF Trade Republic Growth, LLC (“Trade Republic”) is a Delaware  
27 corporation, headquartered at One Letterman Drive, Building D, 5th Floor, San Francisco, California.  
28 Trade Republic provides financial services including an electronic trading platform to trade financial

1 assets. Trade Republic sold Relevant Securities directly to members of the Class during the Class  
2 Period.

3 **p. Defendant Trading 212**

4 55. Defendant Trading 212 Ltd. is a Bulgarian company headquartered at 3 Lachezar  
5 Stanchev Str., Litex Tower, Floor 10, Sofia 1797, Bulgaria. Trading 212 Ltd. is the ultimate corporate  
6 parent of and controls the affairs of Trading 212 UK Ltd.

7 56. Defendant Trading 212 UK Ltd. is a company incorporated in the United Kingdom  
8 headquartered at 107 Cheapside, London, United Kingdom. Trading 212 UK Ltd. a wholly-owned  
9 subsidiary of Trading 212 Ltd. (Trading 212 Ltd. and Trading 212 UK Ltd. collectively, “Trading 212”).  
10 Trading 212 provides financial services including an electronic trading platform to trade financial assets.  
11 Trading 212 sold Relevant Securities directly to members of the Class during the Class Period.

12 **q. Defendant WeBull**

13 57. Defendant Fumi Holdings, Inc. is a Chinese corporation. Fumi Holdings, Inc. and  
14 headquartered in Hunan, China. Fumi Holdings, Inc. is the corporate parent of, and controls the affairs  
15 of Webull Financial LLC.

16 58. Defendant Webull Financial LLC (“WeBull”) is a Delaware corporation and wholly-  
17 owned subsidiary of Fumi Holdings, Inc., headquartered at 44 Wall Street, Ste 501, New York, New  
18 York. WeBull is a wholly-owned subsidiary of Fumi Holdings, Inc. WeBull provides financial services  
19 including an electronic trading platform to trade financial assets. WeBull sold Relevant Securities  
20 directly to members of the Class during the Class Period.

21 **D. Fund Defendants**

22 **a. Defendant Citadel**

23 59. Defendant Citadel Enterprise Americas LLC is a Delaware limited-liability corporation,  
24 headquartered at 131 South Dearborn Street, Chicago, Illinois. Citadel Enterprise Americas LLC is the  
25 corporate parent of, and controls the affairs of Citadel Securities LLC.

26 60. Defendant Citadel Securities LLC is a Delaware limited-limited corporation,  
27 headquartered at 131 South Dearborn Street, Chicago, Illinois. Citadel Securities LLC is a wholly-  
28

1 owned subsidiary of Citadel Enterprise Americas LLC. Citadel Enterprise Americas, LLC and Citadel  
2 Securities LLC collectively, “Citadel.”

3 61. Defendant Citadel took short positions in the Relevant Securities. Citadel actively  
4 participated in the conspiracy and the wrongful acts alleged herein.

5 **b. Defendant Melvin Capital**

6 62. Defendant Melvin Capital Management LP (hereinafter “Melvin Capital”) is a  
7 Delaware limited partnership headquartered at 535 Madison Avenue, 22nd Floor, New York, New York.

8 63. Defendant Melvin Capital took short positions in the Relevant Securities. Melvin  
9 Capital actively participated in the conspiracy and the wrongful acts alleged herein.

10 **c. Defendant Sequoia**

11 64. Defendant Sequoia Capital Operations LLC (“Sequoia”) is a Delaware limited-liability  
12 corporation, headquartered at 2800 Sand Hill Road, Suite 101, Menlo Park, California.

13 65. Defendant Sequoia actively participated in the conspiracy and the wrongful acts alleged  
14 herein.

15 **E. Clearinghouse Defendants**

16 **a. Defendant Apex**

17 66. Defendant Apex Clearing Corporation (“Apex”) is a New York corporation  
18 headquartered at One Dallas Center, 350 N. St. Paul, Suite 1300, Dallas, Texas.

19 67. Defendant Apex participated in the conspiracy and the wrongful acts alleged herein.

20 **b. Defendant Depository Trust & Clearing Corporation**

21 68. Defendant The Depository Trust & Clearing Corporation (“DTCC”) is a New York  
22 company headquartered at 55 Water Street, New York, New York.

23 69. Defendant DTCC participated in the conspiracy and the wrongful acts alleged herein.

24 **AGENTS AND CO-CONSPIRATORS**

25 70. The anticompetitive and unlawful acts alleged against the Defendants in this class action  
26 complaint were authorized, ordered or performed by the Defendants’ respective officers, agents,  
27 employees, representatives, or shareholders while actively engaged in the management, direction, or  
28 control of the Defendants’ businesses or affairs.



1           77.       Plaintiffs do not know the exact number of Class members, because such information is  
2 in the exclusive control of Defendants. Plaintiffs are informed and believe that, due to the nature of the  
3 trade and commerce involved, there are millions of Class members geographically dispersed throughout  
4 the United States and elsewhere, such that joinder of all Class members in the prosecution of this action  
5 is impracticable.

6           78.       Plaintiffs' claims are typical of the claims of their fellow Class members because  
7 Plaintiffs directly purchased stocks and instruments via the Brokerages. Plaintiffs and all Class members  
8 were damaged by the same wrongful conduct of Defendants as alleged herein, and the relief sought  
9 herein is common to all members of the Class.

10          79.       Plaintiffs will fairly and adequately represent the interests of the Class because they  
11 purchased the Relevant Securities directly from the one or more of the Defendants and have no conflicts  
12 with any other members of the Class. Furthermore, Plaintiffs have retained sophisticated and  
13 competent counsel who is experienced in prosecuting antitrust class actions, as well as other complex  
14 litigation.

15          80.       Numerous questions of law or fact common to the entire Class—including, but not  
16 limited to those identified below—arise from Defendants' anticompetitive and unlawful conduct:

- 17           a.       whether Defendants combined or conspired with one another to artificially  
18                suppress prices for the Relevant Securities at any time during the Class Period to  
19                purchasers in the United States;
- 20           b.       whether Defendants combined or conspired with one another to fix, raise,  
21                maintain, stabilize and/or suppress prices for Relevant Securities at any time  
22                during the Class Period to purchasers in the United States;
- 23           c.       whether Defendants' conduct caused the prices of the Relevant Securities, sold  
24                or held by the Retail Investors in the United States at any time during the Class  
25                Period to be artificially fixed, suppressed, maintained or stabilized;
- 26           d.       whether Plaintiffs and the other members of the Class were injured by  
27                Defendants' conduct and, if so, the appropriate Class-wide measure of damages;  
28                and



1 e. whether Plaintiffs and other members of the Class are entitled to, among other  
2 things, injunctive relief, and, if so, the nature and extent of such relief.

3 81. These and other questions of law and fact are common to the Class and predominate  
4 over any questions affecting the Class members individually.

5 82. Defendants have acted on grounds generally applicable to the Class, thereby making final  
6 injunctive relief appropriate with respect to the Class as a whole. This class action is superior to  
7 alternatives, if any, for the fair and efficient adjudication of this controversy. Prosecuting the claims  
8 pleaded herein as a class action will eliminate the possibility of repetitive litigation. There will be no  
9 material difficulty in the management of this action as a class action.

10 83. The prosecution of separate actions by individual Class members would create the risk  
11 of inconsistent or varying adjudications, establishing incompatible standards of conduct for Defendants.

12 **FACTUAL ALLEGATIONS**

13 84. Retail Investors participate in online financial discussion forums, including but not  
14 limited to Reddit, Facebook, and TikTok. Through these forums, and elsewhere, Retail Investors are  
15 able to trade information about their market observations and help like-minded peers benefit from their  
16 research. During the Relevant Period, Retail Investors communicated and exchanges information  
17 regarding the Relevant Securities, among other things.

18 85. Based on their research, the Retail Investors, through stockbrokers such as the  
19 Brokerage Defendants, invested in the Relevant Securities that they believed would increase in price and  
20 grow.

21 86. The Fund Defendants and unnamed co-conspirators purchased and held “short”  
22 positions in the Relevant Securities. By the nature of the short positions, the Fund Defendants, the  
23 Clearinghouse Defendants and certain unnamed co-conspirators stood to benefit and substantially profit  
24 were the prices of the Relevant Securities to decrease. Short-selling is highly speculative. In a free and  
25 open market, there would be substantial financial risk that prices might increase causing the short sellers  
26 to cover the contract at a loss.

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1           95.     In addition to Gamestop, Retail Investors invested in the other Relevant Securities based  
2 on their valuation and anticipated business performance. For example, Retail Investors invested in  
3 Nokia (NOK) because Nokia, which had historically focused its business on the manufacture and sale of  
4 mobile phone handsets, had been expanding in other industries, including investing in 5G  
5 communication networks, including towers and other infrastructure.

6           96.     Like other Retail Investors, Plaintiffs purchased “long” positions in these companies,  
7 including stocks, option contracts and other securities.

8           97.     In a free and open market, stock prices are determined by the laws of supply and demand  
9 as purchasers and sellers bid and ask stock prices. As more investors buy a certain stock, and bid up the  
10 stock’s prices, the market price for the stock rises. Conversely, as investors sell stock, the stock price is  
11 bid down and the market price for the stock declines.

12           98.     If an investor has long positions, it means that the investor has bought and owns those  
13 shares of stocks (in contrast to a short position, where the investor owes those stocks to someone, but  
14 does not actually own them yet). Investors holding long positions generally own the stock with the  
15 expectation that it will rise in value and it will be worth more than they paid for it. When the investor  
16 sells a long position, the profit or loss from the same is the difference between the purchase price of the  
17 security and the sale price of the security.

18           99.     Retail Investors took long positions in the Relevant Securities with the expectation that  
19 the stock would increase in value, generally because they believed that the respective companies’  
20 business prospects were improving. Investors in the Relevant Securities generally believed they were  
21 good investment opportunities, and that prices of their securities would rise as can be expected when a  
22 market is operating freely, without fraud, conspiracy or manipulation.

23           100.    Institutional investors, including the Fund Defendants and unnamed co-conspirators,  
24 acquired massive “short” positions in the Relevant Securities.

25           101.    As indicated above, “short” sellers borrow shares of an asset that they believe will fall in  
26 price only to buy them after the asset depreciates in value. Short sellers essentially bet on an asset’s  
27 failure rather than its success. Profit is made in the difference between the value lost at the time sold  
28 versus when the time when the short position is bought. For example, a short seller borrows a share of

1 Company X (for a fee) from a broker which is presently valued at \$10. The short seller immediately sells  
2 the share and waits for the value of the share to drop. The share price then falls to \$4. The short seller  
3 then purchases the share at the reduced value of \$4 and returns it to the lender and earns the difference  
4 of \$6. Short sales are often time limited. On the other hand, if the price of the share rises to \$20, the  
5 short seller would need to purchase the share at \$20 to return it to the lender, thereby incurring a loss of  
6 \$10.

7 102. To a short seller, the more a stock price increases, the greater the loss to the short seller.  
8 The theoretical loss to a short investor who predicts wrongly is potentially infinite. Should a short seller  
9 want to exit a short position in the face of rapidly increasing stock price, they must “buy back” the stock  
10 at the higher price to return to the institution they borrowed the share from. Risk from bad short selling  
11 investments is potentially ruinous and catastrophic.

12 103. On the other hand, an investor who purchases a stock “long” is limited to a maximum  
13 loss of the price of an asset potentially decreasing to zero.

14 104. Defendant Melvin Capital, for example, shorted approximately 140% of Gamestop’s total  
15 stock. The practice of short selling more shares than exists is itself an illegal practice known as “naked  
16 shorting.” In a “naked” short sale, a seller does not borrow or arrange to borrow the necessary  
17 securities in time to deliver them to the buyer within the standard three-day settlement period.  
18 Although abusive “naked” short selling is not defined in the federal securities laws, it refers generally to  
19 selling short without having stock available for delivery and intentionally failing to deliver stock within  
20 the standard three-day settlement period.

21 105. As a result of Retail Investors purchasing long positions in the Relevant Securities, the  
22 stock price of these companies began to rise. As the value of the Relevant Securities increased, this  
23 resulted in a “short squeeze.”

24 106. A short squeeze occurs when a stock or other asset rises sharply in value, distressing  
25 short positions in the asset. A short squeeze therefore is when investors in short positions are faced with  
26 a rapid increase in the shorted asset’s value, exposing the short seller to increased loss. As the price of  
27 the asset rises, short sellers may face pressure to buy back stock to exit their short positions to mitigate  
28

1 their losses. In the absence of intervention, as short sellers exit their short positions to buy back stocks  
2 to cover their shorts, the purchase of stock further increases the price of the stock.

3 107. For example, with regards to Gamestop, a popular Reddit user who also creates content  
4 on Youtube under the handle Roaring Kitty (“Roaring Kitty”) had reason to believe that hedge funds  
5 had entered into these short positions with respect to Gamestop’s stock. Based on his own financial  
6 analysis, Roaring Kitty determined that Gamestop was actually undervalued due to coordinated shorting  
7 of Gamestop by numerous funds and made an initial purchase of \$50,000 of Gamestop stock and  
8 published his investments on the Reddit financial discussion forum WallStreetBets.

9 108. WallStreetBets is a financial discussion forum on Reddit. WallStreetBets is characterized  
10 by a particular culture centered around discussion of financial investments and memes. Many users on  
11 WallStreetBets are sophisticated, financially savvy Retail Investors with business acumen.

12 109. Roaring Kitty regularly updated and continued to publish information and analysis that  
13 Gamestop stocks were undervalued. In August 2020, Roaring Kitty posted an in-depth analysis of  
14 Gamestop’s stock on his Youtube channel, walking his subscribers through his extensive analysis of the  
15 value proposition of the stock.

16 110. Attention to Gamestop’s stock was not limited to online financial communities and  
17 discussion forums. Dr. Michael Burry (who gained fame for his investment decisions in relation with  
18 correctly predicting the 2008 financial crisis as presented in the film *The Big Short*) and his investment  
19 firm Scion Asset Management, LLC spent nearly \$15 million to purchase stock in Gamestop in 2019 at  
20 share prices between \$2 and \$4.20 per share for a 5% ownership position in Gamestop. Retail Investors  
21 took notice and Gamestop’s price steadily increased.

22 111. Ryan Cohen, the co-founder and former CEO of the pet e-commerce website  
23 Chewy.com, invested \$76 million and acquired a 12.9% stake in Gamestop in 2020. Several Retail  
24 Investors were optimistic about Ryan Cohen’s involvement in Gamestop, who joined the board of  
25 directors on January 11, 2021.

26 112. Institutional investors, holding large short positions in Gamestop’s stock and other  
27 Relevant Securities began to push back and attempted to message on media and elsewhere that the  
28 Relevant Securities were not as valuable as the Retail Investors thought. For example, on January 21,

2021, when Gamestop was valued at approximately \$20 per share, Andrew Left, the founder of Citron Research, a capital research and investment firm, gave an interview explaining why he was shorting Gamestop.

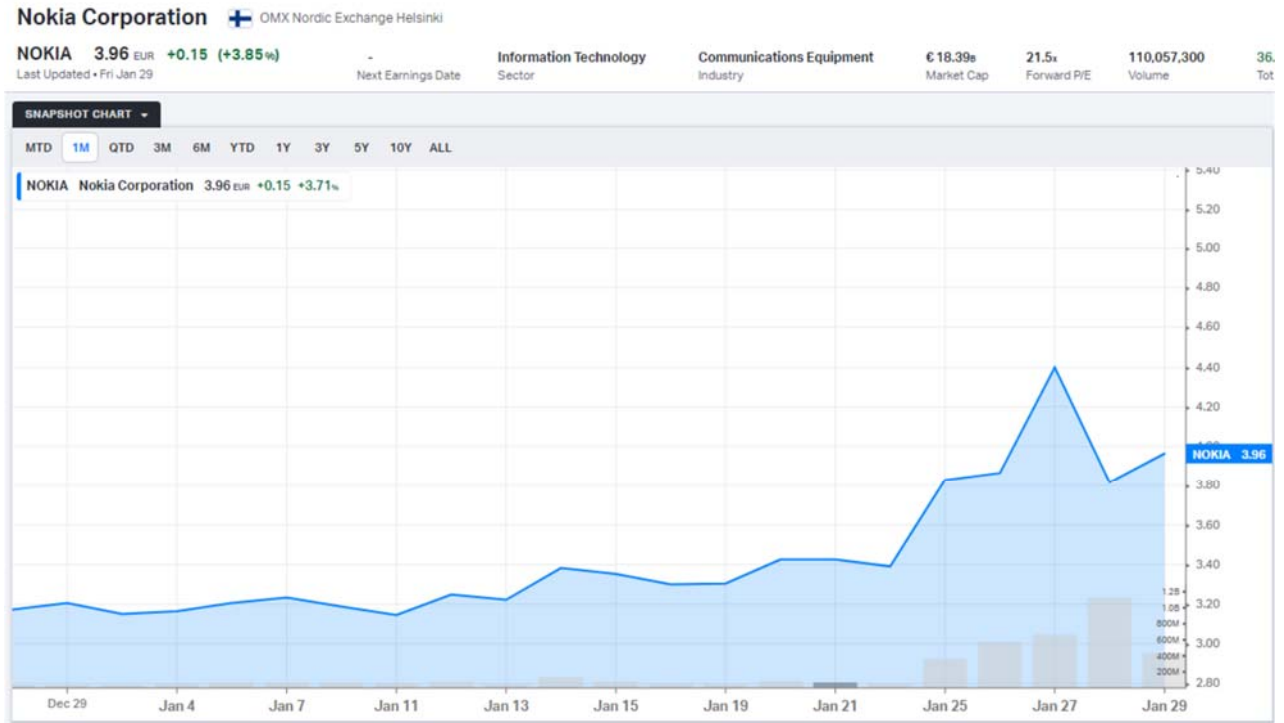
113. In response, Retail Investors further went long on Gamestop and other Relevant Securities. Given the operation of a free and open market, the prices of Gamestop and other Relevant Securities was bid up and prices increased. This exposed short sellers in those stocks, including the Fund Defendants, to substantial losses. It was a textbook short squeeze.

114. On January 21, 2021, the Relevant Securities' stock prices increased substantially. For example, on January 8, 2021, Gamestop's stock was priced at \$17.69 per share. On January 27, 2021, driven by investments from Retail Investors, Gamestop's stock closed at \$347.51. Other Relevant Securities experienced similar increases.

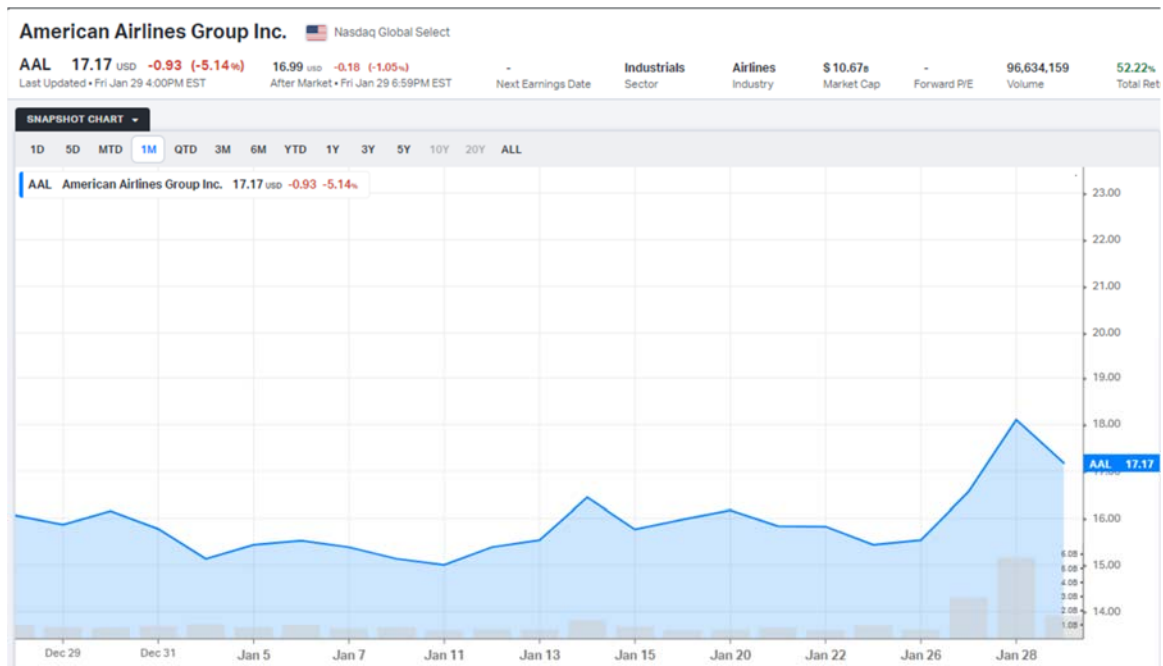
115. The figure below summarizes the prices of Gamestop's stock from December 28, 2020 through January 29, 2021.



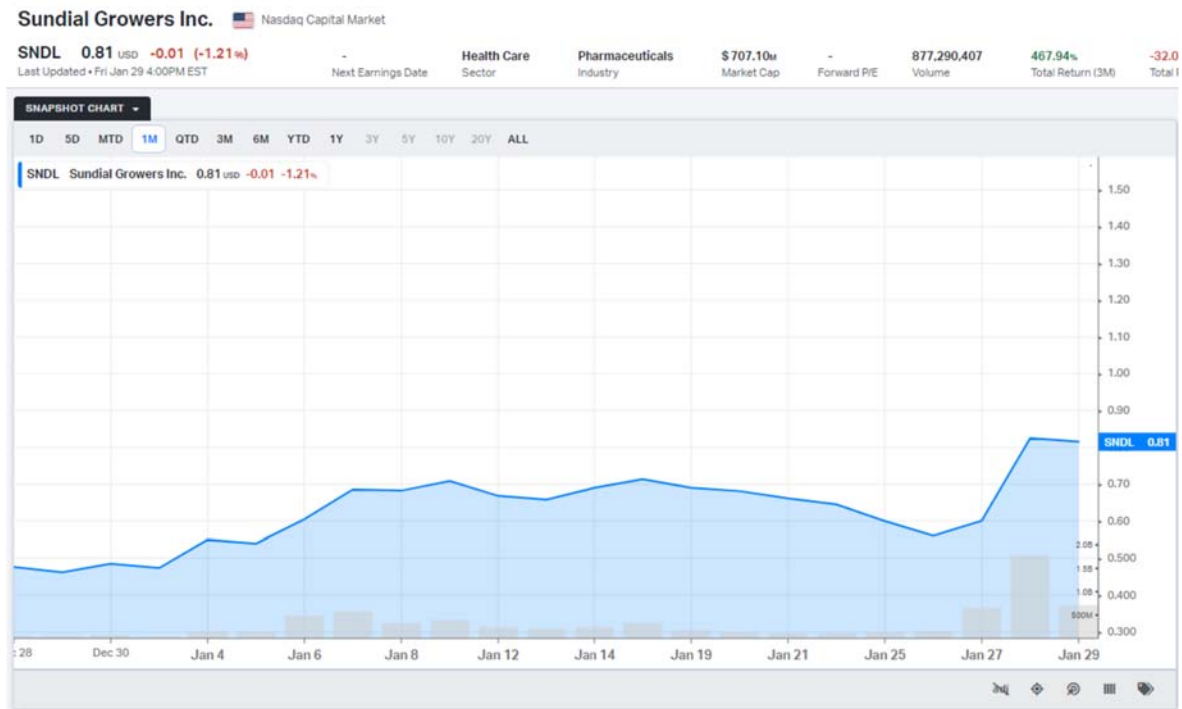
116. The figure below summarizes the prices of Nokia Corporation’s stock from December 28, 2020 through January 29, 2021.



117. The figure below summarizes the prices of American Airlines Group Inc.’s stock from December 28, 2020 through January 29, 2021.



118. The figure below summarizes the prices of Sundial Growers Inc.'s stock from December 28, 2020 through January 29, 2021.

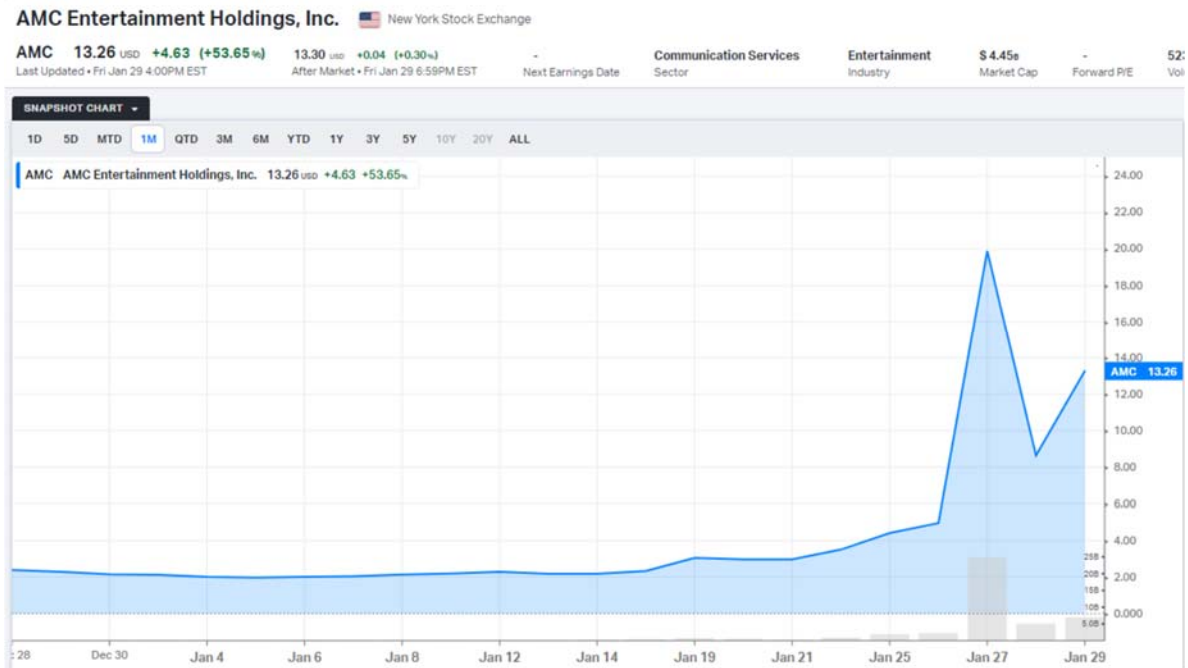


119. The figure below summarizes the prices of Naked Brand Group Limited's stock from December 28, 2020 through January 29, 2021.

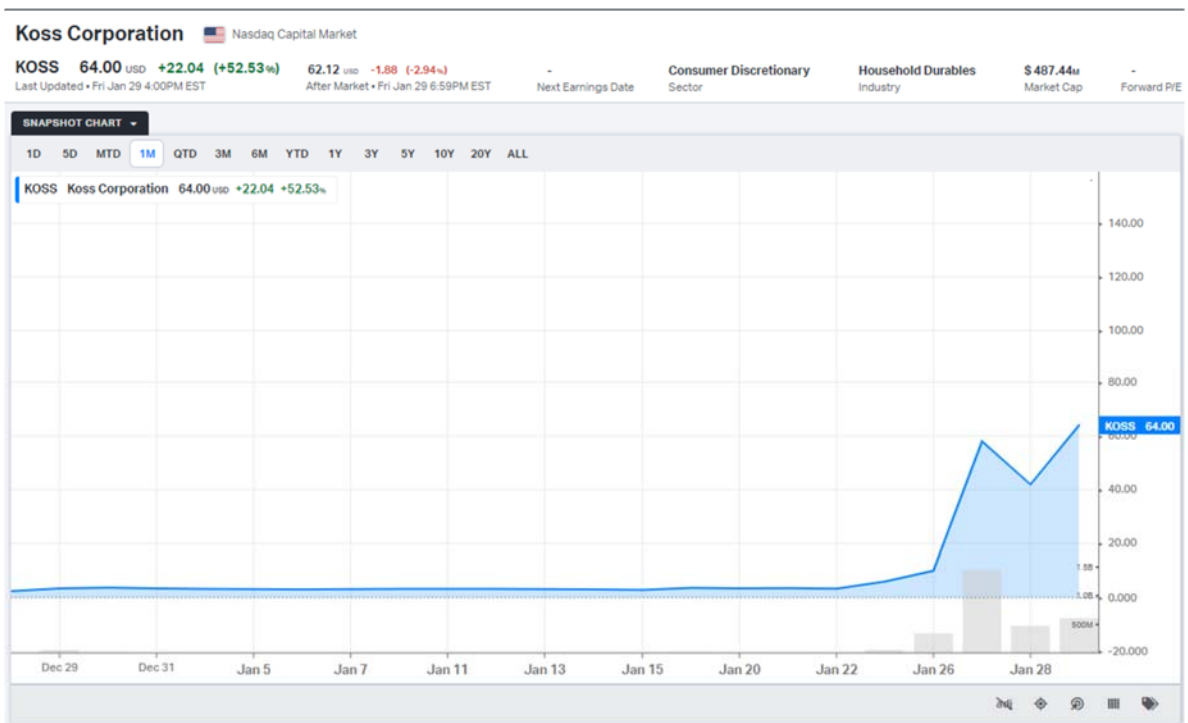




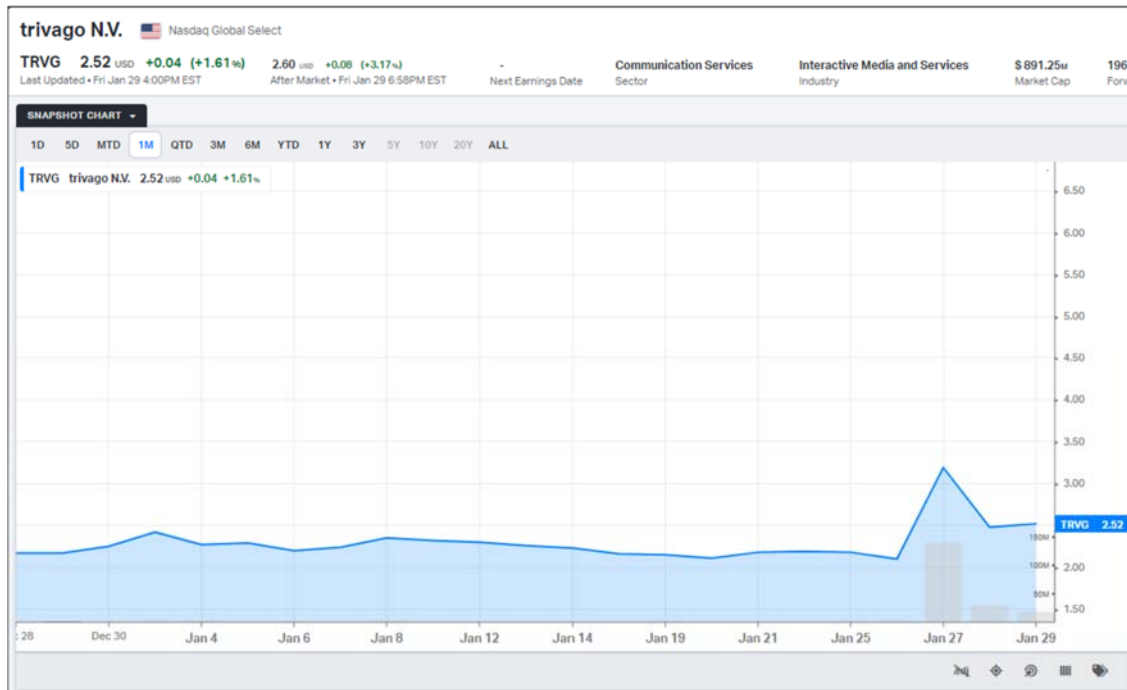
120. The figure below summarizes the prices of AMC Entertainment Holdings, Inc.’ stock from December 28, 2020 through January 29, 2021.



121. The figure below summarizes the prices of Koss Corporation’s stock from December 28, 2020 through January 29, 2021.



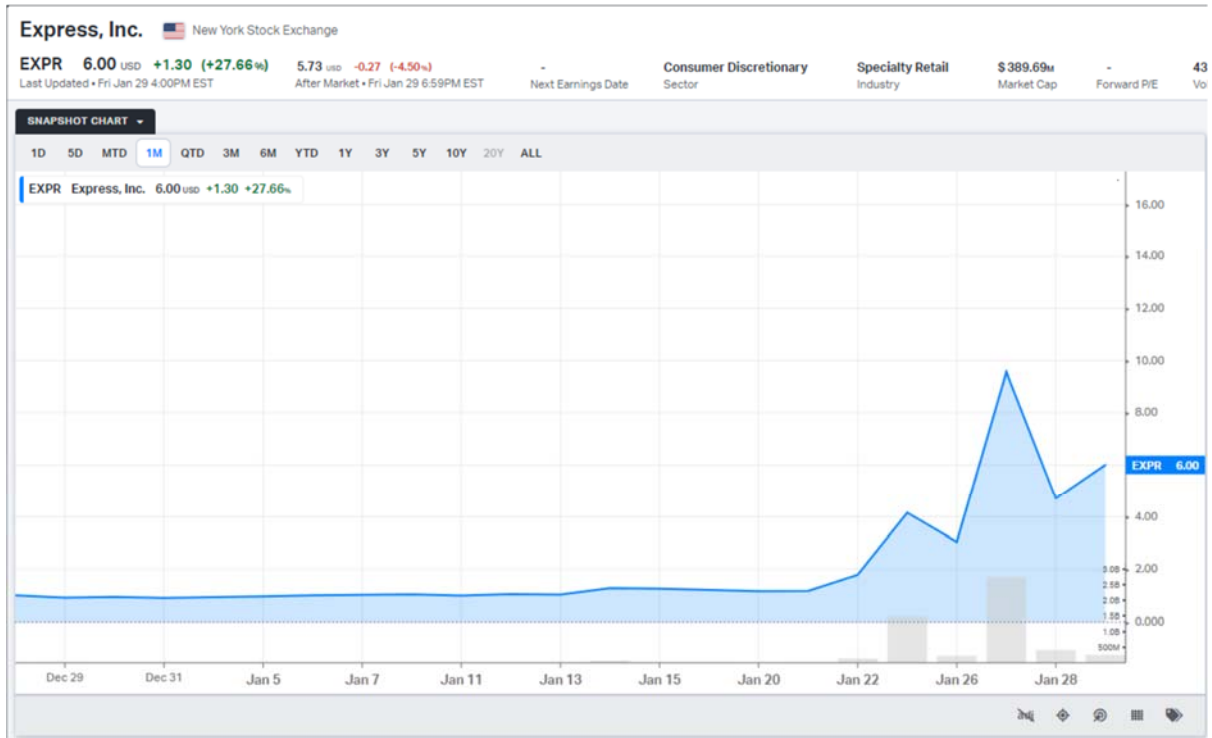
122. The figure below summarizes the prices of Trivago stock from December 28, 2020 through January 29, 2021.



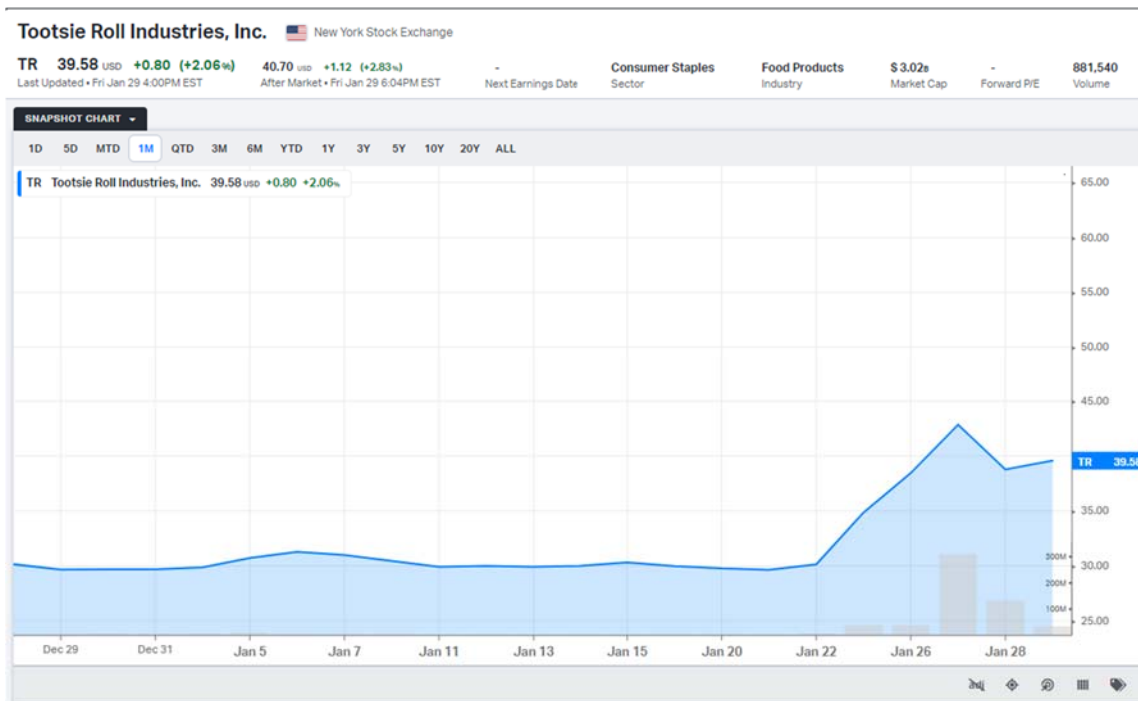
123. The figure below summarizes the prices of Bed Bath & Beyond stock from December 28, 2020 through January 29, 2021.



1 124. The figure below summarizes the prices of Express stock from December 28, 2020  
 2 through January 29, 2021.



15 125. The figure below summarizes the prices of Tootsie Roll Industries Inc.'s stock from  
 16 December 28, 2020 through January 29, 2021.



126. The figure below summarizes the prices of Blackberry's stock from December 28, 2020 through January 29, 2021.



127. The tremendous growth in the Relevant Securities' stock price resulted in significant and potentially disastrous exposure of institutional investors, and hedge funds, including the Fund Defendants and their co-conspirators holding short positions in the Relevant Securities.

128. Defendant Citadel Investments, for example, holds a significant interest in Defendant Melvin Capital (who had the illegal naked 140% short position) and was forced to inject around \$3 billion along with another fund, Point72, to bailout Melvin Capital from its distressed short position.

129. In essence, small Retail Investors concluded that institutional investors had severely undervalued the Relevant Securities by shorting them, presenting a good investment opportunity. By investing in the undervalued Relevant Securities, the Retail Investors were outfoxing Wall Street at its own game.

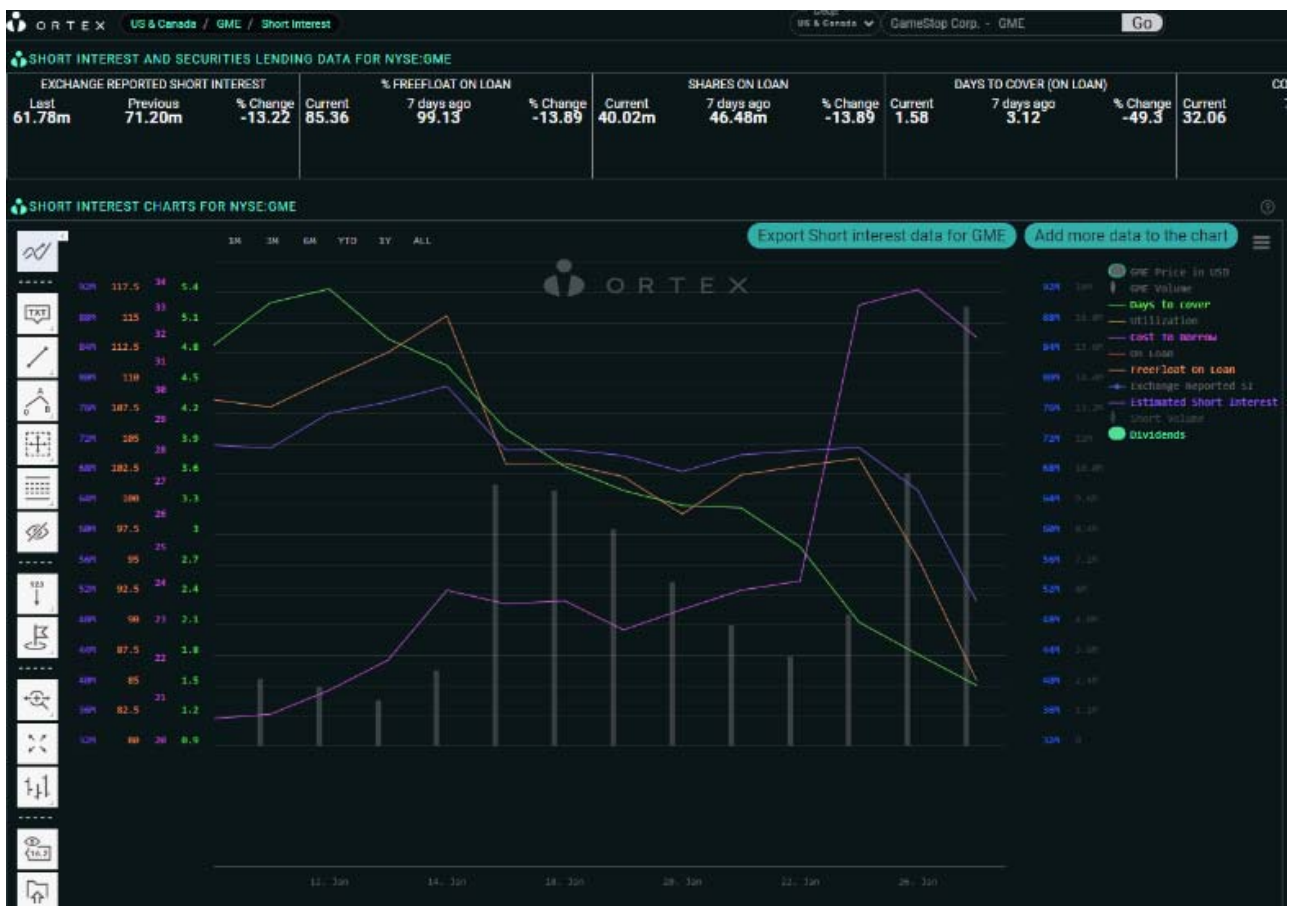
### *The Illegal Scheme*

130. Rather than use their financial acumen to compete and invest in good opportunities in the market to recoup the loss in their short positions the growth in the Relevant Securities' prices

1 represented, or paying the price for their highly speculative bad bets, Defendants instead hatched an  
 2 anticompetitive scheme to limit trading in the Relevant Securities.

3 131. After the market closed on January 27, 2021, after-hours revealed suspicious  
 4 coordinated trading activity. After-hours trading is not permitted for individual Retail Investors and is  
 5 restricted to institutional investors such as hedge funds.

6 132. Analytics revealed a significant volume of GME short volume immediately prior to the  
 7 markets opening on January 28, i.e., after-hour traders were taking more short positions suggesting  
 8 after-hour traders were trading in anticipation of a GME sell-off. The grey lines in chart below represent  
 9 the volume of short positions in GME. As demonstrated by the grey lines below, the volume of short  
 10 positions was much higher before January 28, 2021 than any of the prior days and had steadily increased  
 11 the week prior.









1           140. On Defendant Robinhood's web platform and mobile app, Retail Investors were blocked  
2 from searching for the Relevant Securities in Robinhood's app. In fact, their respective ticker symbols  
3 were not even searchable by Retail Investors. The market was essentially shut down with the purpose of  
4 benefitting the participants in the conspiracy and with the intent to harm Plaintiffs and the members of  
5 the Class.



20           141. Defendant Stash prohibited users from viewing tickers for the Relevant Securities, and  
21 the pages only displayed loading graphics. Other tickers were under no such restriction and were easily  
22 searchable on the platform. Because of the Stash platform's design, a Retail Investor who cannot view  
23 the page for a particular asset cannot trade in that asset. As a result, Retail Investors were unable to  
24 access the page for the Relevant Securities to open new long positions in the Relevant Securities.

25           142. While there had been reports of increasing government attention from the SEC and even  
26 the administration in relation to these rapidly increasing prices of the Relevant Securities, there was no  
27 formal governmental guidance issued to restrict trading in these stocks in advance of January 28, 2021.  
28



1           143. Reporting throughout January 28, 2021, revealed that the ban on purchasing stock of the  
2 Relevant Securities was widespread among brokerages. On information and belief, the Brokerage  
3 Defendants adopted similar if not identical restrictions to Retail Investors from opening new positions in  
4 all, or at least one or more of the Relevant Securities. It is unlikely that they would have done so, but for  
5 the conspiratorial agreement. The market was essentially shut down with the purpose of benefitting the  
6 participants in the conspiracy and with the intent to harm Plaintiffs and the members of the Class.

7           144. Pursuant to the illegal anticompetitive scheme, the coordinated prohibition on buying  
8 any new Relevant Securities—through the Brokerage Defendants’ forced foreclosure on Retail Investors  
9 from buying Relevant Securities—led to a massive sell-off. This resulted in a steep decline in the stock  
10 prices for the Relevant Securities.

11           145. For example, on January 28, 2021, Gamestop’s stock fell 44.11% and closed at \$193.60  
12 per share. Retail Investors who wanted to take advantage of the price drop to buy more stock were  
13 unable to due to the coordinated ban on purchasing.

14           146. The prohibition on purchasing stock did not apply to all investors. Large investment  
15 firms such as the Fund Defendants faced no restrictions to purchasing the Relevant Securities. Whereas  
16 Retail Investors were excluded from purchasing securities at the reduced rate. Investment firms holding  
17 short positions were permitted to cover their short positions by buying securities at the artificially  
18 reduced price.

19           147. The coordinated prohibition on purchasing placed on Retail Investors quickly resulted in  
20 scrutiny from journalists and lawmakers. Defendant Robinhood in particular drew criticism from  
21 lawmakers on both sides of the aisle, including calls for congressional and DOJ investigation.

22           148. In response to the events of January 28, 2021, the SEC issued a formal letter that it was  
23 investigating the situation on January 29, 2021.

24           149. Robinhood’s conflict-ridden relationship with the Fund Defendants quickly came to  
25 light. In addition to its financial interest in Defendant Melvin Capital, it was revealed that Defendant  
26 Citadel regularly worked closely with Defendant Robinhood, serving as Defendant Robinhood’s market  
27 maker over 60% of the time.

28


1 150. Defendant Citadel also pays Defendant Robinhood for order flow. Payment for order  
2 flow is a kickback that a brokerage firm receives for directing orders to third party-market makers, like  
3 Citadel, for trade execution.

4 151. Reporting revealed that Defendant Citadel had “reloaded” their short positions before  
5 instructing Defendant Robinhood to prohibit the purchases of Gamestop and other stocks.

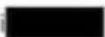
6 152. Employees of the Brokerage Defendants began to emerge as whistleblowers in online  
7 forums. A purported Robinhood employee reported on Reddit that Robinhood’s founder and other c-  
8 level executives had received calls from Defendant Sequoia Capital pressuring Robinhood into  
9 restricting trading in one or more of the Relevant Securities.

10 153. Other brokerage firms took other overt acts in furtherance of the anticompetitive  
11 scheme. Certain brokerages sold off long positions in stocks without the permission of the investor.

12 154. The Verge reported that several Retail Investors reported that they had purchased and  
13 filled orders of GME and AMC on Robinhood, but discovered that the stock had been sold without their  
14 permission on January 28, 2021. Another Retail Investor reported that a purchase of Naked Brand stock  
15 (NAKD) had been filled but subsequently sold without their consent. While Robinhood had warned  
16 investors that it may automatically sell off option contracts or assets purchased on margin, these  
17 investors denied that they had purchased stocks on margin and did not purchase option contracts.  
18 These Retail Investors had purchased cash positions in the Relevant Securities that were sold off  
19 without their consent.

20 Robinhood 

21  
22 Important Information About Your  
23 Robinhood Account

24 Hi 

25 In light of recent volatility, we are restricting transactions for certain  
26 securities to position closing only. However, due to the unreasonable  
27 risk involved in brokering your position, we have closed your 4,500  
28 shares of GME for an average price of \$118.93 on January 28th, 2021  
at 11:24 AM.

1           155. Defendants were aware that they were colluding to manipulate the market. In an  
2 interview given by Defendant Interactive Brokers' chairman Thomas Peterffy, Mr. Peterffy admitted  
3 that Interactive Brokers had restricted trading in order to "protect ourselves."

4           156. The anticompetitive conspiracy was authorized, ordered or performed by the  
5 Defendants' respective officers, agents, employees, representatives, or shareholders while actively  
6 engaged in the management, direction, or control of the Defendants' businesses or affairs.

7           157. At least 18 brokerages together prohibited Retail Investors from opening new positions  
8 in GME, AMC and other Relevant Securities on January 28, 2021. Some restricted Retailer Investors  
9 from opening new long positions in securities wholesale, whereas others restricted purchasing options  
10 only. No brokerages restricted selling of Relevant Securities by any investor, whether by a retail investor  
11 or large institutional investor.

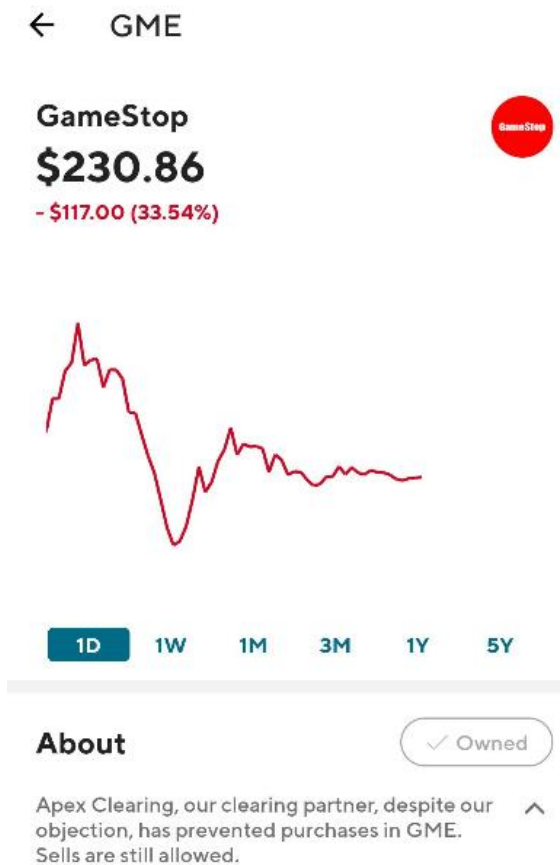
12           158. Not all brokerages banned the purchase of the Relevant Securities. Even in the cases  
13 where brokerages were allowing Retail Investors to open new long positions, however, the  
14 Clearinghouse Defendants began to raise fees to purchase securities or otherwise instruct brokerages to  
15 not consummate purchase orders.

16           159. Brokerages route trades through clearinghouses which streamlines the trading process.  
17 Some brokerages, such as Defendant Robinhood, serve as their own clearinghouse. By increasing fees to  
18 purchase a particular stock, the clearinghouse can suppress the amount of purchases of that stock and  
19 affect the stock's price.

20           160. The Clearinghouse Defendants raised the fees for consummating purchases of the  
21 relevant stocks to the non-conspiring brokerages, further facilitating the Fund Defendants covering of  
22 their short positions in furtherance of the conspiracy.

23  
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1 161. Nondefendant brokerage SoFi momentarily had trading in the Relevant Securities  
2 forcibly suspended by Clearinghouse Defendant Apex.



18 162. SoFi quickly objected to Defendant Apex's attempt to restrict trading in the Relevant  
19 Securities on SoFi's platform and trading was soon permitted on SoFi without restriction.

20 163. Anthony Denier, the CEO of Defendant Webull Financial LLC, a brokerage which had  
21 restricted trading in the Relevant Securities, placed the blame squarely on its clearinghouse, Defendant  
22 Apex Clearing, for the restrictions on trading the stocks. According to Denier, the collateral required by  
23 Apex for Gamestop increased by 100% and Apex had informed him that Webull needed to shut off the  
24 ability to open new positions in certain stocks. Denier further said that the restrictions originated the  
25 morning of January 28, 2021 and was informed that Apex was instructed by the Defendant Depository  
26 Trust & Clearing Corporation that it was increasing the collateral needed to settle trades for the  
27 Relevant Securities.

28

1           164. Denier further said that the restrictions originated the morning of January 28, 2021 and  
2 was informed that Defendant Apex was instructed by the Defendant Depository Trust & Clearing  
3 Corporation that it was increasing the collateral needed to settle trades for stocks such as Gamestop.

4           165. Other brokerages such as Defendants Ally Financial Inc., M1 Finance, Tastyworks, and  
5 Public.com also reported that Defendant Apex had halted all opening transactions of Gamestop, AMC  
6 and Koss, which they blamed for trading restrictions of the Relevant Securities on their platforms.

7           166. Similarly, Defendant Freetrade blamed Clearinghouse Defendant Barclay's PLC for its  
8 restrictions of the Relevant Securities on its platform.

9           167. Defendant Trading212 uses Defendant Interactive Brokers as its intermediary and said  
10 Defendant Interactive Brokers was at fault for Defendant Freetrade's restrictions on the Relevant  
11 Securities.

12           168. Defendants' conspiratorial acts resulted in lockstep price movements of the Relevant  
13 Securities that can only be explained by coordinated lockstep actions by Defendants, in particular when  
14 considering Retail Investors were only permitted to sell positions in the Relevant Securities.

15           169. As demonstrated by the charts below, the stock prices of the Relevant Securities moved  
16 almost in parallel with each other throughout January 28, 2021. The charts revealed a coordinated rise  
17 in the prices of the Relevant Securities at approximately 11:00-11:30 a.m. after the Relevant Securities  
18 took a steep dive after the markets opened. At that time, few if any Retail Investors were permitted to  
19 purchase positions in the Relevant Securities and only institutional investors such as the Fund  
20 Defendants were permitted to purchase.

21 //

22 //

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*The Anticompetitive Scheme is Ongoing*

170. Even in the face of increased scrutiny, Defendants continued their anticompetitive scheme to suppress the price of the Relevant Securities.

171. Partly as a result of criticism, the Brokerage Defendants nearly all permitted Retail Investors to open new long positions in the Relevant Securities as the market opened on January 29, 2021.

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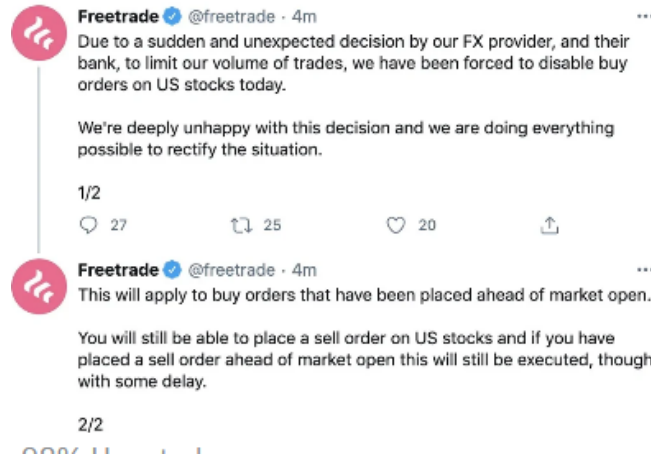
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172. Defendant Freetrade, a brokerage based in the United Kingdom, citing concerns from its foreign exchange provider, restricted trades in United States securities altogether on January 29, 2021, after restricting purchases on January 28, 2021.



173. While purchases were permitted, they were heavily restricted by the Brokerage Defendants. Nevertheless, Retail Investors, still believing in the value of these assets, continued to purchase stock in the Relevant Securities once they were permitted to.

174. Many of the Brokerage Defendants restricted trading of long option contracts and announced to Retail Investors they would close out their profitable option positions automatically.



1 175. The Relevant Securities began to regain the value lost the prior day as a result of  
2 Defendants' coordinated action to suppress the value of the stocks.

3 176. Because the Fund Defendants and other unnamed conspirators still had distressed short  
4 positions outstanding, this threatened their ill-gotten gains achieved the day before.

5 177. Defendant Robinhood limited users to purchasing a limited amount of stock. With  
6 respect to Gamestop, for example, Defendant Robinhood first restricted Retail Investors to purchasing  
7 only five shares of Gamestop, which resulted in a rapid decline in the value of Gamestop. As  
8 Gamestop's stock price recovered, Defendant Robinhood further limited purchases to two shares.

9 **Error**

10 This order will exceed the maximum allowed  
11 GME shares you can hold at this time. You  
12 currently have 5 shares purchased or pending -  
13 including this order - which exceeds the limit of  
14 2 shares.

Dismiss

15 178. When the value of Gamestop again began to recover, Defendant Robinhood later  
16 instituted a one share limit to acquisitions of Gamestop, further causing the value of Gamestop to  
17 decrease.

18 179. Brokerage Defendants instituted similar restrictions as to other Relevant Securities.

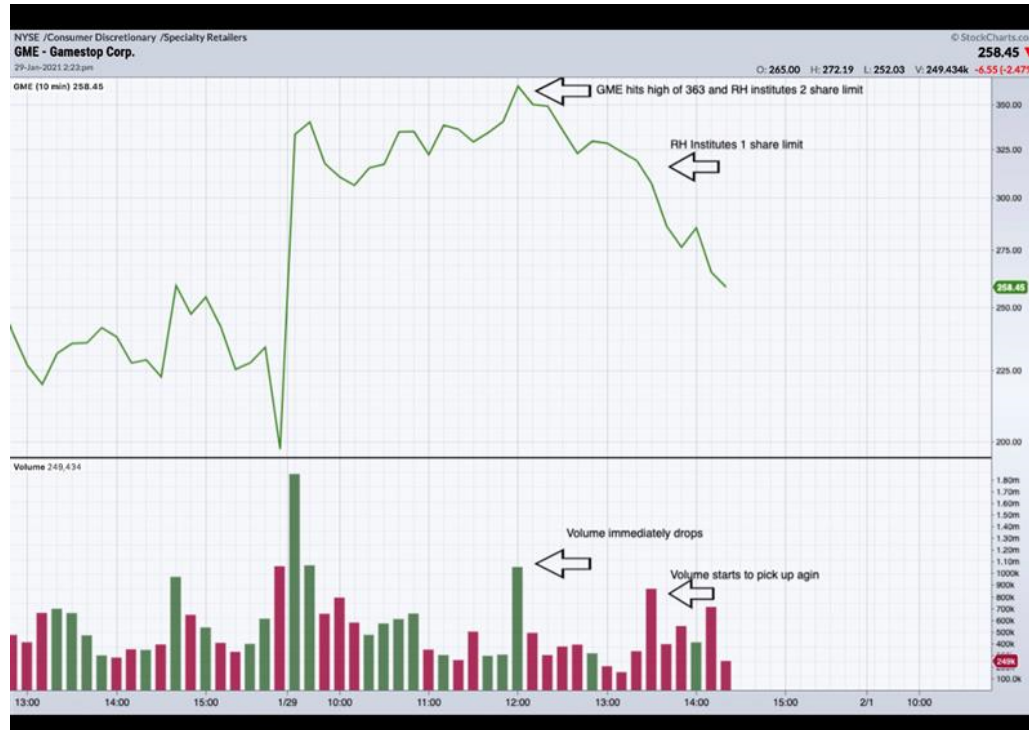
19 **Error**

20 This order will exceed the maximum allowed  
21 AMC shares you can hold at this time. You  
22 currently have 17 shares purchased or  
23 pending - including this order - which  
24 exceeds the limit of 1 share.

25 Done



180. Each artificial limitation in the amount of securities a Retail Investor could purchase correlated with a subsequent decrease in stock value. As purchases of the Relevant Securities were limited, more investors were pressured to sell who otherwise would not have in the presence of a free and open market.



181. The extent and scope of the conspiracy is still as of yet unknown. Plaintiffs believe the anticompetitive scheme is ongoing. In the evening of January 29, 2021, Defendant Robinhood announced it was increasing the number of restricted stocks from 13 to 50. On January 30, 2021, Reuters reported that Defendant IG Group was continuing to suspend trading in the Relevant Securities.

**CLAIMS FOR RELIEF**

**COUNT ONE**

**CONSPIRACY TO RESTRAIN TRADE  
IN VIOLATION OF SECTION 1 OF THE SHERMAN ACT,  
15 U.S.C. § 1  
(Against all Defendants)**

182. Plaintiffs hereby incorporate by reference the factual allegations as set forth above.

183. On information and belief, the Defendants conspired and entered into an anticompetitive scheme to fix, raise, stabilize, maintain or suppress the price of the Relevant Securities.

1           184. Faced with potentially disastrous losses due to their illegal short position, the Fund  
2 Defendants, rather than engage in competition, conspired, combined, agreed and colluded with the  
3 Brokerage Defendants and Clearinghouse Defendants to restrict purchases in stocks by retailer investors  
4 and to manipulate and artificially suppress the price of stock, through which they could cover their short  
5 positions.

6           185. Defendants conspired and agreed with one another with the intent to artificially lower  
7 the price of the relevant stocks.

8           186. Defendants coordinated a collective shutdown of the stock brokerage market with  
9 respect to the Relevant Securities, prohibiting market participants with the exception of the Fund  
10 Defendants from purchasing stock in the Relevant Securities. Pursuant to the conspiracy, the restriction  
11 of stock purchases resulted in a sell-off of stocks, driving down prices in the Relevant Securities to levels  
12 that would not have been obtained, but for the conspiracy, combination, agreement and restraint of  
13 trade.

14           187. In furtherance of the conspiracy, combination, agreement and restraint of trade, on  
15 January 27, 2021, after the close of the stock market and before the open of the market the next day, the  
16 Fund Defendants coordinated and planned increased short volumes in anticipation of short calls on  
17 January 28, 2021.

18           188. In furtherance of the conspiracy, combination, agreement and restraint of trade, the  
19 Brokerage Defendants have prohibited, continue to prohibit, or unreasonably restrict the purchases of  
20 shares of the Relevant Securities by Plaintiffs in restraint of trade.

21           189. As a direct and intended result of Defendants contract, combination, agreement and  
22 restraint of trade or conspiracy, Defendants caused injury to Plaintiffs by restricting purchases of  
23 Relevant Securities. The Brokerage Defendants deactivated the buy option on their platforms and left  
24 Plaintiffs with no option but to sell shares of the stocks on their platforms. Plaintiffs and Class members,  
25 faced with an imminent decrease in the price of their positions in the Relevant Securities due to the  
26 inability of Retail Investors to purchase shares, were induced to sell their shares in the Relevant  
27 Securities at a lower price than they otherwise would have, but for the conspiracy, combination,  
28

1 agreement and restraint of trade. Additionally, Class members that would have purchased more stock in  
2 the Relevant Securities given the upward trend in price could not do so.

3 190. Pursuant to the contract, combination, agreement, conspiracy and restraint of trade, the  
4 Brokerage Defendants permitted the Fund Defendants to purchase stocks at the artificially deflated  
5 prices. The Fund Defendants, who were in exposed short positions due to the short squeeze, purchased  
6 the artificially price-suppressed stocks to cover their short positions.

7 191. Not all brokerages joined in the anticompetitive scheme with the Brokerage Defendants.  
8 To induce compliance and to limit the effects non-complying brokerages could have in disrupting  
9 Defendants' anticompetitive scheme, the Clearinghouse Defendants raised the fees and/or removed the  
10 ability to fill purchases of the Relevant Securities to the non-conspiring brokerages, further facilitating  
11 the Fund Defendants covering of their short positions in furtherance of the conspiracy.

12 192. Defendants' anticompetitive and unlawful conduct is per se illegal.

13 193. As a direct and proximate result of Defendants' unlawful conduct, Plaintiffs and Class  
14 members were injured in their business and property.

15 194. Plaintiffs and the Class further seek equitable and injunctive relief pursuant to Section 16  
16 of the Clayton Act, 15 U.S.C. § 26, and other applicable law, to correct the anticompetitive effects  
17 caused by Defendants' unlawful conduct.

## 18 **COUNT TWO**

### 19 **CONSPIRACY TO RESTRAIN TRADE** 20 **IN VIOLATION OF THE CALIFORNIA CARTWRIGHT ACT,** 21 **CAL. BUS. & PROF. CODE § 16700 et seq.** **(Against all Defendants)**

22 195. Plaintiffs hereby incorporate by reference the factual allegations as set forth above.

23 196. On information and belief, the Defendants and their conspirators entered into an  
24 unlawful agreement and engaged in a continuing unlawful trust in restraint of trade and commerce as  
25 described herein in violation of California Business and Professions Code § 16720 to fix, stabilize,  
26 maintain or suppress the price of the Relevant Securities.

27 197. Faced with potentially disastrous losses due to their illegal short position, the Fund  
28 Defendants, rather than engage in competition, conspired, combined, agreed and colluded with the

1 Brokerage Defendants and Clearinghouse Defendants to restrict purchases in stocks by retailer investors  
2 and to manipulate and artificially suppress the price of stock, through which they could cover their short  
3 positions.

4 198. Defendants conspired and agreed with one another with the intent to artificially lower  
5 the price of the Relevant Securities. Defendants agreed to pool, combine or directly or indirectly unite  
6 their interests such that the price of the Relevant Securities would be fixed, stabilized, maintained,  
7 suppressed.

8 199. Defendants coordinated a collective shutdown of the stock brokerage market with  
9 respect to the Relevant Securities prohibiting market participants with the exception of the Fund  
10 Defendants from purchasing stock in the Relevant Securities. Pursuant to the conspiracy, the restriction  
11 of stock purchases resulted in a sell-off of stocks, driving down prices in the Relevant Securities to levels  
12 that would not have been obtained, but for the conspiracy, combination, agreement and restraint of  
13 trade.

14 200. In furtherance of the unlawful trust and restraint of trade, on January 27, 2021, after the  
15 close of the stock market and before the open of the market the next day, the Fund Defendants  
16 coordinated and planned increased short volumes in anticipation of short calls on January 28, 2021.

17 201. In furtherance of the unlawful trust and restraint of trade, the Brokerage Defendants  
18 have prohibited, restricted, and continue to prohibit and unreasonably restrict the purchases of shares of  
19 the Relevant Securities by Plaintiffs in restraint of trade.

20 202. As a direct and intended result of Defendants' unlawful trust and restraint of trade,  
21 Defendants caused injury to Plaintiffs by restricting purchases and sales of shares Relevant Securities.  
22 The Brokerage Defendants deactivated the buy option on their platforms and left Plaintiffs with no  
23 option but to sell shares of the stocks on their platforms. Plaintiffs and Class members, faced with an  
24 imminent decrease in the price of their positions in the Relevant Securities due to the inability of Retail  
25 Investors to purchase shares, were induced to sell their shares in the Relevant Securities at a lower price  
26 than they otherwise would have, but for the conspiracy, combination, agreement and restraint of trade.  
27 Additionally, Class members that would have purchased more stock in the Relevant Securities given the  
28 upward trend in price could not do so.





1 218. Fund Defendants made misstatements about their role in the conspiracy to the public.

2 219. Clearinghouse Defendants made misleading statements to the public about their  
3 involvement in the conspiracy while demanding significantly more collateral from member brokers to  
4 facilitate the conspiracy.

5 **COUNT FIVE**

6 **BREACH OF THE IMPLIED COVENANT OF GOOD FAITH AND FAIR DEALING**  
7 **(Against the Brokerage Defendants)**

8 220. Plaintiffs hereby repeat and incorporate by reference each preceding and succeeding  
9 paragraph as though fully set forth herein.

10 221. Plaintiffs and members of the Class entered into agreements with the Brokerage  
11 Defendants. They agreed to Brokerage Defendants' Terms and Conditions by using the Brokerage  
12 Defendants' websites, apps and trading platforms.

13 222. Plaintiffs and members of the Class fulfilled and performed their obligations under these  
14 contracts by adhering to their terms and using Brokerage Defendants' trading services through its  
15 website and trading platform.

16 223. The Brokerage Defendants made the implied promise that they would not do anything to  
17 unfairly interfere with the rights of any other party to receive the benefits of the contract.

18 224. The Brokerage Defendants did not act in good faith or with honesty of purpose. To the  
19 contrary, they acted with the intention of misleading or taking unfair advantage of plaintiffs and the  
20 Class. The Brokerage Defendants was obligated to provide the trading services required under those  
21 contracts at all times, including but not limited to, trades for Relevant Securities.

22 225. When initially signing up to use the Brokerage Defendants' websites, apps and trading  
23 platforms, Plaintiffs and all those similarly situated could and actually did trade in the Relevant  
24 Securities.

25 226. The Brokerage Defendants unfairly interfered with the rights of Plaintiffs to receive the  
26 benefits of the agreements by, among other things: (i) failing to provide services necessary to carry out a  
27 trade; (ii) failing to provide certain trading services whatsoever; (iii) failing to inform individuals in a  
28 timely member of the drastic changes in trading abilities; and (iv) prohibiting plaintiffs from buying

1 Relevant Securities for the Brokerage Defendants own interest and not disclosing those interest to  
2 Plaintiffs and all Class members.

3 227. The Brokerage Defendants' conduct has caused Plaintiffs and members of the Class  
4 harm, losses, and damages.

5 **COUNT SIX**

6 **NEGLIGENCE**

7 **(Against the Brokerage Defendants)**

8 228. Plaintiffs hereby repeat and incorporate by reference each preceding and succeeding  
9 paragraph as though fully set forth herein.

10 229. The Brokerage Defendants had a common law duty to exercise reasonable care in  
11 conducting and facilitating transactions for its customers.

12 230. The Brokerage Defendants had a common law duty to exercise reasonable care in  
13 providing trades on the free and open market for its customers.

14 231. The Brokerage Defendants unlawfully breached their duties by, among other things, (i)  
15 removing the Relevant Securities without notice from their websites, apps and trading platforms; (ii)  
16 failing to provide financial services related to Relevant Securities; and (iii) failing to notify Retail  
17 Investors in a timely manner of the prohibition in purchasing of the Relevant Securities.

18 232. The Brokerage Defendants' conduct departed from the ordinary standard of care  
19 expected of a stockbroker. If volatility was truly a concern, trading entirely should have been halted in  
20 the Relevant Securities. Instead, the Brokerage Defendants permitted Retail Investors to only sell their  
21 positions in the Relevant Securities. Further, non-Retail Investors were permitted to trade in the  
22 Relevant Securities without restriction.

23 233. The Brokerage Defendants breached their duty of care to the Retail Investors by  
24 selectively restricting purchases of Relevant Securities to the Retail Investors who wanted to purchase  
25 more stock in the Relevant Securities.

26 234. Brokerage Defendants negligent and wrongful breaches of its duties owed to Plaintiffs  
27 and Class members proximately caused losses and damages that would not have occurred but for the  
28 Brokerage Defendants' gross breach of their duty of care.







**COUNT NINE**

**CONSTRUCTIVE FRAUD  
(Against Brokerage Defendants)**

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4 250. Plaintiffs hereby repeat and incorporate by reference each preceding and succeeding  
5 paragraph as though fully set forth herein.

6 251. The Brokerage Defendants had a duty to exercise reasonable care in conducting and  
7 facilitating securities transactions for its customers.

8 252. The Brokerage Defendants owed the Plaintiffs and Class members a fiduciary duty to  
9 fully disclose material facts as relates to their brokerage relationship.

10 253. The Brokerage Defendants represented to Plaintiffs and Class members that they were  
11 brokerage services offering free and fair trading in the stock market.

12 254. Plaintiffs and Class members chose to use the Brokerage Defendants websites, apps and  
13 trading platforms in part due to assurances that they would be able to trade on the stock market.

14 255. The Brokerage Defendants subsequently and selective restricted and limited the  
15 securities that Plaintiffs and Class members were able to buy on their websites, apps and trading  
16 platforms, contrary to their representations.

17 256. Plaintiffs and Class members' reliance on the Brokerage Defendants' false  
18 representations were substantial factors in causing Plaintiffs' harm as they were prohibited from trading  
19 freely given the Brokerage Defendants' restrictions.

20 **PRAYER FOR JUDGMENT**

21 **WHEREFORE**, Plaintiffs request that the Court enter judgment on their behalf and on behalf  
22 of the Class defined herein, by adjudging and decreeing that:

23 257. This action may proceed as a class action, with Plaintiffs serving as Class  
24 Representatives, and with Plaintiffs' counsel as Class Counsel;

25 258. Defendants have contracted, combined, and conspired in violation of Section 1 of the  
26 Sherman Act, 15 U.S.C. § 1, and that Plaintiffs and the Class have been injured in their business and  
27 property as a result of Defendants' violations;  
28

1           259. Plaintiffs and the Class are entitled to pre-judgment and post-judgment interest on the  
2 damages awarded them, and that such interest be awarded at the highest legal rate from and after the  
3 date this class action complaint is first served on Defendants;

4           260. Defendants are to be jointly and severally responsible financially for the costs and  
5 expenses of a Court-approved notice program through post and media designed to give immediate  
6 notification to the Class;

7           261. Plaintiffs and the Class recover their costs of this suit, including reasonable attorneys'  
8 fees as provided by law;

9           262. Plaintiffs and the Class are entitled to equitable relief appropriate to remedy Defendants'  
10 past and ongoing restraint of trade, including:

11           a. A judicial determination declaring the rights of Plaintiffs and the Class, and the  
12 corresponding responsibilities of Defendants;

13           b. Issuance of a permanent injunction against Defendants and their parents,  
14 subsidiaries, affiliates, successors, transferees, assignees and the respective officers,  
15 directors, partners, agents, and employees thereof and all other persons acting or  
16 claiming to act on their behalf from continuing and maintaining the conspiracy or  
17 agreements herein;

18           c. A constructive trust over any ill-gotten property or assets, including but not  
19 limited to stocks in the Relevant Securities received as a result of the conspiracy or  
20 agreement or other wrongful conduct as alleged herein;

21           263. Plaintiffs and the Class receive such other or further relief as may be just and proper.

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**JURY TRIAL DEMANDED**

Pursuant to Federal Rule of Civil Procedure 38(b), Plaintiffs demand a trial by jury of all the claims asserted in this Complaint so triable.

Dated: February 1, 2021

By:           /s/ Joseph R. Saveri            
          Joseph R. Saveri

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