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

MICHAEL OTO, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

v.

NVIDIA CORPORATION, JEN-HSUN
HUANG, and COLETTE M. KRESS,

Defendants.

Case No.

CLASS ACTION COMPLAINT

JURY TRIAL DEMANDED

Plaintiff Michael Oto (“Plaintiff”), individually and on behalf of all other persons similarly situated, by Plaintiff’s undersigned attorneys, for Plaintiff’s complaint against Defendants, alleges the following based upon personal knowledge as to Plaintiff and Plaintiff’s own acts, and information and belief as to all other matters, based upon, *inter alia*, the investigation conducted by and through Plaintiff’s attorneys, which included, among other things, a review of the Defendants’ public documents, conference calls and announcements made by Defendants, United States Securities and Exchange Commission (“SEC”) filings, wire and press releases published by and regarding NVIDIA Corporation (“NVIDIA” or the “Company”),

analysts' reports and advisories about the Company, and information readily obtainable on the Internet. Plaintiff believes that substantial evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery.

NATURE OF THE ACTION AND OVERVIEW

1. This is a federal securities class action on behalf of a class consisting of all persons other than Defendants who purchased or otherwise acquired NVIDIA securities between August 10, 2017 through November 15, 2018, both dates inclusive (the "Class Period"), seeking to recover damages caused by Defendants' violations of the federal securities laws and to pursue remedies under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder, against the Company and certain of its top officials.

2. NVIDIA is a computer technology company founded in 1993 and is headquartered in Santa Clara, California. NVIDIA designs and sells graphics processing units ("GPUs") and software, traditionally in the computer gaming market. NVIDIA's business has since expanded to include GPUs used in connection with, *inter alia*, cryptocurrencies. NVIDIA's business in cryptocurrency market, infamous for its growth and volatility, became especially integral to investors.

3. Defendants represented to investors that NVIDIA could competently navigate the cryptocurrency market throughout the Class Period. For example, Defendants assured investors that NVIDIA and its executives are "masters at managing [the Company's] channel" and "understand the channel very well," despite analysts' increasing qualms regarding NVIDIA's inventory management in that market. NVIDIA also consistently downplayed the Company's growing reliance on cryptocurrency-related sales, representing to investors that the

1 cryptocurrency market made up little of NVIDIA's revenue. Defendants also touted the strong
2 demand for its computer gaming GPUs, assuring investors that NVIDIA's computer gaming
3 customer base would compensate for any decline in revenue from cryptocurrency-related sales.
4

5 4. NVIDIA's shares began to trade at record highs as analysts digested these
6 repeated assurances to investors. Meanwhile, NVIDIA's senior executives were concurrently
7 selling their own shares in significant amounts, including, *inter alia*, Jen-Hsun Huang ("Huang"),
8 NVIDIA's Chief Executive Officer ("CEO"). Huang sold 110,000 personally-held NVIDIA
9 shares during the Class Period, profiting by over \$18 million.
10

11 5. Throughout the Class Period, Defendants made materially false and misleading
12 statements regarding the NVIDIA's business, operational and compliance policies. Specifically,
13 Defendants made false and/or misleading statements and/or failed to disclose that: (i) NVIDIA's
14 growth in its gaming GPU revenue was driven, as repeatedly denied by Defendants, in significant
15 part by the spiked demand for those GPUs among cryptocurrency miners; (ii) NVIDIA did not
16 have, as Defendants asserted, visibility into its inventory channel; (iii) NVIDIA was unable to
17 adapt to the volatility of cryptocurrency markets; (iv) as cryptocurrency prices dropped, NVIDIA
18 hid halting growth from cryptocurrency miners by continuing to push mid-range GPUs into the
19 channel; (v) this would foreseeably cause an oversupply of gaming card inventory levels on the
20 market and ultimately lead to over three months of excess inventory in NVIDIA's channel; and
21 (vi) as a result, NVIDIA's public statements were materially false and misleading at all relevant
22 times
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24

25 6. On November 15, 2018, NVIDIA disclosed that its revenue would decline by over
26 7% for the fourth fiscal quarter, sharply cutting its revenue guidance. This was in marked contrast
27 to the 17% growth Defendants had previously led investors to expect. NVIDIA blamed the poor
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1 financial results on lower demand from cryptocurrency-related purchasers, which resulted in an
2 oversupplied inventory of midrange GPUs. This inventory of GPUs had stored up in the channel
3 before cryptocurrency-related demand for NVIDIA's GPUs rapidly declined.

4
5 7. On this news, NVIDIA shares declined by \$57.69, or 28.5% over the next two
6 trading sessions.

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

11 **JURISDICTION AND VENUE**

12 9. The claims asserted herein arise under Sections 10(b) and 20(a) of the Exchange
13 Act, 15 U.S.C. §§ 78j(b) and 78t(a), and Rule 10b-5 promulgated thereunder, 17 C.F.R. §
14 240.10b-5.

15 10. This Court has jurisdiction over the subject matter of this action pursuant to 28
16 U.S.C. § 1331 and Section 27 of the Exchange Act, 15 U.S.C. § 78aa.

17
18 11. Venue is proper in this Judicial District pursuant to § 27 of the Exchange Act, 15
19 U.S.C. § 78aa, and 28 U.S.C. § 1391(b). NVIDIA is headquartered in this District, Defendants
20 conduct business in this District, and a significant portion of Defendants' actions took place
21 within this District.

22
23 12. In connection with the acts alleged in this complaint, Defendants, directly or
24 indirectly, used the means and instrumentalities of interstate commerce, including, but not limited
25 to, the mails, interstate telephone communications, and the facilities of the national securities
26 markets.

PARTIES

13. Plaintiff, as set forth in the attached Certification, acquired NVIDIA securities at artificially inflated prices during the Class Period and was damaged upon the revelation of the alleged corrective disclosures.

14. Defendant NVIDIA is a Delaware corporation with its principal executive offices located at 2788 San Tomas Expressway, Santa Clara, California 95051. NVIDIA's common stock trades in an efficient market on The NASDAQ Global Select Market ("NASDAQ") under the ticker symbol "NVDA."

15. Defendant Huang is, and was at all relevant times, President and CEO of NVIDIA, as well as a member of the Company's Board of Directors.

16. Defendant Colette M. Kress ("Kress") is, and was at all relevant times, Executive Vice President and Chief Financial Officer ("CFO") of NVIDIA.

17. The Defendants referenced above in ¶¶ 15-16 are sometimes referred to herein collectively as the "Individual Defendants."

18. The Individual Defendants possessed the power and authority to control the contents of the Company's SEC filings, press releases, and other market communications. The Individual Defendants were provided with copies of the Company's SEC filings and press releases alleged herein to be misleading prior to or shortly after their issuance and had the ability and opportunity to prevent their issuance or to cause them to be corrected. Because of their positions with the Company, and their access to material information available to them but not to the public, the Individual Defendants knew that the adverse facts specified herein had not been disclosed to and were being concealed from the public, and that the positive representations being

1 made were then materially false and misleading. The Individual Defendants are liable for the
2 false statements and omissions pleaded herein.

3 **SUBSTANTIVE ALLEGATIONS**

4 **Background**

5
6 19. NVIDIA is a computer technology company founded in 1993 and is
7 headquartered in Santa Clara, California. NVIDIA designs and sells GPUs and software,
8 traditionally in the computer gaming market. A GPU is a kind of computer chip that primarily
9 renders computer images by running rapid calculations. NVIDIA's business has since expanded
10 to include GPUs used in connection with, *inter alia*, cryptocurrencies, especially following a high
11 spike in demand for the Company's GPUs after becoming popular among cryptocurrency
12 "miners."
13

14 20. Cryptocurrency mining is a process by which the public can generate currency,
15 similarly to traded securities, by running complex mathematical calculations on digital tokens,
16 or coins, and was originally accomplished through the use of central processing units ("CPUs").
17 Cryptocurrency "miners" eventually began to turn to GPUs over CPUs after it became apparent
18 that GPUs worked at higher processing speeds and were generally more efficient.
19

20 21. Capitalizing on the increased attention GPUs were getting from the
21 cryptocurrency market, NVIDIA began manufacturing GPUs specifically designed and marketed
22 towards cryptocurrency "miners." Subsequently, NVIDIA assured investors that NVIDIA's sales
23 from its computer gaming GPUs were driven nearly entirely by its computer gaming customer
24 base, while downplaying the sudden demand by cryptocurrency miners. NVIDIA assured
25 investors it remained focused on the computer gaming segment of its business and that
26 cryptocurrency was but a small portion of its business.
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Materially False and Misleading Statements Issued During the Class Period

22. The Class Period begins on August 10, 2017, when NVIDIA issued a press release announcing its financial results for the fiscal second quarter ended July 30, 2017 (NVIDIA runs on fiscal years ending on the last Sunday in January). The press release was filed with NVIDIA's Form 8-K with the SEC, and stated "record revenue . . . of \$2.23 billion, up 56 percent from \$1.43 billion a year earlier, and up 15 percent from \$1.94 billion in the previous quarter." Quoting CEO Huang, the press release attributed the revenue growth to, *inter alia*: "[d]atacenter revenue [that] increased more than two and a half times[,] " "[a] growing number of car and robot-taxi companies [that] are choosing our DRIVE PX self-driving computing platform[,] " and "in Gaming, increasingly the world's most popular form of entertainment, [how the Company] power[s] the fastest growing platforms - GeForce and Nintendo Switch."

23. On August 10, 2017, NVIDIA also held a conference call with analysts and investors to discuss the Company's earnings and operations, during which analysts questioned NVIDIA's management of volatile cryptocurrency markets. Defendant Huang assured those on the call that "our strategy is to stay very, very close to the market. We understand its dynamics really well." Defendant Huang also assured investors that NVIDIA would not be affected by the volatility of cryptocurrency markets because "the larger of a GPU company you are, the greater ability you could absorb the volatility" and stressed NVIDIA's "ability to rock and roll with this market as it goes."

24. On September 6, 2017, during NVIDIA's presentation at the Citi Global Technology Conference, Defendant Kress answered a question regarding what steps NVIDIA had taken "to avoid cannibalization of core gaming market" due to increased demand from cryptocurrency miners. Defendant Kress responded that "we covered most of cryptocurrency

1 with our cryptocards that we had developed.” Kress also stressed NVIDIA’s “ability, given the
2 breadth of GPUs that we already build, to develop GPUs exclusively for cryptocurrency” and
3 NVIDIA’s ability “to serve that market quite effectively, and we will serve that market
4 effectively.”
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6 25. On November 9, 2017, NVIDIA issued a press release announcing its financial
7 results for the third quarter ended October 29, 2017. The press release was filed with NVIDIA’s
8 Form 8-K with the SEC, and stated “record revenue . . . of \$2.64 billion, up 32 percent from
9 \$2.00 billion a year earlier, and up 18 percent from \$2.23 billion in the previous quarter.” Quoting
10 CEO Huang, the press release attributed the revenue growth to, *inter alia*: NVIDIA’s “Volta
11 GPU [that] has been embraced by every major internet and cloud service provider and computer
12 maker[,]” NVIDIA’s “new TensorRT inference acceleration platform [that] opens [the
13 Company] to growth in hyperscale datacenters[,]” “GeForce and Nintendo Switch[, which] are
14 tapped into the strongest growth dynamics of gaming[,]” and NVIDIA’s “new DRIVE PX
15 Pegasus for robotaxis [that] has been adopted by companies around the world.”
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18 26. On November 9, 2017, NVIDIA also held a conference call with analysts and
19 investors to discuss the Company’s earnings and operations, during which Defendant Kress
20 stressed that even though “GPU sales . . . benefited from continued cryptocurrency mining[,]”
21 NVIDIA “remain[ed] nimble in [its] approach to the cryptocurrency market.” Defendant Kress
22 also assured investors that its cryptocurrency-related business would “not distract [NVIDIA]
23 from focusing on [its] core Gaming market.” On the same call, an analyst asked “why should we
24 think that crypto won’t impact the gaming demand in the future?” Defendant Huang responded
25 that “[t]he longer-term way to think about that is crypto is small for us but not [zero].” Defendant
26 Huang, while continuing to downplay cryptocurrency mining’s importance to NVIDIA’s growth,
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1 stressed that “when you think about crypto in the context of our company overall, the thing to
2 remember is that we’re the largest GPU computing company in the world. And our overall GPU
3 business is really sizable and we have multiple segments [C]rypto usage of GPUs will be
4 small but not [zero] for some time.”

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6 27. On November 29, 2017, during NVIDIA’s presentation at the Credit Suisse
7 Technology, Media and Telecom Conference, an analyst noted “it was the first time that
8 [NVIDIA] had mentioned cryptocurrency as being partly . . . driving the gaming side of the
9 business.” As the analyst pointed out, NVIDIA had first acknowledged that cryptocurrency
10 mining made up a portion of sales of gaming GPUs. Defendant Kress again downplayed
11 cryptocurrency’s impact on NVIDIA’s gaming business, responding to the analyst’s comment
12 by stating that “there probably is some residual amount or some small amount in terms of that . .
13 . [w]e do believe the majority does reside in terms of our overall crypto card.”

14
15 28. In early 2018, NVIDIA GPU sales continued to increase as cryptocurrency prices
16 began to decline. NVIDIA attributed this to gamer-consumers’ “pent up demand” for affordable
17 GPUs after GPU prices rose because of increased demand from cryptocurrency miners, resulting
18 in inventory constraints. NVIDIA then repeated its message to investors that cryptocurrency
19 mining only made up a small portion of its business. NVIDIA also continued to deny that the
20 Company would be negatively impacted by a declining cryptocurrency market.

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22 29. On February 8, 2018, NVIDIA issued a press release announcing its financial
23 results for the fourth quarter ended January 28, 2018. The press release was filed with NVIDIA’s
24 Form 8-K with the SEC, and stated “record revenue . . . of \$2.91 billion, up 34 percent from
25 \$2.17 billion a year earlier, and up 10 percent from \$2.64 billion in the previous quarter.” Quoting
26 CEO Huang, the press release attributed the revenue growth to, *inter alia*: “software developers
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1 working in AI, self-driving cars, and a broad range of other fields [that] continued to discover
2 the acceleration and money-saving benefits of our GPU computing platform.”

3 30. On February 8, 2018, NVIDIA also held a conference call with analysts and
4 investors to discuss the Company’s earnings and operations, during which Defendant Kress
5 stated that NVIDIA “met some of this [cryptocurrency] demand with a dedicated board in our
6 OEM business and some was [met] with our gaming GPUs. This contributed to lower than
7 historical channel inventory levels of our gaming GPUs throughout the quarter.” Defendant
8 Kress, while noting that the “overall contribution of cryptocurrency to our business . . . was a
9 higher percentage of revenue than the prior quarter,” nonetheless stressed to investors that
10 NVIDIA’s “main focus remains on our core gaming market.” On the same conference call,
11 Defendant Huang assured investors that “there is a fairly sizable pent up demand [with gamer-
12 consumers] going into this quarter” for NVIDIA GPUs. Later on that call, Defendant Huang also
13 stressed that although the GPU supply “channel[] [is] relatively lean” NVIDIA was “working
14 really hard to get GPU[s] down to the marketplace for the gamers.”

15 31. On February 26, 2018, during NVIDIA’s presentation at the Morgan Stanley
16 Technology, Media & Telecom Conference, an analyst asked why NVIDIA’s GPU supplies were
17 constrained and how NVIDIA prioritized sales to meet the constraint. Defendant Kress responded
18 that the “channels had been influenced by not only the strength of the overall gaming that we had
19 seen for the overall holiday season, but also the large uptick that we’ve seen in the overall
20 valuation of cryptocurrency.” Kress highlighted NVIDIA’s focus on “mak[ing] sure [] gamers
21 worldwide receive the cards that we want to do.” Kress also stressed “we do believe we can serve
22 [cryptocurrency miners] primarily with those specialized cards and that’s going to be our goal
23 going forward” and “we’re going to really try our hardest to really focus our overall GPUs for
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1 gaming for overall gamers going forward.” Thus, Kress again assured investors that GPU sales
2 to gamer-consumers would not be negatively affected by cryptocurrency miners.

3 32. On May 10, 2018, NVIDIA issued a press release announcing its financial results
4 for the first quarter ended April 29, 2018. The press release was filed with NVIDIA’s Form 8-K
5 with the SEC, and stated “record revenue . . . of \$3.21 billion, up 66 percent from \$1.94 billion
6 a year earlier, and up 10 percent from \$2.91 billion in the previous quarter.” Quoting CEO Huang,
7 the press release attributed the revenue growth to, *inter alia*: NVIDIA’s “datacenter business
8 [that] achieved another record and [that] gaming remained strong.”
9

10 33. On May 10, 2018, NVIDIA also held a conference call with analysts and investors
11 to discuss the Company’s earnings and operations, during which Defendant Huang again stressed
12 to investors that NVIDIA’s sales of gaming GPUs were not driven by cryptocurrency miners.
13 Specifically, Defendant Huang stated “we try to as transparently review our numbers as best we
14 can. Our strategy is to create a SKU that allows the crypto miners to fulfill their needs And
15 to . . . as much as possible, fulfill their demand that way.”
16

17 34. On May 16, 2018, during NVIDIA’s annual shareholder meeting, Defendant
18 Huang again downplayed cryptocurrency mining’s importance to NVIDIA’s growth, stating:
19 “Ethereum and crypto mining is a recent GPU application. It is a bonus in our business, but
20 volatile. It’s not really a factor in our core business. We have great growth drivers without
21 crypto.” Defendant Huang further stressed to investors that “[o]ur core gaming business – our
22 core businesses in gaming and high-performance computing and artificial intelligence and in self-
23 driving cars are doing so well that with or without crypto mining, we have a growth – we have a
24 wonderful growth business behind us.”
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1 35. The statements referenced in ¶¶ 22-27 and 29-34 were materially false and
2 misleading because Defendants made false and/or misleading statements, as well as failed to
3 disclose material adverse facts about the Company's business, operational and compliance
4 policies. Specifically, Defendants made false and/or misleading statements and/or failed to
5 disclose that: (i) NVIDIA's growth in its gaming GPU revenue was driven, as repeatedly denied
6 by Defendants, in significant part by the spiked demand for those GPUs among cryptocurrency
7 miners; (ii) NVIDIA did not have, as Defendants asserted, visibility into its inventory channel;
8 (iii) NVIDIA was unable to adapt to the volatility of cryptocurrency markets; (iv) as
9 cryptocurrency prices dropped, NVIDIA hid halting growth from cryptocurrency miners by
10 continuing to push mid-range GPUs into the channel; (v) this would foreseeably cause an
11 oversupply of gaming card inventory levels on the market and ultimately lead to over three
12 months of excess inventory in NVIDIA's channel; and (vi) as a result, NVIDIA's public
13 statements were materially false and misleading at all relevant times.

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17 **The Truth Begins to Emerge**

18 36. On August 16, 2018, NVIDIA lowered its revenue guidance by over 2% for the
19 third quarter of 2018. NVIDIA also disclosed its bleak expectations for any meaningful growth
20 from cryptocurrency miners by the year's end. NVIDIA also revealed that its GPU inventory had
21 ballooned by over 30% from the previous quarter.

22
23 37. As a result of these disclosures, investors feared slowing demand for NVIDIA's
24 GPUs, and NVIDIA shares declined by \$12.62 per share, or 4.9%.

25 38. NVIDIA again failed to properly address investor concerns regarding decreased
26 demand for the Company's GPUs, despite recent disclosures. On August 16, 2018, during a
27 conference call with analysts and investors, Defendant Huang attributed its ballooning
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1 inventories to the launch of its new GPU product, which featured NVIDIA's "Turing
2 Architecture." Defendant Huang told investors that the overstocked inventory would "work itself
3 out" and NVIDIA was "not concerned about the channel inventory." Defendant Huang further
4 stressed that "[w]e are masters at managing our channel, and we understand the channel very
5 well."
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7 39. The statements referenced in ¶ 38 were materially false and misleading for the
8 same reasons as alleged in items (i)-(vi) in ¶ 35.

9 40. On November 15, 2018, NVIDIA disclosed that its revenue would decline by over
10 7% for the fourth fiscal quarter, sharply cutting its revenue guidance. This was in marked contrast
11 to the 17% growth Defendants had previously led investors to expect. NVIDIA blamed the poor
12 financial results on lower demand from cryptocurrency-related purchasers, which resulted in an
13 oversupplied inventory of midrange GPUs. This inventory of GPUs had stored up in the channel
14 before cryptocurrency-related demand for NVIDIA's GPUs rapidly declined. As a result,
15 NVIDIA revealed it would not ship any of its mid-range GPUs into the channel for at least an
16 entire quarter.
17

18 41. Analysts immediately questioned Defendants' credibility, pointing out that these
19 disclosures were in stark contrast to NVIDIA's prior representations concerning how
20 cryptocurrency miners impacted the Company's business. These disclosures also directly
21 contradicted NVIDIA's touted ability to navigate a volatile cryptocurrency market. BMO Capital
22 Markets analysts noted that "[t]he large shortfall in guidance due to a bloated channel due to
23 crypto-currency is in sharp contrast to the comments around channel inventory from the
24 company." Other analysts also questioned NVIDIA's ability to relieve its bloated inventory in
25 one quarter alone, noting it could take up to three quarters to resolve.
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42. Following these disclosures, NVIDIA shares fell sharply by \$57.69, or 28.5%, over the next two trading sessions, wiping out over \$35 billion in shareholder value.

Loss Causation

43. During the Class Period, as detailed herein, Defendants made materially false and misleading statements and omissions, and engaged in a scheme to deceive the market. This artificially inflated the price of NVIDIA stock and operated as a fraud or deceit on the Class (as defined below). Later, when Defendants' prior misrepresentations and fraudulent conduct were disclosed to the market on August 16, 2018 and November 15, 2018 the price of NVIDIA stock fell. As a result of their purchases of NVIDIA stock during the Class Period, Plaintiff and other members of the Class suffered harm.

PLAINTIFF'S CLASS ACTION ALLEGATIONS

44. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who purchased or otherwise acquired the Company's securities during the Class Period (the "Class"); and were damaged upon the revelation of the alleged corrective disclosures. Excluded from the Class are Defendants herein, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a controlling interest.

45. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, the Company's securities were actively traded on the NASDAQ. While the exact number of Class members is unknown to Plaintiff at this time and can be ascertained only through appropriate discovery, Plaintiff believes that there are hundreds or thousands of members in the proposed Class. Record owners and other members of

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

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

47. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation. Plaintiff has no interests antagonistic to or in conflict with those of the Class.

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

- whether the federal securities laws were violated by Defendants' acts as alleged herein;
- whether statements made by Defendants to the investing public during the Class Period misrepresented material facts about the business, operations and management of the Company;
- whether the Individual Defendants caused the Company to issue false and misleading financial statements during the Class Period;
- whether Defendants acted knowingly or recklessly in issuing false and misleading financial statements;
- whether the prices of the Company's securities during the Class Period were artificially inflated because of the Defendants' conduct complained of herein; and
- whether the members of the Class have sustained damages and, if so, what is the proper measure of damages.

1 49. A class action is superior to all other available methods for the fair and efficient
 2 adjudication of this controversy since joinder of all members is impracticable. Furthermore, as
 3 the damages suffered by individual Class members may be relatively small, the expense and
 4 burden of individual litigation make it impossible for members of the Class to individually
 5 redress the wrongs done to them. There will be no difficulty in the management of this action as
 6 a class action.
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8 50. Plaintiff will rely, in part, upon the presumption of reliance established by the
 9 fraud-on-the-market doctrine in that:
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- 11 • Defendants made public misrepresentations or failed to disclose material facts during the Class Period;
- 12 • the omissions and misrepresentations were material;
- 13 • the Company's securities are traded in an efficient market;
- 14 • the Company's securities were liquid and traded with moderate to heavy volume during the Class Period;
- 15 • the Company traded on the NASDAQ and was covered by multiple analysts;
- 16 • the misrepresentations and omissions alleged would tend to induce a reasonable investor to misjudge the value of the Company's securities; and
- 17 • Plaintiff and members of the Class purchased, acquired and/or sold the Company's securities between the time the Defendants failed to disclose or misrepresented material facts and the time the true facts were disclosed, without knowledge of the omitted or misrepresented facts.

18 51. Based upon the foregoing, Plaintiff and the members of the Class are entitled to a
 19 presumption of reliance upon the integrity of the market.
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21 52. Alternatively, Plaintiff and the members of the Class are entitled to the
 22 presumption of reliance established by the Supreme Court in *Affiliated Ute Citizens of the State*
 23 of *Utah v. United States*, 406 U.S. 128, 92 S. Ct. 2430 (1972), as Defendants omitted material
 24

1 information in their Class Period statements in violation of a duty to disclose such information,
2 as detailed above.

3
4 **COUNT I**

5 **(Violations of Section 10(b) of the Exchange Act and Rule 10b-5 Promulgated Thereunder**
6 **Against All Defendants)**

7 53. Plaintiff repeats and reallege each and every allegation contained above as if fully
8 set forth herein.

9 54. This Count is asserted against Defendants and is based upon Section 10(b) of the
10 Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder by the SEC.

11 55. During the Class Period, Defendants engaged in a plan, scheme, conspiracy and
12 course of conduct, pursuant to which they knowingly or recklessly engaged in acts, transactions,
13 practices and courses of business which operated as a fraud and deceit upon Plaintiff and the
14 other members of the Class; made various untrue statements of material facts and omitted to state
15 material facts necessary in order to make the statements made, in light of the circumstances under
16 which they were made, not misleading; and employed devices, schemes and artifices to defraud
17 in connection with the purchase and sale of securities. Such scheme was intended to, and,
18 throughout the Class Period, did: (i) deceive the investing public, including Plaintiff and other
19 Class members, as alleged herein; (ii) artificially inflate and maintain the market price of the
20 Company's securities; and (iii) cause Plaintiff and other members of the Class to purchase or
21 otherwise acquire the Company's securities and options at artificially inflated prices. In
22 furtherance of this unlawful scheme, plan and course of conduct, Defendants, and each of them,
23 took the actions set forth herein.
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1 56. Pursuant to the above plan, scheme, conspiracy and course of conduct, each of the
2 Defendants participated directly or indirectly in the preparation and/or issuance of the quarterly
3 and annual reports, SEC filings, press releases and other statements and documents described
4 above, including statements made to securities analysts and the media that were designed to
5 influence the market for the Company's securities. Such reports, filings, releases and statements
6 were materially false and misleading in that they failed to disclose material adverse information
7 and misrepresented the truth about the Company's finances and business prospects.
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9 57. By virtue of their positions at the Company, Defendants had actual knowledge of
10 the materially false and misleading statements and material omissions alleged herein and
11 intended thereby to deceive Plaintiff and the other members of the Class, or, in the alternative,
12 Defendants acted with reckless disregard for the truth in that they failed or refused to ascertain
13 and disclose such facts as would reveal the materially false and misleading nature of the
14 statements made, although such facts were readily available to Defendants. Said acts and
15 omissions of Defendants were committed willfully or with reckless disregard for the truth. In
16 addition, each Defendant knew or recklessly disregarded that material facts were being
17 misrepresented or omitted as described above.
18

19 58. Information showing that Defendants acted knowingly or with reckless disregard
20 for the truth is peculiarly within Defendants' knowledge and control. As the senior managers
21 and/or directors of the Company, the Individual Defendants had knowledge of the details of the
22 Company's internal affairs.
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24 59. The Individual Defendants are liable both directly and indirectly for the wrongs
25 complained of herein. Because of their positions of control and authority, the Individual
26 Defendants were able to and did, directly or indirectly, control the content of the statements of
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1 the Company. As officers and/or directors of a publicly-held company, the Individual
2 Defendants had a duty to disseminate timely, accurate, and truthful information with respect to
3 the Company's businesses, operations, future financial condition and future prospects. As a
4 result of the dissemination of the aforementioned false and misleading reports, releases and
5 public statements, the market price of the Company's securities was artificially inflated
6 throughout the Class Period. In ignorance of the adverse facts concerning the Company's
7 business and financial condition which were concealed by Defendants, Plaintiff and the other
8 members of the Class purchased or otherwise acquired the Company's securities at artificially
9 inflated prices and relied upon the price of the securities, the integrity of the market for the
10 securities and/or upon statements disseminated by Defendants, and were damaged thereby.

13 60. During the Class Period, the Company's securities were traded on an active and
14 efficient market. Plaintiff and the other members of the Class, relying on the materially false and
15 misleading statements described herein, which the Defendants made, issued or caused to be
16 disseminated, or relying upon the integrity of the market, purchased or otherwise acquired shares
17 of the Company's securities at prices artificially inflated by Defendants' wrongful conduct. Had
18 Plaintiff and the other members of the Class known the truth, they would not have purchased or
19 otherwise acquired said securities, or would not have purchased or otherwise acquired them at
20 the inflated prices that were paid. At the time of the purchases and/or acquisitions by Plaintiff
21 and the Class, the true value of the Company's securities was substantially lower than the prices
22 paid by Plaintiff and the other members of the Class. The market price of the Company's
23 securities declined sharply upon public disclosure of the facts alleged herein to the injury of
24 Plaintiff and Class members.

1 releases and public filings which the Company disseminated in the marketplace during the Class
2 Period concerning the Company's results of operations. Throughout the Class Period, the
3 Individual Defendants exercised their power and authority to cause the Company to engage in
4 the wrongful acts complained of herein. The Individual Defendants therefore, were "controlling
5 persons" of the Company within the meaning of Section 20(a) of the Exchange Act. In this
6 capacity, they participated in the unlawful conduct alleged which artificially inflated the market
7 price of the Company's securities.
8

9 67. Each of the Individual Defendants, therefore, acted as a controlling person of the
10 Company. By reason of their senior management positions and/or being directors of the
11 Company, each of the Individual Defendants had the power to direct the actions of, and exercised
12 the same to cause, the Company to engage in the unlawful acts and conduct complained of herein.
13 Each of the Individual Defendants exercised control over the general operations of the Company
14 and possessed the power to control the specific activities which comprise the primary violations
15 about which Plaintiff and the other members of the Class complain.
16

17 68. By reason of the above conduct, the Individual Defendants are liable pursuant to
18 Section 20(a) of the Exchange Act for the violations committed by the Company.
19

20 **PRAYER FOR RELIEF**

21 **WHEREFORE**, Plaintiff demands judgment against Defendants as follows:
22

23 A. Determining that the instant action may be maintained as a class action under Rule
24 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the Class representative;

25 B. Requiring Defendants to pay damages sustained by Plaintiff and the Class by
26 reason of the acts and transactions alleged herein;
27

C. Awarding Plaintiff and the other members of the Class prejudgment and post-judgment interest, as well as their reasonable attorneys' fees, expert fees and other costs; and

D. Awarding such other and further relief as this Court may deem just and proper.

DEMAND FOR TRIAL BY JURY

Plaintiff hereby demands a trial by jury.

Dated: December 28, 2018

Respectfully submitted,

POMERANTZ LLP

/s/ Jennifer Pafiti

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Attorneys for Plaintiff

Submission Date

2018-12-24 10:45:16

CERTIFICATION PURSUANT TO FEDERAL SECURITIES LAWS

1. I make this declaration pursuant to Section 27(a)(2) of the Securities Act of 1933 ("Securities Act") and/or Section 21D(a)(2) of the Securities Exchange Act of 1934 ("Exchange Act") as amended by the Private Securities Litigation Reform Act of 1995.
2. I have reviewed a Complaint against NVIDIA Corporation ("NVIDIA" or the "Company") and authorize the filing of a comparable complaint on my behalf.
3. I did not purchase or acquire NVIDIA securities at the direction of plaintiffs' counsel or in order to participate in any private action arising under the Securities Act or Exchange Act.
4. I am willing to serve as a representative party on behalf of a Class of investors who purchased or acquired NVIDIA securities during the class period, including providing testimony at deposition and trial, if necessary. I understand that the Court has the authority to select the most adequate lead plaintiff in this action.
5. To the best of my current knowledge, the attached sheet lists all of my transactions in NVIDIA securities during the Class Period as specified in the Complaint.
6. During the three-year period preceding the date on which this Certification is signed, I have not sought to serve as a representative party on behalf of a class under the federal securities laws.
7. I agree not to accept any payment for serving as a representative party on behalf of the class as set forth in the Complaint, beyond my pro rata share of any recovery, except such reasonable costs and expenses directly relating to the representation of the class as ordered or approved by the Court.
8. I declare under penalty of perjury that the foregoing is true and correct.

Name**Print Name**

Michael Oto

Acquisitions**Configurable list (if none enter none)**

Date Acquired	Number of Shares Acquired	Price per Share Acquired
11/12/2018	50	190.75

Sales

Documents & Message

Upload your brokerage statements showing your individual purchase and sale orders.

(redacted)



Full Name

Michael Oto

(redacted)



NVIDIA Corporation (NVDA)

Oto, Michael

List of Purchases and Sales

Date	Purchase or Sale	Number of Shares/Unit	Price Per Share/Unit
11/12/2018	Purchase	50	\$190.7500

NVIDIA Corporation (NVDA)

Oto, Michael

List of Purchases and Sales

Date	Purchase or Sale	Number of Shares/Unit	Price Per Share/Unit
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NVIDIA Corporation (NVDA)

Oto, Michael

List of Purchases and Sales

Date	Purchase or Sale	Number of Shares/Unit	Price Per Share/Unit
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CIVIL COVER SHEET

The JS-CAND 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved in its original form by the Judicial Conference of the United States in September 1974, is required for the Clerk of Court to initiate the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS
MICHAEL OTO, Individually and on Behalf of All Others Similarly Situated,

(b) County of Residence of First Listed Plaintiff Burlington County, New Jersey
(EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorneys *(Firm Name, Address, and Telephone Number)*
Pomerantz LLP
468 North Camden Drive, Beverly Hills, CA 90210
Tel: 818-532-6499

DEFENDANTS
NVIDIA CORPORATION, JEN-HSUN HUANG, and COLETTE M. KRESS,

County of Residence of First Listed Defendant Santa Clara, CA
(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED

Attorneys *(If Known)*

II. BASIS OF JURISDICTION *(Place an "X" in One Box Only)*

☐ 1 U S Government Plaintiff ☒ 3 Federal Question *(U.S. Government Not a Party)*

☐ 2 U S Government Defendant ☐ 4 Diversity *(Indicate Citizenship of Parties in Item III)*

III. CITIZENSHIP OF PRINCIPAL PARTIES *(Place an "X" in One Box for Plaintiff and One Box for Defendant)*

	PTF	DEF		PTF	DEF
Citizen of This State	<input type="checkbox"/> 1	<input type="checkbox"/> 1	Incorporated or Principal Place of Business In This State	<input type="checkbox"/> 4	<input type="checkbox"/> 4
Citizen of Another State	<input type="checkbox"/> 2	<input type="checkbox"/> 2	Incorporated and Principal Place of Business In Another State	<input type="checkbox"/> 5	<input type="checkbox"/> 5
Citizen or Subject of a Foreign Country	<input type="checkbox"/> 3	<input type="checkbox"/> 3	Foreign Nation	<input type="checkbox"/> 6	<input type="checkbox"/> 6

IV. NATURE OF SUIT *(Place an "X" in One Box Only)*

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES	
110 Insurance 120 Marine 130 Miller Act 140 Negotiable Instrument 150 Recovery of Overpayment Of Veteran's Benefits 151 Medicare Act 152 Recovery of Defaulted Student Loans (Excludes Veterans) 153 Recovery of Overpayment of Veteran's Benefits 160 Stockholders' Suits 190 Other Contract 195 Contract Product Liability 196 Franchise	PERSONAL INJURY 310 Airplane 315 Airplane Product Liability 320 Assault, Libel & Slander 330 Federal Employers' Liability 340 Marine 345 Marine Product Liability 350 Motor Vehicle 355 Motor Vehicle Product Liability 360 Other Personal Injury 362 Personal Injury -Medical Malpractice CIVIL RIGHTS 440 Other Civil Rights 441 Voting 442 Employment 443 Housing/ Accommodations 445 Amer w/Disabilities-- Employment 446 Amer w/Disabilities--Other 448 Education	PERSONAL INJURY 365 Personal Injury -- Product Liability 367 Health Care/ Pharmaceutical Personal Injury Product Liability 368 Asbestos Personal Injury Product Liability PERSONAL PROPERTY 370 Other Fraud 371 Truth in Lending 380 Other Personal Property Damage 385 Property Damage Product Liability PRISONER PETITIONS HABEAS CORPUS 463 Alien Detainee 510 Motions to Vacate Sentence 530 General 535 Death Penalty OTHER 540 Mandamus & Other 550 Civil Rights 555 Prison Condition 560 Civil Detainee-- Conditions of Confinement	625 Drug Related Seizure of Property 21 USC § 881 690 Other LABOR 710 Fair Labor Standards Act 720 Labor/Management Relations 740 Railway Labor Act 751 Family and Medical Leave Act 790 Other Labor Litigation 791 Employee Retirement Income Security Act IMMIGRATION 462 Naturalization Application 465 Other Immigration Actions	422 Appeal 28 USC § 158 423 Withdrawal 28 USC § 157 PROPERTY RIGHTS 820 Copyrights 830 Patent 835 Patent--Abbreviated New Drug Application 840 Trademark SOCIAL SECURITY 861 HIA (1395ff) 862 Black Lung (923) 863 DIWC/DIWW (405(g)) 864 SSID Title XVI 865 RSI (405(g)) FEDERAL TAX SUITS 870 Taxes (U S Plaintiff or Defendant) 871 IRS--Third Party 26 USC § 7609	375 False Claims Act 376 Qui Tam (31 USC § 3729(a)) 400 State Reapportionment 410 Antitrust 430 Banks and Banking 450 Commerce 460 Deportation 470 Racketeer Influenced & Corrupt Organizations 480 Consumer Credit 490 Cable/Sat TV <input checked="" type="checkbox"/> 850 Securities/Commodities/ Exchange 890 Other Statutory Actions 891 Agricultural Acts 893 Environmental Matters 895 Freedom of Information Act 896 Arbitration 899 Administrative Procedure Act/Review or Appeal of Agency Decision 950 Constitutionality of State Statutes

V. ORIGIN *(Place an "X" in One Box Only)*
☒ 1 Original Proceeding ☐ 2 Removed from State Court ☐ 3 Remanded from Appellate Court ☐ 4 Reinstated or Reopened ☐ 5 Transferred from Another District *(specify)* ☐ 6 Multidistrict Litigation--Transfer ☐ 8 Multidistrict Litigation--Direct File

VI. CAUSE OF ACTION
Cite the U.S. Civil Statute under which you are filing *(Do not cite jurisdictional statutes unless diversity):*
15 U.S.C. §§ 78j(b) and 78t(a), and Rule 10b-5 promulgated thereunder, 17 C.F.R. § 240.10b-5 and the PSLRA
Brief description of cause:
Plaintiff seeks to pursue remedies against NVIDIA Corporation for violations of federal securities laws

VII. REQUESTED IN COMPLAINT: ☒ CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, Fed. R. Civ. P. DEMAND \$ CHECK YES only if demanded in complaint: JURY DEMAND: ☒ Yes ☐ No

VIII. RELATED CASE(S), IF ANY *(See instructions):* JUDGE DOCKET NUMBER

IX. DIVISIONAL ASSIGNMENT (Civil Local Rule 3-2)
(Place an "X" in One Box Only) ☐ SAN FRANCISCO/OAKLAND ☐ SAN JOSE ☐ EUREKA-MCKINLEYVILLE

INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS-CAND 44

Authority For Civil Cover Sheet. The JS-CAND 44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleading or other papers as required by law, except as provided by local rules of court. This form, approved in its original form by the Judicial Conference of the United States in September 1974, is required for the Clerk of Court to initiate the civil docket sheet. Consequently, a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. The attorney filing a case should complete the form as follows:

- I. a) Plaintiffs-Defendants.** Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.
 - b) County of Residence.** For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the “defendant” is the location of the tract of land involved.)
 - c) Attorneys.** Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section “(see attachment).”
- II. Jurisdiction.** The basis of jurisdiction is set forth under Federal Rule of Civil Procedure 8(a), which requires that jurisdictions be shown in pleadings. Place an “X” in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.
- (1) United States plaintiff. Jurisdiction based on 28 USC §§ 1345 and 1348. Suits by agencies and officers of the United States are included here.
 - (2) United States defendant. When the plaintiff is suing the United States, its officers or agencies, place an “X” in this box.
 - (3) Federal question. This refers to suits under 28 USC § 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.
 - (4) Diversity of citizenship. This refers to suits under 28 USC § 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; **NOTE: federal question actions take precedence over diversity cases.**)
- III. Residence (citizenship) of Principal Parties.** This section of the JS-CAND 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.
- IV. Nature of Suit.** Place an “X” in the appropriate box. If the nature of suit cannot be determined, be sure the cause of action, in Section VI below, is sufficient to enable the deputy clerk or the statistical clerk(s) in the Administrative Office to determine the nature of suit. If the cause fits more than one nature of suit, select the most definitive.
- V. Origin.** Place an “X” in one of the six boxes.
- (1) Original Proceedings. Cases originating in the United States district courts.
 - (2) Removed from State Court. Proceedings initiated in state courts may be removed to the district courts under Title 28 USC § 1441. When the petition for removal is granted, check this box.
 - (3) Remanded from Appellate Court. Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.
 - (4) Reinstated or Reopened. Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.
 - (5) Transferred from Another District. For cases transferred under Title 28 USC § 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.
 - (6) Multidistrict Litigation Transfer. Check this box when a multidistrict case is transferred into the district under authority of Title 28 USC § 1407. When this box is checked, do not check (5) above.
 - (8) Multidistrict Litigation Direct File. Check this box when a multidistrict litigation case is filed in the same district as the Master MDL docket.
- Please note that there is no Origin Code 7. Origin Code 7 was used for historical records and is no longer relevant due to changes in statute.
- VI. Cause of Action.** Report the civil statute directly related to the cause of action and give a brief description of the cause. **Do not cite jurisdictional statutes unless diversity.** Example: U.S. Civil Statute: 47 USC § 553. Brief Description: Unauthorized reception of cable service.
- VII. Requested in Complaint.** Class Action. Place an “X” in this box if you are filing a class action under Federal Rule of Civil Procedure 23.
- Demand. In this space enter the actual dollar amount being demanded or indicate other demand, such as a preliminary injunction.
- Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.
- VIII. Related Cases.** This section of the JS-CAND 44 is used to identify related pending cases, if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.
- IX. Divisional Assignment.** If the Nature of Suit is under Property Rights or Prisoner Petitions or the matter is a Securities Class Action, leave this section blank. For all other cases, identify the divisional venue according to Civil Local Rule 3-2: “the county in which a substantial part of the events or omissions which give rise to the claim occurred or in which a substantial part of the property that is the subject of the action is situated.”
- Date and Attorney Signature.** Date and sign the civil cover sheet.

ClassAction.org

This complaint is part of ClassAction.org's searchable class action lawsuit database and can be found in this post: [Nvidia Corporation Hit with Stockholder Class Action Over Cryptocurrency Market Involvement](#)
