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UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
WESTERN DIVISION

\_\_\_\_\_, Individually and on  
Behalf of All Others Similarly  
Situating,  
  
Plaintiff,  
  
vs.  
  
GOODRX HOLDINGS, INC.,  
DOUGLAS HIRSCH, TREVOR  
BEZDEK and KARSTEN  
VOERMANN,  
  
Defendants.

) Case No. 2:20-cv-11444  
) CLASS ACTION  
) COMPLAINT FOR VIOLATIONS OF  
) THE FEDERAL SECURITIES LAW  
)  
)  
)  
) DEMAND FOR JURY TRIAL

1 Plaintiff \_\_\_\_\_ (“plaintiff”), individually and on behalf of all others  
2 similarly situated, alleges the following based upon information and belief as to the  
3 investigation conducted by plaintiff’s counsel, which included, among other things, a  
4 review of U.S. Securities and Exchange Commission (“SEC”) filings by GoodRx  
5 Holdings, Inc. (“GoodRx” or the “Company”) and securities analyst reports, press  
6 releases, and other public statements issued by, or about, the Company. Plaintiff  
7 believes that substantial additional evidentiary support will exist for the allegations set  
8 forth herein after a reasonable opportunity for discovery.

9 **NATURE OF THE ACTION**

10 1. This is a federal securities class action brought on behalf of all purchasers  
11 of GoodRx Class A common stock (the “Class”) between September 23, 2020 and  
12 November 16, 2020, inclusive (the “Class Period”), seeking to pursue remedies under  
13 the Securities Exchange Act of 1934 (the “Exchange Act”).

14 **JURISDICTION AND VENUE**

15 2. The claims asserted herein arise under §§10(b) and 20(a) of the Exchange  
16 Act, 15 U.S.C. §§78j(b) and 78t(a), and Rule 10b-5 promulgated thereunder by the  
17 SEC, 17 C.F.R. §240.10b-5. This Court has jurisdiction over the subject matter of this  
18 action under §27 of the Exchange Act, 15 U.S.C. §78aa, and 28 U.S.C. §1331,  
19 because this is a civil action arising under the laws of the United States of America.

20 3. Venue is proper in this District under §27 of the Exchange Act, 15 U.S.C.  
21 §78aa, and 28 U.S.C. §1391(b)-(d). The Company maintains its principal executive  
22 offices in this District, and many of the acts charged herein, including the  
23 dissemination of materially false and misleading information, occurred in substantial  
24 part in this District.

25 4. In connection with the acts alleged in this complaint, defendants (defined  
26 below) directly or indirectly, used the means and instrumentalities of interstate  
27 commerce, including, without limitation, the U.S. mail, interstate telephone and other  
28

1 electronic communications, and the facilities of the NASDAQ Global Select Market  
2 (“NASDAQ”), a national securities exchange.

3 **PARTIES**

4 5. Plaintiff \_\_\_\_\_, as set forth in the accompanying certification  
5 incorporated by reference herein, purchased GoodRx Class A common stock  
6 (hereinafter “common stock” or “common shares”) during the Class Period and has  
7 been damaged thereby.

8 6. Defendant GoodRx is a holding company that owns and operates a U.S.  
9 consumer-focused digital healthcare platform. The Company maintains its principal  
10 executive offices in Santa Monica, California and its common stock is listed and  
11 trades on the NASDAQ under the ticker symbol “GDRX.”

12 7. Defendant Douglas Hirsch (“Hirsch”) is, and was at all relevant times,  
13 Co-Chief Executive and a director of GoodRx.

14 8. Defendant Trevor Bezdek (“Bezdek”) is, and was at all relevant times,  
15 Co-Chief Executive and a director of GoodRx.

16 9. Defendant Karsten Voermann (“Voermann”) is, and was at all relevant  
17 times, Chief Financial Officer of GoodRx.

18 10. Defendants Hirsch, Bezdek and Voermann are collectively referred to  
19 hereinafter as the “Individual Defendants.” GoodRx and the Individual Defendants  
20 are collectively referred to herein as “defendants.”

21 11. Because of the Individual Defendants’ executive positions, they each had  
22 access to the undisclosed adverse information about GoodRx’s business, operations,  
23 services, competition, competitive market trends, and present and future business  
24 prospects via internal corporate documents, conversations and connections with other  
25 corporate officers and employees, attendance at management and Board of Directors  
26 meetings and committees thereof.

27 12. Each of the Individual Defendants was directly involved in the  
28 management and day-to-day operations of the Company at the highest levels and was

1 privity to confidential proprietary information concerning the Company and its  
2 business, operations, services, competition, competitive market trends and present and  
3 future business prospects, as alleged herein. In addition, the Individual Defendants  
4 were involved in drafting, producing, reviewing and/or disseminating the false and  
5 misleading statements and information alleged herein, were aware of, or recklessly  
6 disregarded, the false and misleading statements being issued regarding the Company,  
7 and approved or ratified these statements, in violation of the federal securities laws.

8       13. As officers and controlling persons of a publicly held company whose  
9 common stock is registered with the SEC pursuant to the Exchange Act and trades on  
10 the NASDAQ, which is governed by the provisions of the federal securities laws, the  
11 Individual Defendants each had a duty to promptly disseminate accurate and truthful  
12 information with respect to the Company's operations, business, services, markets,  
13 competition, competitive market trends and present and future business prospects. In  
14 addition, the Individual Defendants each had a duty to correct any previously issued  
15 statements that had become materially misleading or untrue, so that the market price  
16 of the Company's publicly traded common shares would be based upon truthful and  
17 accurate information. Defendants' false and misleading misrepresentations and  
18 omissions during the Class Period violated these specific requirements and  
19 obligations.

20       14. The Individual Defendants, because of their positions of control and  
21 authority as officers and/or directors of the Company, were able to, and did, control  
22 the content of the various SEC filings, press releases and other public statements  
23 pertaining to the Company during the Class Period. Each Individual Defendant was  
24 provided with copies of the documents alleged herein to be misleading before or  
25 shortly after their issuance and/or had the ability and/or opportunity to prevent their  
26 issuance or cause them to be corrected. Accordingly, each Individual Defendant is  
27 responsible for the accuracy of the public statements detailed herein and is, therefore,  
28 primarily liable for the representations contained therein.



1 18. GoodRx primarily earns its revenue from prescription transaction fees  
2 paid by Pharmacy Benefit Managers (“PBMs”) that manage formularies and  
3 prescription transactions. The Company also generates revenue from subscription,  
4 advertising and telehealth services.

5 19. Generally, PBMs are obligated to pay the Company prescription  
6 transaction fees when a prescription is filled with a GoodRx code provided through its  
7 platform that allows the consumer to purchase the prescribed drug at a price that is  
8 less than a pharmacy’s list price. The agreements between GoodRx and PBMs  
9 generally provide that when a consumer uses a GoodRx code presented on its  
10 platform, the Company is entitled to either a percentage of fees the PBM charges the  
11 pharmacy or a fixed amount per type of medication prescription. GoodRx recognizes  
12 revenue for the estimated fee due from the PBM when the pharmacy fills the  
13 prescribed medication.

14 20. On August 28, 2020, GoodRx filed with the SEC a Form S-1 Registration  
15 Statement (the “Registration Statement”) for its IPO signed by the Individual  
16 Defendants. The Registration Statement, as amended, was declared effective by the  
17 SEC on September 22, 2020.

18 21. On September 24, 2020, GoodRx filed with the SEC a prospectus, which  
19 forms part of the Registration Statement (the “Prospectus”), for the IPO offering to  
20 sell to the public over 23.4 million common shares by the Company (excluding the  
21 underwriters’ option to purchase an additional 5.2 million common shares) and 11.2  
22 million common shares by certain selling stockholders.

23 22. On September 25, 2020, GoodRx closed its IPO. In the offering, the  
24 Company and certain existing stockholders sold over 39.8 million common shares for  
25 \$33 per share, including the full exercise of the underwriters’ option, generating over  
26 \$1.3 billion in gross offering proceeds.

27 23. At the time of the IPO, unbeknownst to investors, Amazon.com, Inc.  
28 (“Amazon”) was developing and would soon introduce its own online and mobile

1 prescription medication ordering and fulfillment service that would directly compete  
2 with GoodRx. Defendants timed the IPO so that it was priced before Amazon  
3 announced its online pharmaceutical business to facilitate the IPO and create artificial  
4 demand for the common shares sold therein, as well to maximize the amount of  
5 money the Company and the selling stockholders could raise in the IPO. Given  
6 defendants' knowledge of Amazon's intention to enter the online pharmaceutical  
7 business, and their misleading statements about GoodRx's competitive position made  
8 contemporaneously with that knowledge, defendants' materially false and/or  
9 misleading statements alleged herein were made willfully and caused GoodRx  
10 common stock to trade at artificially inflated prices during the Class Period.

11 **MATERIALLY FALSE AND MISLEADING STATEMENTS AND**  
12 **OMISSION ISSUED DURING THE CLASS PERIOD**

13 24. The Class Period begins on September 23, 2020, the first day GoodRx  
14 common stock began publicly trading on the NASDAQ. The previous day, the SEC  
15 had declared the Registration Statement effective. The Registration Statement  
16 remained alive and uncorrected throughout the Class Period and was incorporated into  
17 and formed part of the Prospectus filed on September 24, 2020.

18 25. The Registration Statement contained materially false and misleading  
19 statements about GoodRx's competitive positioning, stating, in pertinent part: "***Our***  
20 ***partnerships across the healthcare ecosystem, scale and strong consumer brand***  
21 ***create a deep competitive moat that is reinforced by our proprietary technology***  
22 ***platform***, which processes over 150 billion pricing data points every day and  
23 integrates that data into an interface that is convenient and easy to use for  
24 consumers."<sup>1</sup>

25 26. Similarly, the Registration Statement stated, in pertinent part: "***We are a***  
26 ***market leader with a significant scale and brand advantage over our competitors.***

27 \_\_\_\_\_  
28 <sup>1</sup> Unless otherwise noted, all emphasis herein is added.

1 *Our growth accelerates self-reinforcing network effects that further strengthen our*  
2 *competitive position.”*

3 27. The Registration Statement also identified various competitive  
4 advantages which purportedly “set[] [GoodRx] [a]part,” stating, in pertinent part:

5 **What Sets Us Apart**

6 *We are a market leader with a significant scale and brand*  
7 *advantage over our competitors. Our growth accelerates self-*  
8 *reinforcing network effects that further strengthen our competitive*  
9 *position. Our competitive strengths consist of:*

- 10 • **Leading Platform:** We believe that we are the largest platform  
11 that aggregates pricing for prescriptions. Our proprietary platform  
12 enables us to collect and normalize over 150 billion prescription  
13 pricing data points every day from sources spanning the  
14 healthcare industry.
- 15 • **Trusted Brand:** We have built a trusted brand based on nearly a  
16 decade of consumer-focused product development. We strive to  
17 be with the consumer throughout their healthcare journey. We are  
18 guided by the principle of doing well for consumers and the  
19 healthcare industry as a whole, which we believe helps us build  
20 trust, engagement and brand loyalty.
- 21 • **Scaled and Growing Network:** Our leading consumer-focused  
22 digital healthcare platform and brand have facilitated rapid growth  
23 in our consumer base, which has helped us achieve significant  
24 scale. As we have scaled, we have been able to increase the  
25 savings that we provide our consumers, in part by leveraging our  
26 growing consumer base to attract more partners and source better  
27 prices.

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- 1 • **Consumer-focus:** We empower consumers with the tools and  
2 resources to navigate the complexity of the healthcare system.  
3 Our platform delivers a consumer-first experience that is  
4 convenient and is easy to use and understand.
- 5 • **Extensible Platform:** The large number of highly engaged  
6 consumers who trust our brand and platform provide a strong  
7 foundation for the development of new products that extend  
8 across the healthcare market. We have demonstrated our ability to  
9 develop new products such as our subscription offerings and  
10 pharmaceutical manufacturer solutions offering, and integrate  
11 acquired companies such as HeyDoctor.
- 12 • **Cash Generative Monetization Model:** We believe our business  
13 model has facilitated the rapid growth and expansion of our  
14 platform. We have a track record of generating cash flows,  
15 allowing us to reinvest in platform expansion and growth.

16 28. In addition, the Registration Statement provided generic statements of  
17 potential competitive pressures that “may” or “could” impact GoodRx’s business in  
18 the future, but failed to disclose the imminent and known direct competitor that was  
19 being developed by Amazon at the time of the IPO, which would have severe negative  
20 consequences for GoodRx’s business, operations and financial prospects. Indeed, the  
21 Registration Statement did not even identify Amazon as a potential competitor,  
22 instead stating in pertinent part:

23 We compete with companies that provide savings on prescriptions,  
24 as well as companies that offer telehealth services and advertising and  
25 market access for pharmaceutical manufacturers. Within the  
26 prescriptions market, our competition is fragmented and consists of  
27 competitors that are smaller than us in scale. There can be no assurance  
28 that competitors will not develop and market similar offerings to ours, or

1 that industry participants, such as integrated PBMs and pharmacy  
2 providers, will not seek to leverage our platform to drive consumer  
3 demand and traffic to their networks and eventually away from, or  
4 outside of, our platform. We *may* face increased competition from those  
5 that attempt to replicate our business model or marketing tactics, such as  
6 discount websites, apps, cash back and loyalty programs and new  
7 comparison shopping sites from various industry participants, any of  
8 which *could* impact our ability to attract and retain consumers.

9 29. Rather than disclose the truth, the Registration Statement highlighted the  
10 Company's purported successes in growing its market share, stating, in pertinent part:

11 Our success is demonstrated by our 4.4 million Monthly Active  
12 Consumers for the second quarter of 2020, the 15 million Monthly  
13 Visitors for the second quarter of 2020, the approximately \$20 billion of  
14 cumulative consumer savings generated for GoodRx consumers through  
15 June 30, 2020 and our consumer and healthcare professional NPS scores  
16 of 90 and 86, respectively, as of February 2020. On average, we have  
17 been the most downloaded medical app on the Apple App Store and  
18 Google Play App Store for the last three years. Our GoodRx app had a  
19 rating of 4.8 out of 5.0 stars in the Apple App Store and 4.7 out of 5.0  
20 stars in the Google Play App Store, with over 700,000 combined reviews  
21 as of June 30, 2020. In both app stores, our HeyDoctor app had a rating  
22 of 5.0 out of 5.0 stars, with over 8,000 combined reviews as of June 30,  
23 2020.

24 30. The Registration Statement likewise stated: "We believe our financial  
25 results reflect the significant market demand for our offerings and the value that we  
26 provide to the broader healthcare ecosystem."

27 31. Moreover, the Registration Statement highlighted the Company's close  
28 cooperation with Amazon and the purported benefits provided to GoodRx's business

1 and platform as a result of this close relationship. For example, the Registration  
2 Statement represented: “We leverage major third-party cloud and data service  
3 providers, such as Amazon Web Services” and claimed that GoodRx had “built a  
4 modular system of services on top of this infrastructure” that was “cloud native,  
5 scalable and reliable.” The Registration continued, in pertinent part:

6 *We rely on software-as-a-service, or SaaS, technologies from*  
7 *third parties.*

8 We rely on SaaS technologies from third parties in order to  
9 operate critical functions of our business, including financial  
10 management services, relationship management services, marketing  
11 services and data storage services. For example, we rely on Amazon  
12 Web Services for a substantial portion of our computing and storage  
13 capacity . . . . Amazon Web Services provides us with computing and  
14 storage capacity pursuant to an agreement that continues until terminated  
15 by either party.

16 32. On November 12, 2020, GoodRx issued a press release announcing its  
17 financial results for the 2020 third quarter, the period ended September 30, 2020.  
18 Later that day, GoodRx held a conference call with analysts and investors to discuss  
19 the Company’s operations and earnings release. During the conference call, just four  
20 business days before Amazon announced its intention to enter the online  
21 pharmaceutical business, defendants were asked by a securities analyst to “talk about  
22 any changes you’re seeing in the competitive environment.” In response, defendant  
23 Bezdek falsely and misleadingly stated, in pertinent part, “*what we’ve seen is we have*  
24 *not seen sort of any competitors that have really impacted our business in any way*  
25 *sort of historically or currently.*”

26 33. The statements referenced in ¶¶25-32 above were materially false and  
27 misleading when made because they misrepresented and failed to disclose the adverse  
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1 facts about Amazon’s imminent entry into the online pharmaceutical business, which  
2 were known to defendants or recklessly disregarded by them.

3 34. Specifically, defendants knew, but failed to disclose, that Amazon had  
4 been in the process of developing and would soon introduce its own online and mobile  
5 prescription medication ordering and fulfillment service. Indeed, numerous media  
6 outlets had been reporting about Amazon’s anticipated foray into the online  
7 pharmaceutical business after its 2018 acquisition of PillPack, Inc., an online  
8 pharmacy startup founded in 2013. However, outside investors did not know the  
9 scope or specific nature of Amazon’s pharmaceutical activities until the revelations  
10 detailed herein, including Amazon’s use of discount cards that can be used in brick  
11 and mortar pharmacies, its plans to enter the discount cash-pay market and its attempt  
12 to directly replicate and compete with the GoodRx business model.

13 35. Moreover, defendants were aware that Amazon’s entry into the online  
14 prescription medication ordering and fulfillment business was imminent because of  
15 the Company’s close relationship with Amazon and reliance on Amazon Web  
16 Services to support the Company’s platform. Furthermore, Amazon subsequently  
17 teamed up with Inside Rx, a leading source for prescription drug prices and savings in  
18 the United States that procures discounts on thousands of brand name and generic  
19 medications. GoodRx has been a partner of Inside Rx since May 2017, and its  
20 website states that it and Inside Rx have partnered with major drug manufacturers and  
21 pharmacies to reduce the cost of more than 209 brand-name prescription drugs.

22 36. On November 17, 2020, just weeks after GoodRx completed its IPO,  
23 Amazon announced two new pharmacy offerings, a Prime Rx plan and a discount card  
24 program, which, among other things, would compete directly with GoodRx’s platform  
25 by making it “simple for customers to compare prices and purchase medications for  
26 home delivery, all in one place.” The Amazon press release stated, in pertinent part:

27 Amazon.com, Inc. (NASDAQ: AMZN) today announced two new  
28 pharmacy offerings to help customers conveniently purchase their

1 prescription medications. Amazon Pharmacy, a new store on Amazon,  
2 allows customers to complete an entire pharmacy transaction on their  
3 desktop or mobile device through the Amazon App. Using a secure  
4 pharmacy profile, customers can add their insurance information,  
5 manage prescriptions, and choose payment options before checking out.  
6 Prime members receive unlimited, free two-day delivery on orders from  
7 Amazon Pharmacy included with their membership. . . .

8 Also new today, Prime members can access savings on  
9 medications at Amazon Pharmacy when paying without insurance, as  
10 well as at over 50,000 other participating pharmacies nationwide. The  
11 Amazon Prime prescription savings benefit saves members up to 80%  
12 off generic and 40% off brand name medications when paying without  
13 insurance. Prime members will have access to their prescription savings  
14 at checkout on Amazon Pharmacy, or can learn more at  
15 [amazon.com/primerx](https://amazon.com/primerx).

16 *Together the Amazon Prime prescription savings benefit and*  
17 *Amazon Pharmacy make it simple for customers to compare prices and*  
18 *purchase medications for home delivery, all in one place.*

19 37. That same day, CNBC.com reported that Amazon Prime members would  
20 now have access to discounts of up to 80% on generic medications and up to 40% on  
21 brand-name prescriptions through its relationship with the Inside Rx savings program.  
22 This competitive pricing posed a severe threat to GoodRx's business model.

23 38. In response to this news, the price of GoodRx common stock declined  
24 **23%**, from \$46.72 per share to \$36.21 per share by market close on November 17,  
25 2020, erasing more than **\$4 billion** of the Company's market capitalization on  
26 extremely heavy trading volume of over 23 million shares traded. Prior to the  
27 disclosure of the adverse facts detailed above, Andrew Slutsky, the Company's  
28 Consumer President, and Idea Men, LLC, an entity whose managing members

1 included defendants Hirsch and Bezdek, collectively sold *\$132 million* worth of  
2 GoodRx common stock in the IPO.

3         39. After Amazon's Prime Rx plan and discount card program were made  
4 public, securities analysts downgraded and slashed price targets on GoodRx common  
5 shares on fears that Amazon's pharmacy offerings would materially impact the  
6 Company's business and that GoodRx's price saving tools could be made irrelevant  
7 by Amazon's discounts.

8         40. The market for GoodRx common stock was open, well-developed and  
9 efficient at all relevant times. As a result of the alleged materially false and/or  
10 misleading statements, and/or omissions of material fact alleged herein, GoodRx  
11 common stock traded at artificially inflated prices during the Class Period. Plaintiff  
12 and other members of the Class purchased GoodRx common stock relying upon the  
13 integrity of the market price of GoodRx common stock and market information  
14 relating to GoodRx, and have been damaged thereby.

15         41. During the Class Period, defendants materially misled the investing  
16 public, thereby inflating the price of GoodRx common stock, by publicly issuing false  
17 and misleading statements and omitting to disclose material facts necessary to make  
18 defendants' statements, as set forth herein, not false and misleading. Said statements  
19 and omissions were materially false and misleading in that they failed to disclose  
20 material adverse information and misrepresented the truth about the Company, its  
21 business and operations, as alleged herein.

22         42. At all relevant times, the material misrepresentations and omissions  
23 particularized in this complaint directly or proximately caused, or were a substantial  
24 contributing cause of, the damages sustained by plaintiff and other members of the  
25 Class. As described herein, during the Class Period, defendants made or caused to be  
26 made a series of materially false or misleading statements about GoodRx's business,  
27 competition, competitive market trends and its operations. These material  
28 misstatements and omissions had the cause and effect of creating in the marketplace

1 an unrealistically positive assessment of GoodRx, its business, competitive risks,  
2 services, and financial prospects, thus causing the Company's common stock to be  
3 overvalued and artificially inflated at all relevant times. Defendants' materially false  
4 and misleading statements during the Class Period resulted in plaintiff and other  
5 members of the Class purchasing GoodRx common stock at artificially inflated prices,  
6 thus causing the damages complained of herein.

#### 7 **ADDITIONAL SCIENTER ALLEGATIONS**

8 43. As alleged herein, defendants acted with scienter in that they knew that  
9 the public documents and statements issued or disseminated in the name of the  
10 Company were materially false and misleading; knew that such statements or  
11 documents would be issued or disseminated to the investing public; and knowingly  
12 and substantially participated or acquiesced in the issuance or dissemination of such  
13 statements or documents as primary violations of the federal securities laws.  
14 Defendants, by virtue of their receipt of information reflecting the true facts regarding  
15 the GoodRx's competitive landscape, their control over, and/or receipt and/or  
16 modification of GoodRx's allegedly materially misleading misstatements and/or their  
17 associations with the Company, which made them privy to confidential proprietary  
18 information concerning GoodRx, participated in the fraudulent scheme alleged herein.

19 44. The fraudulent scheme described herein could not have been perpetrated  
20 during the Class Period without the knowledge and complicity of, or at least the  
21 reckless disregard by, personnel at the highest levels of the Company, including the  
22 Individual Defendants. Given their executive level positions with GoodRx, the  
23 Individual Defendants controlled the contents of GoodRx's public statements during  
24 the Class Period. The Individual Defendants were each provided with or had access to  
25 the information alleged herein to be false and/or misleading prior to or shortly after its  
26 issuance and had the ability and opportunity to prevent its issuance or cause it to be  
27 corrected. Because of their positions and access to material non-public information,  
28 the Individual Defendants knew or recklessly disregarded that the adverse facts

1 specified herein had not been disclosed to and were being concealed from the public  
2 and that the positive representations that were being made were false and misleading.  
3 As a result, each of the Individual Defendants was responsible for the accuracy of  
4 GoodRx's corporate statements and is, therefore, responsible and liable for the  
5 representations contained therein.

6 45. Plaintiff also alleges that scienter of the Individual Defendants (who, as  
7 executive officers of the Company, knew or recklessly ignored facts related to the core  
8 operations of GoodRx) can be imputed to GoodRx.

9 46. Further evidencing their scienter, defendants timed the IPO so that it was  
10 priced before Amazon announced its online pharmaceutical business to facilitate the  
11 IPO and create artificial demand for the common shares sold therein, as well to  
12 maximize the amount of money the Company and selling shareholders could raise in  
13 the IPO. The Company received **\$887 million** in net proceeds from the sale of  
14 GoodRx common stock in the IPO and Andrew Slutsky, the Company's Consumer  
15 President, and Idea Men, LLC, an entity whose managing members included  
16 defendants Hirsch and Bezdek, collectively sold **\$132 million** of GoodRx common  
17 stock in the IPO. In total, GoodRx insiders collectively reaped gross proceeds of more  
18 than **\$369 million** from the sale of GoodRx common stock in the IPO.

19 47. Moreover, defendants were aware that Amazon's entry into the online  
20 prescription medication ordering and fulfillment business was imminent because  
21 Amazon was a close business partner with GoodRx. Furthermore, Amazon  
22 subsequently teamed up with Inside Rx. GoodRx has been a partner of Inside Rx  
23 since May 2017, and its website states that it and Inside Rx have partnered with major  
24 drug manufacturers and pharmacies to reduce the cost of more than 209 brand-name  
25 prescription drugs. The Company's close connections to and cooperation with  
26 Amazon, both directly and through Inside Rx, further confirm defendants acted with  
27 scienter in making the materially false and misleading statements identified herein.

28



1 GoodRx common stock when the corrective disclosure came to light was a direct  
2 result of the nature and extent of defendants' fraudulent misrepresentations being  
3 revealed to investors and the market. The timing and magnitude of the price decline  
4 in GoodRx common stock negate any inference that the loss suffered by plaintiff and  
5 the other Class members was caused by changed market conditions, macroeconomic  
6 or industry factors or Company-specific facts unrelated to defendants' fraudulent  
7 conduct.

8 52. The economic loss, *i.e.*, damages, suffered by plaintiff and the other  
9 Class members was a direct result of defendants' fraudulent scheme to artificially  
10 inflate the price of GoodRx common stock and the subsequent significant decline in  
11 the value of GoodRx common stock when defendants' prior misrepresentations and  
12 other fraudulent conduct were revealed.

13 **APPLICABILITY OF PRESUMPTION OF RELIANCE:**  
14 **FRAUD ON THE MARKET DOCTRINE**

15 53. At all relevant times, the market for GoodRx common stock was an  
16 efficient market for the following reasons, among others:

17 (a) GoodRx common stock met the requirements for listing, and was  
18 listed and actively traded on the NASDAQ, a highly efficient, national stock market;

19 (b) as a regulated issuer, GoodRx filed periodic public reports with the  
20 SEC and the NASDAQ;

21 (c) GoodRx regularly communicated with public investors via  
22 established market communication mechanisms, including the regular dissemination  
23 of press releases on national circuits of major newswire services and other wide-  
24 ranging public disclosures, such as communications with the financial press and other  
25 similar reporting services; and

26 (d) GoodRx was followed by securities analysts employed by major  
27 brokerage firms who wrote reports which were distributed to the sales force and  
28

1 certain customers of their respective brokerage firms. Each of these reports was  
2 publicly available and entered the public marketplace.

3 54. As a result of the foregoing, the market for GoodRx common stock  
4 promptly digested current information regarding GoodRx from all publicly available  
5 sources and reflected such information in the price of GoodRx common stock. Under  
6 these circumstances, all purchasers of GoodRx common stock during the Class Period  
7 suffered similar injury through their purchase of GoodRx common stock at artificially  
8 inflated prices and a presumption of reliance applies.

9 **NO SAFE HARBOR**

10 55. The statutory safe harbor provided for forward-looking statements under  
11 the Private Securities Litigation Reform Act of 1995 does not apply to any of the  
12 allegedly false statements plead in this complaint. The statements alleged to be false  
13 and misleading herein all relate to then-existing facts and conditions. In addition, to  
14 the extent certain of the statements alleged to be false may be characterized as forward  
15 looking, they were not adequately identified as “forward-looking statements” when  
16 made and there were no meaningful cautionary statements identifying important  
17 factors that could cause actual results to differ materially from those in the purportedly  
18 forward-looking statements. Furthermore, to the extent that the statutory safe harbor  
19 is determined to apply to any forward-looking statements pleaded herein, defendants  
20 are liable for those false forward-looking statements because at the time each of those  
21 forward-looking statements was made, the speaker had actual knowledge that the  
22 forward-looking statement was materially false or misleading, and/or the forward-  
23 looking statement was authorized or approved by an executive officer of GoodRx who  
24 knew that the statement was false when made.

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**COUNT I**

**For Violation of §10(b) of the Exchange Act and  
Rule 10b-5 Promulgated Thereunder Against All Defendants**

56. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

57. During the Class Period, defendants disseminated or approved the materially false and misleading statements specified above, which they knew or deliberately disregarded were misleading in that they contained misrepresentations and failed to disclose material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

58. Defendants: (a) employed devices, schemes, and artifices to defraud; (b) made untrue statements of material fact and/or omitted to state material facts necessary to make the statements made not misleading; and (c) engaged in acts, practices, and a course of business that operated as a fraud and deceit upon the purchasers of the Company common stock during the Class Period.

59. Plaintiff and the Class have suffered damages in that, in reliance on the integrity of the market, they paid artificially inflated prices for GoodRx common stock. Plaintiff and the Class would not have purchased GoodRx common stock at the prices they paid, or at all, if they had been aware that the market prices had been artificially and falsely inflated by defendants' misleading statements.

60. As a direct and proximate result of defendants' wrongful conduct, plaintiff and the other members of the Class suffered damages in connection with their purchases of GoodRx common stock during the Class Period.

**COUNT II**

**For Violation of §20(a) of the Exchange Act  
Against the Individual Defendants**

61. Plaintiff repeats and realleges each and every allegation above as if fully set forth herein.



**JURY DEMAND**

Plaintiff hereby demands a trial by jury.

DATED: December 18, 2020

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