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8 Counsel for Plaintiff

9 UNITED STATES DISTRICT COURT
10 CENTRAL DISTRICT OF CALIFORNIA

11 _____, Individually and on behalf of
12 all others similarly situated,

13 Plaintiff,

14 v.

15 MATRIX SERVICE COMPANY,
16 JOHN R. HEWITT, and KEVIN S.
17 CAVANAH,

18 Defendants.

Case No:

**CLASS ACTION COMPLAINT
FOR VIOLATIONS OF THE
FEDERAL SECURITIES LAWS**

JURY TRIAL DEMANDED

19
20 Plaintiff _____ (“Plaintiff”), individually and on behalf of all other persons
21 similarly situated, by Plaintiff’s undersigned attorneys, for Plaintiff’s Complaint
22 against Defendants (defined below), alleges the following based upon personal
23 knowledge as to Plaintiff and Plaintiff’s own acts, and upon information and
24 belief as to all other matters based on the investigation conducted by and through
25 Plaintiff’s attorneys, which included, among other things, a review of U.S.
26 Securities and Exchange Commission (“SEC”) filings by Matrix Service Group
27 Inc., (“Matrix” or the “Company”), as well as media and analyst reports about the
28

1 Company. Plaintiff believes that substantial evidentiary support will exist for the
2 allegations set forth herein after a reasonable opportunity for discovery.

3
4 **NATURE OF THE ACTION**

5 1. This is a federal securities class action on behalf of a class consisting
6 of all persons other than Defendants who purchased Matrix securities from July
7 14, 2015 through February 4, 2016, both dates inclusive (the “Class Period”),
8 seeking to recover compensable damages caused by Defendants’ violations of
9 federal securities laws and pursue remedies under the Securities Exchange Act of
10 1934 (the “Exchange Act”).

11
12 **JURISDICTION AND VENUE**

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

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

18 4. Venue is proper in this District pursuant to §27 of the Exchange Act
19 and 28 U.S.C. §1391(b) as Defendants conducts business in this district and a
20 significant portion of the Defendants’ actions and the subsequent damages took
21 place within this District.

22 5. In connection with the acts, conduct and other wrongs alleged in this
23 Complaint, Defendants, directly or indirectly, used the means and
24 instrumentalities of interstate commerce, including but not limited to, the United
25 States mails, interstate telephone communications and the facilities of the national
26 securities exchange.

1 **PARTIES**

2 6. Plaintiff, as set forth in the accompanying certification, incorporated
3 by reference herein, purchased Matrix securities at artificially inflated prices
4 during the Class Period and has been damaged thereby.

5 7. Defendant Matrix is a Delaware corporation with its principal
6 executive offices located at 5100 E. Skelly Drive, Suite 500 Tulsa, Oklahoma. The
7 Company maintains an office in Orange, California. Matrix securities trade on the
8 NASDAQ Global Select Market (“NASDAQ”) under the ticker symbol “MTRX.”

9 8. Defendant John R. Hewitt (“Hewitt”) has served as the Company’s
10 Chief Executive Officer and President throughout the Class Period.

11 9. Defendant Kevin S. Cavanah (“Cavanah”) has served as the
12 Company’s Chief Financial Officer and Vice President throughout the Class
13 Period

14 10. The defendants referenced above in ¶¶ 8 – 9 are sometimes referred
15 to herein as the “Individual Defendants.”

16 11. Defendant Matrix and the Individual Defendants are referred to
17 herein, collectively, as the “Defendants.”

18 12. Each of the Individual Defendants:

- 19 a. directly participated in the management of the Company;
- 20 b. was directly involved in the day-to-day operations of the
21 Company at the highest levels;
- 22 c. was privy to confidential proprietary information concerning
23 the Company and its business and operations;
- 24 d. was involved in drafting, producing, reviewing and/or
25 disseminating the false and misleading statements and information alleged
26 herein;
- 27 e. was aware of or recklessly disregarded the fact that the false
28 and misleading statements were being issued concerning the Company; and

1 f. approved or ratified these statements in violation of the federal
2 securities laws.

3 13. As officers, directors, and controlling persons of a publicly-held
4 company whose securities are and were registered with the SEC pursuant to the
5 Exchange Act, and was traded on NASDAQ and governed by the provisions of the
6 federal securities laws, the Individual Defendants each had a duty to disseminate
7 accurate and truthful information promptly with respect to the Company's
8 business prospects and operations, and to correct any previously-issued statements
9 that had become materially misleading or untrue to allow the market price of the
10 Company's publicly-traded stock to reflect truthful and accurate information.

11 14. Matrix is liable for the acts of the Individual Defendants and its
12 employees under the doctrine of respondeat superior and common law principles
13 of agency as all of the wrongful acts complained of herein were carried out within
14 the scope of their employment with authorization.

15 15. The scienter of the Individual Defendants and other employees and
16 agents of the Company is similarly imputed to Matrix under respondeat superior
17 and agency principles.

18
19 **SUBSTANTIVE ALLEGATIONS**

20 **Background**

21 16. The Calpine Garrison Energy Center in Dover, Delaware (the
22 "Garrison Energy Center") is an acquired engineering, procurement and
23 construction ("EPC") joint venture between Matrix and Parsons Brinckerhoff.

24 17. On May 8, 2015, Matrix held a conference call to discuss results for
25 the third quarter ended March 31, 2015. During the call, Defendant Cavanah
26 stated the following with regards to the expected completion date of the Garrison
27 Energy Center:
28

1 While we expect this segment to improve in the fourth quarter. It will
2 be impacted by the completion of the acquired EPC joint venture
3 project.

4 18. On June 4, 2015, the Company issued a press release announcing the
5 substantial completion of the Garrison Energy Center, which states in part:

6 **Matrix Service Company Announces Substantial Completion of**
7 **EPC Joint Venture Power Plant**

8 TULSA, Okla., June 4, 2015 (GLOBE NEWSWIRE) -- Matrix
9 Service Company (Nasdaq:MTRX) announced today that its
10 subsidiary, Matrix North American Construction ("Matrix NAC") has
11 reached substantial completion on the Calpine (NYSE:CPN) Garrison
12 Energy Center, an acquired EPC joint venture with Parsons
13 Brinckerhoff.

14 "We are pleased to announce that this project is substantially complete
15 and as such Calpine is in commercial operation of the facility," said
16 Matrix Service Company president and CEO, John R. Hewitt. "We are
17 proud of our team's commitment to ensuring safe, high quality work
18 and in meeting our delivery obligations under a difficult delivery
19 schedule. *While we will be completing various punch list activities
20 during the coming weeks, we expect to complete the project within
21 our previous forecast.*"

22 Calpine Executive Vice President of Power Operations, John Adams,
23 expressed appreciation for Matrix NAC's work on the state-of-the-art
24 plant, which will bring more efficient, economic power to its
25 customers in an environmentally clean manner. "Matrix NAC's
26 expertise in combined cycle power plants, together with their
27 commitment to quality and timeliness has been invaluable," he said.
28 "We are excited to bring this state-of-the-art plant online."

The Garrison Energy Center, located in Dover, DE, is a 309-megawatt
facility that employs highly efficient combined cycle gas-fired
technology and advanced environmental controls and can produce
enough electricity for 300,000 homes. Combined cycle power plants
are 40 percent more fuel efficient than plants employing older

1 technologies, making them both cost-effective and low-carbon sources
2 of electricity.

3 (emphasis added).

4 **Materially False And Misleading Statements**

5
6 19. On July 13, 2015, the Company issued a press release after market
7 close announcing its guidance for fiscal year ending June 30, 2016, which states in
8 part:

9 **Matrix Service Company Announces Guidance for Fiscal Year**
10 **Ending June 30, 2016, Representing Continued Growth in the**
11 **Business**

12 TULSA, Okla., July 13, 2015 (GLOBE NEWSWIRE) -- *Matrix*
13 *Service Company (Nasdaq:MTRX) announced today that it expects*
14 *fiscal 2016 revenues will be between \$1.4 billion and \$1.6 billion*
and earnings to be between \$1.45 and \$1.75 per fully diluted share.

15 In conjunction with this guidance release, Matrix Service Company
16 will host a conference call with John R. Hewitt, President and CEO
17 and Kevin S. Cavanah, Vice President and CFO.

18 The conference call will be held on Tuesday, July 14, 2015 at 10:30
19 am Eastern Time / 9:30 am Central Time and will be simultaneously
20 broadcast live over the Internet, which can be accessed at the
21 Company's website at www.matrixservicecompany.com on the
22 Investors Relations page under Events & Presentations. Please allow
23 extra time prior to the call to visit the site and download the streaming
24 media software required to listen to the Internet broadcast. The
25 conference call will be recorded and will be available for replay
26 within one hour of the live call and can be accessed following the
27 same link as the live call.

28 (emphasis added).

1 **The Truth Emerges**

2 22. On February 3, 2016, the Company issued a press release after
3 market close announcing its financial results for its second quarter and six months
4 ended December 31, 2015 and lowering its previously issued fiscal 2016 revenue
5 guidance. The press release states in part:

6 **Matrix Service Company Reports Second Quarter Results;**
7 **Revises Fiscal 2016 Guidance**

8 TULSA, Okla., Feb. 03, 2016 (GLOBE NEWSWIRE) -- Matrix
9 Service Company (Nasdaq:MTRX), a leading contractor to the
10 energy, power and industrial markets across North America, today
11 reported its financial results for its second quarter and six months
12 ended December 31, 2015.

13 Key highlights:

- 14 • Consolidated gross profit for the three and six months ended
15 December 31, 2015 was \$30.0 million and \$64.6 million
16 compared to \$16.0 million and \$44.3 million for the same
17 periods in fiscal 2015, respectively
- 18 • Consolidated revenue for the three and six months ended
19 December 31, 2015 was \$323.5 million and \$642.9 million
20 compared to \$342.9 million and \$664.6 million for the same
21 periods in fiscal 2015, respectively
- 22 • Unexpected client bankruptcy results in \$5.2 million bad debt
23 charge, reducing second quarter earnings per share by \$0.12 to
24 \$0.20
- 25 • Company completes acquisition of internationally-based Baillie
26 Tank Equipment
- 27 • Total liquidity increased to \$215.6 million at December 31,
28 2015, a fiscal 2016 increase of \$40.8 million or 23.3%
- Financial strength, strategic focus and market position creates
opportunity for long-term expansion

"We had another solid operating quarter overall and results were in
line with our expectations, *excluding various close-out costs on the*

1 ***Garrison Energy Center project*** as well as a bad debt charge resulting
2 from an unexpected client bankruptcy. This performance was
3 achieved despite slower ramp ups on certain projects in the quarter
4 and the continued weakening of our industrial segment end markets,"
5 said John Hewitt, President and CEO. "As a result of slower project
6 ramp ups, revenue and profit recognition gets shifted across future
7 quarters without necessarily changing the ultimate outcome. This shift
8 in timing, along with the weakening industrial segment and the bad
9 debt charge, requires that we adjust our guidance."

10 "As discussed in prior periods, bidding opportunities in our Electrical
11 Infrastructure, Storage Solutions and Oil Gas & Chemical segments
12 continue to be robust. The combination of today's regulatory
13 environment and current market conditions have some owners taking
14 a more cautious approach to the timing of awards, especially on larger
15 projects, but the projects themselves remain critical to our clients'
16 infrastructure," he said.

17 Despite the challenges, Hewitt also sees significant opportunity for
18 growth. "Our position in the market, our conservative approach to
19 managing our balance sheet and our deliberate, measured approach to
20 diversification has and will continue to serve us well," he said. "The
21 company's financial position is strong and, as such, allows us to
22 continue with our strategic growth plans as evidenced by the recently
23 announced acquisition of Baillie Tank Equipment. Additionally, it
24 enables us to take advantage of larger acquisition opportunities.

25 **Second Quarter Fiscal 2016 Results**

26 Consolidated revenue was \$323.5 million for the three months ended
27 December 31, 2015, compared to consolidated revenue of \$342.9
28 million in the same period in the prior fiscal year. On a segment basis,
consolidated revenue increased in the Electrical Infrastructure
segment by \$32.9 million. This increase was offset by decreased
revenue in the Industrial, Oil Gas & Chemical and Storage Solutions
segments of \$30.7 million, \$14.0 million and \$7.6 million,
respectively.

Consolidated gross profit increased from \$16.0 million in the three
months ended December 31, 2014 to \$30.0 million in the three
months ended December 31, 2015. Gross margins were 9.3% in the

1 three months ended December 31, 2015 compared to 4.7% for the
2 three months ended December 31, 2014. ***Fiscal 2016 gross profit was***
3 ***negatively impacted by the \$5.4 million Garrison Energy Center***
4 ***project charge discussed above.*** Our share of the project charge
5 reduced second quarter of fiscal 2016 net income by \$2.0 million and
6 fully diluted earnings per share by \$0.07 to \$0.20. In the prior fiscal
7 year, we recorded a charge on this project which reduced gross profit
8 by \$22.9 million, net income by \$7.9 million and fully diluted
9 earnings per share by \$0.29 to \$0.12.

8 * * *

9 **Earnings Guidance**

10 Primarily as a result of the unexpected bankruptcy discussed above
11 and the timing of revenue ramp up, the Company is reducing fiscal
12 2016 revenue guidance from between \$1.4 billion and \$1.6 billion to
13 between \$1.3 billion and \$1.4 billion and is reducing fiscal 2016
14 earnings guidance from between \$1.45 and \$1.75 per fully diluted
15 share to between \$1.30 and \$1.50 per fully diluted share.

(emphasis added).

16 23. On February 4, 2016, the Company held a conference call to discuss
17 results for the second quarter ended December 31, 2015. During the conference
18 call, Defendant Hewitt stated the following with regards to the completion of the
19 Garrison Energy Center:

20 We talk about in various these calls and with you guys and our
21 investors and our quarterly performance that we normally have project
22 close out changes on a lot of our jobs obviously on the bigger ones
23 that can create bigger impacts. ***And we have positives and minuses on***
24 ***project closeouts on all of our projects, so on Garrison was no***
different.

25 ***Unfortunately Garrison job which has been a loss, it was a loss***
26 ***project for us, these kind of closeouts on a negative fashion probably***
27 ***try to reemphasize the pain we went through last year. So, you know***
28 ***till the course of this year our plant was operating, there were still***
warranty topics that came up, there were subcontractor closeouts

1 *that we had to work on, there was an outage - planned outage that*
2 *we had to complete some topics on there – again created some*
3 *warranty issues and all those things combined but it's in no position*
4 *for project closeout that was in a negative fashion.*

5 *So are we off the site, essentially we are off the site, we've been off*
6 *the site, we have one trailer there. I think we've about 15 people*
7 *doing some miscellaneous touch up on insulation, painting. We've*
8 *got to do some landscaping work and then we have closeouts with*
9 *subcontractors and some warranty topics that we have to complete.*

10 So as far as our consider projects done and for us this is not, the
11 Garrison thing is not the big news in the quarter or the
12 year.

13 (emphasis added).

14 24. On this news, share of Matrix fell \$2.95 per share or over 15% to
15 close at \$16.39 per share on February 4, 2016, damaging investors.

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

19 **PLAINTIFF'S CLASS ACTION ALLEGATIONS**

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

1 27. The members of the Class are so numerous that joinder of all
2 members is impracticable. Throughout the Class Period, Matrix securities were
3 actively traded on the NASDAQ. While the exact number of Class members is
4 unknown to Plaintiff at this time and can be ascertained only through appropriate
5 discovery, Plaintiff believes that there are hundreds or thousands of members in
6 the proposed Class. Record owners and other members of the Class may be
7 identified from records maintained by Matrix or its transfer agent and may be
8 notified of the pendency of this action by mail, using the form of notice similar to
9 that customarily used in securities class actions.

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

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

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

- 20 • whether the federal securities laws were violated by Defendants' acts
21 as alleged herein;
- 22 • whether statements made by Defendants to the investing public
23 during the Class Period misrepresented material facts about the
24 business, operations and management of Matrix;
- 25 • whether the Individual Defendants caused Matrix to issue false and
26 misleading financial statements during the Class Period;
- 27 • whether Defendants acted knowingly or recklessly in issuing false
28 and misleading financial statements;

- 1 • whether the prices of Matrix securities during the Class Period were
- 2 artificially inflated because of the Defendants' conduct complained of
- 3 herein; and
- 4 • whether the members of the Class have sustained damages and, if so,
- 5 what is the proper measure of damages.

6 31. A class action is superior to all other available methods for the fair
7 and efficient adjudication of this controversy since joinder of all members is
8 impracticable. Furthermore, as the damages suffered by individual Class members
9 may be relatively small, the expense and burden of individual litigation make it
10 impossible for members of the Class to individually redress the wrongs done to
11 them. There will be no difficulty in the management of this action as a class
12 action.

13 32. Plaintiff will rely, in part, upon the presumption of reliance
14 established by the fraud-on-the-market doctrine in that:

- 15 • Defendants made public misrepresentations or failed to disclose
- 16 material facts during the Class Period;
- 17 • the omissions and misrepresentations were material;
- 18 • Matrix securities are traded in an efficient market;
- 19 • the Company's shares were liquid and traded with moderate to heavy
- 20 volume during the Class Period;
- 21 • the Company traded on the NASDAQ and was covered by multiple
- 22 analysts;
- 23 • the misrepresentations and omissions alleged would tend to induce a
- 24 reasonable investor to misjudge the value of the Company's
- 25 securities; and
- 26 • Plaintiff and members of the Class purchased, acquired and/or sold
- 27 Matrix securities between the time the Defendants failed to disclose
- 28

1 or misrepresented material facts and the time the true facts were
2 disclosed, without knowledge of the omitted or misrepresented facts.

3 33. Based upon the foregoing, Plaintiff and the members of the Class are
4 entitled to a presumption of reliance upon the integrity of the market.

5 34. Alternatively, Plaintiff and the members of the Class are entitled to
6 the presumption of reliance established by the Supreme Court in *Affiliated Ute*
7 *Citizens of the State of Utah v. United States*, 406 U.S. 128, 92 S. Ct. 2430 (1972),
8 as Defendants omitted material information in their Class Period statements in
9 violation of a duty to disclose such information, as detailed above.

10
11 **COUNT I**

12 **Violations of Section 10(b) of The Exchange Act and Rule 10b-5**
13 **Against All Defendants**

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

16 36. This Count is asserted against Defendants and is based upon Section
17 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated
18 thereunder by the SEC.

19 37. During the Class Period, Defendants engaged in a plan, scheme,
20 conspiracy and course of conduct, pursuant to which they knowingly or recklessly
21 engaged in acts, transactions, practices and courses of business which operated as
22 a fraud and deceit upon Plaintiff and the other members of the Class; made various
23 untrue statements of material facts and omitted to state material facts necessary in
24 order to make the statements made, in light of the circumstances under which they
25 were made, not misleading; and employed devices, schemes and artifices to
26 defraud in connection with the purchase and sale of securities. Such scheme was
27 intended to, and, throughout the Class Period, did: (i) deceive the investing public,
28 including Plaintiff and other Class members, as alleged herein; (ii) artificially

1 inflate and maintain the market price of Matrix securities; and (iii) cause Plaintiff
2 and other members of the Class to purchase or otherwise acquire Matrix securities
3 at artificially inflated prices. In furtherance of this unlawful scheme, plan and
4 course of conduct, Defendants, and each of them, took the actions set forth herein.

5 38. Pursuant to the above plan, scheme, conspiracy and course of
6 conduct, each of the Defendants participated directly or indirectly in the
7 preparation and/or issuance of the annual reports, SEC filings, press releases and
8 other statements and documents described above, including statements made to
9 securities analysts and the media that were designed to influence the market for
10 Matrix securities. Such reports, filings, releases and statements were materially
11 false and misleading in that they failed to disclose material adverse information
12 and misrepresented the truth about Matrix's disclosure controls and procedures.

13 39. By virtue of their positions at Matrix, Defendants had actual
14 knowledge of the materially false and misleading statements and material
15 omissions alleged herein and intended thereby to deceive Plaintiff and the other
16 members of the Class, or, in the alternative, Defendants acted with reckless
17 disregard for the truth in that they failed or refused to ascertain and disclose such
18 facts as would reveal the materially false and misleading nature of the statements
19 made, although such facts were readily available to Defendants. Said acts and
20 omissions of Defendants were committed willfully or with reckless disregard for
21 the truth. In addition, each defendant knew or recklessly disregarded that material
22 facts were being misrepresented or omitted as described above.

23 40. Information showing that Defendants acted knowingly or with
24 reckless disregard for the truth is peculiarly within Defendants' knowledge and
25 control. As the senior managers and/or directors of Matrix, the Individual
26 Defendants had knowledge of the details of Matrix's internal affairs.

27 41. The Individual Defendants are liable both directly and indirectly for
28 the wrongs complained of herein. Because of their positions of control and

1 authority, the Individual Defendants were able to and did, directly or indirectly,
2 control the content of the statements of Matrix. As officers and/or directors of a
3 publicly-held company, the Individual Defendants had a duty to disseminate
4 timely, accurate, and truthful information with respect to Matrix's businesses,
5 operations, future financial condition and future prospects. As a result of the
6 dissemination of the aforementioned false and misleading reports, releases and
7 public statements, the market price of Matrix securities was artificially inflated
8 throughout the Class Period. In ignorance of the adverse facts concerning Matrix's
9 business and financial condition which were concealed by Defendants, Plaintiff
10 and the other members of the Class purchased or otherwise acquired Matrix
11 securities at artificially inflated prices and relied upon the price of the securities,
12 the integrity of the market for the securities and/or upon statements disseminated
13 by Defendants, and were damaged thereby.

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

1 exercised their power and authority to cause Matrix to engage in the wrongful acts
2 complained of herein. The Individual Defendants therefore, were “controlling
3 persons” of Matrix within the meaning of Section 20(a) of the Exchange Act. In
4 this capacity, they participated in the unlawful conduct alleged which artificially
5 inflated the market price of Matrix securities.

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

14 50. By reason of the above conduct, the Individual Defendants are liable
15 pursuant to Section 20(a) of the Exchange Act for the violations committed by
16 Matrix.

17
18 **PRAYER FOR RELIEF**

19 WHEREFORE, Plaintiff demands judgment against Defendants as follows:

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

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

25 C. Awarding Plaintiff and the other members of the Class prejudgment
26 and post-judgment interest, as well as her reasonable attorneys’ fees, expert fees
27 and other costs; and
28

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

3
4 **DEMAND FOR TRIAL BY JURY**

5 Plaintiff hereby demands a trial by jury.

6
7 Dated: February __, 2016

Respectfully submitted,

8 **THE ROSEN LAW FIRM, P.A.**

9
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