

GLANCY PRONGAY & MURRAY LLP

Lionel Z. Glancy (#134180)
Robert V. Prongay (#270796)
Casey E. Sadler (#274241)
1925 Century Park East, Suite 2100
Los Angeles, California 90067
Telephone: (310) 201-9150
Facsimile: (310) 201-9160
Email: rprongay@glancylaw.com

Attorneys for Plaintiff Phyllis Hull
[Additional Counsel on Signature Page]

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

PHYLLIS HULL, Individually and
on Behalf of All Others Similarly
Situated,

Plaintiff,

v.

QLOGIC CORPORATION,
PRASAD L. RAMPALLI, and JEAN
HU,

Defendants.

Case No.:

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

JURY TRIAL DEMANDED

1 Plaintiff Phyllis Hull (“Plaintiff”), by and through her attorneys, alleges the
2 following upon information and belief, except as to those allegations concerning
3 Plaintiff, which are alleged upon personal knowledge. Plaintiff’s information and
4 belief is based upon, among other things, her counsel’s investigation, which
5 includes without limitation: (a) review and analysis of regulatory filings made by
6 QLOGIC CORPORATION (“QLogic” or the “Company”), with the United States
7 Securities and Exchange Commission (“SEC”); (b) review and analysis of press
8 releases and media reports issued by and disseminated by QLogic; and (c) review
9 of other publicly available information concerning QLogic.
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13 **NATURE OF THE ACTION AND OVERVIEW**

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15 1. This is a class action on behalf of purchasers of QLogic’s securities
16 between April 30, 2015 and July 30, 2015, inclusive (the “Class Period”), seeking
17 to pursue remedies under the Securities Exchange Act of 1934 (the “Exchange
18 Act”).
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20 2. QLogic designs and supplies server and storage networking
21 infrastructure products that provide, enhance, and manage computer data
22 communication. These products facilitate the transfer of data and enable resource
23 sharing between servers, networks, and storage. The Company’s products are used
24 in enterprise, managed service provider, consumer web, and cloud service provider
25 data centers. The Company’s products are based primarily on Fibre Channel and
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1 Ethernet technologies and are used in connection with storage networks, local area
2 networks, and converged networks.

3 3. On July 9, 2015, QLogic issued a press release announcing its
4 preliminary first quarter fiscal year 2016 results. The Company preliminarily
5 reported net revenue of approximately \$113 million for the first quarter of fiscal
6 2016, compared to its previously forecasted range of \$124 million to \$132 million.
7 QLogic revealed that the Company's financial results had been negatively
8 impacted by lower than expected demand due to general weakness in the
9 Company's traditional enterprise server and storage markets, and "a build-up of
10 inventory at certain of its original equipment manufacturer ("OEM") customers
11 due to a slower next-generation server transition in enterprise environments."
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13 4. On this news, the company's shares fell \$2.98 per share, over 21%, to
14 close at \$11.00 per share on July 9, 2015, on unusually heavy trading volume.
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16 5. On July 30, 2015, after the market closed, QLogic issued a press
17 release announcing its first quarter fiscal year 2016 financial results. The Company
18 reported net income of \$2.6 million, or \$0.03 diluted earnings per share ("EPS"),
19 and net revenue of \$113.4 million for the first fiscal quarter of 2016 ended June 28,
20 2015. The Company further disclosed that its financial results had been adversely
21 impacted by "operational issues including an inventory build-up primarily at a
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1 major OEM customer.” Furthermore, the Company announced that it planned to
2 take actions over the next several months to reduce its operating costs.

3 6. On this news, the company’s shares fell \$2.51 per share, over 22%, to
4 close at \$8.87 per share on July 31, 2015, on unusually heavy trading volume.

5 7. Throughout the Class Period, Defendants made false and/or
6 misleading statements regarding its business practices and prospects. Specifically,
7 Defendants made false and/or misleading statements and/or failed to disclose: (1)
8 that the Company was being adversely impacted by lower than expected demand
9 due to weakness in its enterprise server and storage markets; (2) that the Company
10 was being negatively impacted by operational issues including an inventory build-
11 up at a major OEM customer; (3) that, as such, the Company’s financial results
12 were being negatively impacted; and (4) that, as such, the Company’s statements
13 about its business, operations, and prospects lacked a reasonable basis.
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19 8. As a result of Defendants’ wrongful acts and omissions, and the
20 precipitous decline in the market value of the Company’s securities, Plaintiff and
21 other Class members have suffered significant losses and damages.
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23 **JURISDICTION AND VENUE**

24 9. The claims asserted herein arise under Sections 10(b) and 20(a) of the
25 Exchange Act (15 U.S.C. §§ 78j(b) and 78t(a)) and Rule 10b-5 promulgated
26 thereunder by the SEC (17 C.F.R. § 240.10b-5).
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1 14. Defendant QLogic is a Delaware corporation with its principal
2 executive offices located at 26650 Aliso Viejo Parkway, Aliso Viejo, California
3 92656.

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5 15. Defendant Prasad L. Rampalli (“Rampalli”) was, at all relevant times,
6 Chief Executive Officer (“CEO”) and a director of QLogic.

7
8 16. Defendant Jean Hu (“Hu”) was, at all relevant times, Chief Financial
9 Officer (“CFO”) of QLogic.

10 17. Defendants Rampalli and Hu are collectively referred to hereinafter as
11 the “Individual Defendants.” The Individual Defendants, because of their
12 positions with the Company, possessed the power and authority to control the
13 contents of QLogic’s reports to the SEC, press releases and presentations to
14 securities analysts, money and portfolio managers and institutional investors, *i.e.*,
15 the market. Each defendant was provided with copies of the Company’s reports
16 and press releases alleged herein to be misleading prior to, or shortly after, their
17 issuance and had the ability and opportunity to prevent their issuance or cause
18 them to be corrected. Because of their positions and access to material non-public
19 information available to them, each of these defendants knew that the adverse facts
20 specified herein had not been disclosed to, and were being concealed from, the
21 public, and that the positive representations which were being made were then
22 materially false and/or misleading. The Individual Defendants are liable for the
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1 false statements pleaded herein, as those statements were each “group-published”
2 information, the result of the collective actions of the Individual Defendants.

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4 **SUBSTANTIVE ALLEGATIONS**

5 **Background**

6 18. QLogic designs and supplies server and storage networking
7 infrastructure products that provide, enhance, and manage computer data
8 communication. These products facilitate the transfer of data and enable resource
9 sharing between servers, networks, and storage. The Company’s products are used
10 in enterprise, managed service provider, consumer web, and cloud service provider
11 data centers. The Company’s products are based primarily on Fibre Channel and
12 Ethernet technologies and are used in connection with storage networks, local area
13 networks, and converged networks.
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18 **Materially False and Misleading
Statements Issued During the Class Period**

19 19. The Class Period begins on April 30, 2015. On that day, the
20 Company issued a press release entitled, “QLogic Reports Fourth Quarter and
21 Fiscal Year 2015 Results.” Therein, the Company, in relevant part, stated:
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24 **Annual revenue grows 13%; Non-GAAP EPS up 17%**

25 QLogic Corp. (Nasdaq:QLGC), a leading supplier of high
26 performance network infrastructure solutions, today announced its
27 financial results for the fourth quarter and fiscal year ended March 29,
28 2015.

1 **Fourth Quarter Highlights**

- 2 • Net revenue: \$133.0 million
3 • GAAP net income: \$11.1 million or \$0.13 per diluted share
4 • Non-GAAP net income: \$24.9 million or \$0.28 per diluted share
5 • Cash and marketable securities: \$316.4 million as of March 29,
6 2015
7 • Cash generated from operations: \$45.2 million

7 **Fiscal Year Highlights**

- 8 • Net revenue: \$520.2 million
9 • GAAP net income: \$50.6 million or \$0.57 per diluted share
10 • Non-GAAP net income: \$97.0 million or \$1.10 per diluted share
11 • GAAP operating income: \$54.4 million
12 • Non-GAAP operating income: \$106.8 million
13 • Operating margin: 10.5% GAAP, 20.5% non-GAAP

13 Net revenue for the fourth quarter of fiscal 2015 was \$133.0 million
14 and increased 15% from \$115.7 million in the same quarter last year.
15 Revenue from Advanced Connectivity Platforms was \$120.7 million
16 during the fourth quarter of fiscal 2015 and increased 19% from
17 \$101.1 million in the same quarter last year.

17 Net income on a GAAP basis for the fourth quarter of fiscal 2015
18 increased to \$11.1 million, or \$0.13 per diluted share, from a net loss
19 of \$46.8 million, or \$0.54 per diluted share, for the fourth quarter of
20 fiscal 2014. Net income on a non-GAAP basis for the fourth quarter
21 of fiscal 2015 increased 20% to \$24.9 million, or \$0.28 per diluted
22 share, from \$20.8 million, or \$0.24 per diluted share, for the fourth
23 quarter of fiscal 2014.

23 Net revenue for fiscal 2015 was \$520.2 million and increased 13%
24 from \$460.9 million in fiscal 2014. Revenue from Advanced
25 Connectivity Platforms was \$465.0 million during fiscal 2015 and
26 increased 20% from \$386.7 million in fiscal 2014. Net income on a
27 GAAP basis for fiscal 2015 increased to \$50.6 million, or \$0.57 per
28 diluted share, from a net loss of \$18.3 million, or \$0.21 per diluted
share, in fiscal 2014. Net income on a non-GAAP basis for fiscal 2015
increased to \$97.0 million, or \$1.10 per diluted share, from \$82.8
million, or \$0.94 per diluted share, in fiscal 2014.

1 “I am very pleased with our achievements during the fourth quarter
2 and for the full year of fiscal 2015. We accomplished a great deal,
3 including expansion of our market share position for both our Fibre
4 Channel and Ethernet products¹. In addition, during fiscal 2015, we
5 were the first to sample the next generation 25/40/50/100Gb Ethernet
6 controllers to customers that serve the enterprise and Cloud markets,”
7 said Prasad Rampalli, president and chief executive officer, QLogic.
8 “From a financial perspective, our revenue during fiscal 2015
9 increased by 13% over fiscal 2014 and our operating income and
10 earnings per share expanded at even higher growth rates. Our focus on
11 server and storage connectivity provides us excellent leverage from
12 both a product development and customer engagement standpoint. I
13 believe that as we continue to execute on our strategy, we are well
14 positioned to deliver on our top and bottom line growth plans in the
15 coming year.”

16 20. On May 26, 2015, QLogic filed its Annual Report with the SEC on
17 Form 10-K for the 2015 fiscal year. The Company’s Form 10-K was signed by
18 Defendants Rampalli and Hu, and reaffirmed the Company’s statements previously
19 announced on April 30, 2015.

20 21. The statements contained in ¶¶19-20 were materially false and/or
21 misleading when made because defendants failed to disclose or indicate the
22 following: (1) that the Company was being adversely impacted by lower than
23 expected demand due to weakness in its enterprise server and storage markets; (2)
24 that the Company was being negatively impacted by operational issues including
25 an inventory build-up at a major OEM customer; (3) that, as such, the Company’s
26 financial results were being negatively impacted; and (4) that, as such, the

1 Company's statements about its business, operations, and prospects lacked a
2 reasonable basis.

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4 **Disclosures at the End of the Class Period**

5 22. On July 9, 2015, QLogic issued a press release entitled, "QLogic
6 Announces Preliminary First Quarter Results For Fiscal Year 2016." Therein, the
7 Company, in relevant part, stated:
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9 QLogic Corp. (Nasdaq:QLGC), a leading supplier of high
10 performance network infrastructure solutions, today announced
11 preliminary results for its first quarter ended June 28, 2015.

12 QLogic expects to report net revenue of approximately \$113 million
13 for the first quarter of fiscal 2016, compared to the previously-
14 forecasted range of \$124 million to \$132 million. The preliminary
15 results reflect lower than expected demand due to general weakness in
16 the Company's traditional enterprise server and storage markets, and a
build-up of inventory at certain of its OEM customers due to a slower
next-generation server transition in enterprise environments.

17 "We are disappointed with the level of business activity during the
18 quarter," said Prasad Rampalli, president and chief executive officer,
19 QLogic. "We will work through these headwinds, leveraging our
20 technologies and solutions to expand our addressable market
21 opportunities. We believe QLogic is well positioned to capitalize on
22 these opportunities in the data center. We will provide more details on
our first quarter results during our earnings call on July 30th."

23 The Company anticipates reporting GAAP net income per diluted
24 share for the first quarter of fiscal 2016 in the range of \$0.00 to \$0.01.
25 On a non-GAAP basis, the Company expects to report net income per
26 diluted share in the range of \$0.16 to \$0.17, compared to the
27 previously-forecasted range of \$0.23 to \$0.27 per diluted share. The
28 non-GAAP net income per diluted share amount excludes stock-based
compensation, amortization of acquisition-related intangible assets,
other charges, and income tax adjustments.

1 The preliminary results of operations for the first quarter of fiscal
2 2016 represent the most current information available to management.
3 The Company's actual results may differ from these preliminary
4 results due to the completion of the Company's financial closing
5 procedures, final adjustments and other developments that may arise
6 between the date of this press release and the time that financial
7 results for the first quarter of fiscal 2016 are finalized.

8 23. On this news, the company's shares fell \$2.98 per share, over 21%, to
9 close at \$11.00 per share on July 9, 2015, on unusually heavy trading volume.

10 24. On July 30, 2015, after the market closed, QLogic issued a press
11 release entitled, "QLogic Reports First Quarter Results for Fiscal Year 2016."
12 Therein, the Company, in relevant part, stated:

13 QLogic Corp. (Nasdaq:QLGC), a leading supplier of high
14 performance network infrastructure solutions, today announced its
15 first quarter financial results for the period ended June 28, 2015.

16 Net revenue for the first quarter of fiscal 2016 was \$113.4 million
17 compared to \$119.4 million in the same quarter last year. Revenue
18 from Advanced Connectivity Platforms was \$102.6 million during the
19 first quarter of fiscal 2016 compared to \$104.7 million in the same
20 quarter last year.

21 Net income on a GAAP basis for the first quarter of fiscal 2016 was
22 \$2.6 million, or \$0.03 per diluted share, compared to \$6.0 million, or
23 \$0.07 per diluted share, for the first quarter of fiscal 2015. Net income
24 on a non-GAAP basis for the first quarter of fiscal 2016 was \$16.5
25 million, or \$0.19 per diluted share, compared to \$18.5 million, or
26 \$0.21 per diluted share, for the first quarter of fiscal 2015.

27 "We are disappointed with our first quarter financial performance.
28 Our first quarter results were adversely impacted by lower than
expected demand due to weakness in our traditional enterprise server
and storage markets, and operational issues including an inventory
build-up primarily at a major OEM customer that was not identified

1 on a timely basis,” said Prasad Rampalli, president and chief
2 executive officer, QLogic. “We have taken actions to address these
3 execution areas where we fell short and also plan to take actions over
4 the next few months to reduce our operating costs by streamlining our
5 business and prioritizing our investments. We remain committed to
6 our strategy and will continue to focus on our core and expansion
7 markets to deliver long-term growth and enhance shareholder value.”

8 25. On this news, the company’s shares fell \$2.51 per share, over 22%, to
9 close at \$8.87 per share on July 31, 2015, on unusually heavy trading volume.

10 CLASS ACTION ALLEGATIONS

11 26. Plaintiff brings this action as a class action pursuant to Federal Rule of
12 Civil Procedure 23(a) and (b)(3) on behalf of a class, consisting of all those who
13 purchased or otherwise acquired QLogic’s securities between April 30, 2015 and
14 July 30, 2015, inclusive and who were damaged thereby (the “Class”). Excluded
15 from the Class are Defendants, the officers and directors of the Company, at all
16 relevant times, members of their immediate families and their legal representatives,
17 heirs, successors or assigns and any entity in which Defendants have or had a
18 controlling interest.

19 27. The members of the Class are so numerous that joinder of all
20 members is impracticable. Throughout the Class Period, QLogic’s securities were
21 actively traded on the Nasdaq Stock Market (“NASDAQ”). While the exact
22 number of Class members is unknown to Plaintiff at this time and can only be
23 ascertained through appropriate discovery, Plaintiff believes that there are
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1 hundreds or thousands of members in the proposed Class. Millions of QLogic
2 shares were traded publicly during the Class Period on the NASDAQ. As of May
3 15, 2015, QLogic had 87,259,000 shares of common stock outstanding. Record
4 owners and other members of the Class may be identified from records maintained
5 by QLogic or its transfer agent and may be notified of the pendency of this action
6 by mail, using the form of notice similar to that customarily used in securities class
7 actions.
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10 28. Plaintiff's claims are typical of the claims of the members of the Class
11 as all members of the Class are similarly affected by Defendants' wrongful
12 conduct in violation of federal law that is complained of herein.
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14 29. Plaintiff will fairly and adequately protect the interests of the
15 members of the Class and has retained counsel competent and experienced in class
16 and securities litigation.
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18 30. Common questions of law and fact exist as to all members of the
19 Class and predominate over any questions solely affecting individual members of
20 the Class. Among the questions of law and fact common to the Class are:
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22 (a) whether the federal securities laws were violated by
23 Defendants' acts as alleged herein;
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1 (b) whether statements made by Defendants to the investing public
2 during the Class Period omitted and/or misrepresented material facts about the
3 business, operations, and prospects of QLogic; and
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5 (c) to what extent the members of the Class have sustained
6 damages and the proper measure of damages.
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8 31. A class action is superior to all other available methods for the fair
9 and efficient adjudication of this controversy since joinder of all members is
10 impracticable. Furthermore, as the damages suffered by individual Class members
11 may be relatively small, the expense and burden of individual litigation makes it
12 impossible for members of the Class to individually redress the wrongs done to
13 them. There will be no difficulty in the management of this action as a class
14 action.
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17 **UNDISCLOSED ADVERSE FACTS**
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19 32. The market for QLogic's securities was open, well-developed and
20 efficient at all relevant times. As a result of these materially false and/or
21 misleading statements, and/or failures to disclose, QLogic's securities traded at
22 artificially inflated prices during the Class Period. Plaintiff and other members of
23 the Class purchased or otherwise acquired QLogic's securities relying upon the
24 integrity of the market price of the Company's securities and market information
25 relating to QLogic, and have been damaged thereby.
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1 33. During the Class Period, Defendants materially misled the investing
2 public, thereby inflating the price of QLogic's securities, by publicly issuing false
3 and/or misleading statements and/or omitting to disclose material facts necessary
4 to make Defendants' statements, as set forth herein, not false and/or misleading.
5 Said statements and omissions were materially false and/or misleading in that they
6 failed to disclose material adverse information and/or misrepresented the truth
7 about QLogic's business, operations, and prospects as alleged herein.
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10 34. At all relevant times, the material misrepresentations and omissions
11 particularized in this Complaint directly or proximately caused or were a
12 substantial contributing cause of the damages sustained by Plaintiff and other
13 members of the Class. As described herein, during the Class Period, Defendants
14 made or caused to be made a series of materially false and/or misleading
15 statements about QLogic's financial well-being and prospects. These material
16 misstatements and/or omissions had the cause and effect of creating in the market
17 an unrealistically positive assessment of the Company and its financial well-being
18 and prospects, thus causing the Company's securities to be overvalued and
19 artificially inflated at all relevant times. Defendants' materially false and/or
20 misleading statements during the Class Period resulted in Plaintiff and other
21 members of the Class purchasing the Company's securities at artificially inflated
22 prices, thus causing the damages complained of herein.
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LOSS CAUSATION

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2 35. Defendants’ wrongful conduct, as alleged herein, directly and
3 proximately caused the economic loss suffered by Plaintiff and the Class.
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5 36. During the Class Period, Plaintiff and the Class purchased QLogic’s
6 securities at artificially inflated prices and were damaged thereby. The price of the
7 Company’s securities significantly declined when the misrepresentations made to
8 the market, and/or the information alleged herein to have been concealed from the
9 market, and/or the effects thereof, were revealed, causing investors’ losses.
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SCIENTER ALLEGATIONS

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13 37. As alleged herein, Defendants acted with scienter in that Defendants
14 knew that the public documents and statements issued or disseminated in the name
15 of the Company were materially false and/or misleading; knew that such
16 statements or documents would be issued or disseminated to the investing public;
17 and knowingly and substantially participated or acquiesced in the issuance or
18 dissemination of such statements or documents as primary violations of the federal
19 securities laws. As set forth elsewhere herein in detail, Defendants, by virtue of
20 their receipt of information reflecting the true facts regarding QLogic, his/her
21 control over, and/or receipt and/or modification of QLogic’s allegedly materially
22 misleading misstatements and/or their associations with the Company which made
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1 them privy to confidential proprietary information concerning QLogic, participated
2 in the fraudulent scheme alleged herein.

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4 **APPLICABILITY OF PRESUMPTION OF RELIANCE**
5 **(FRAUD-ON-THE-MARKET DOCTRINE)**

6 38. The market for QLogic's securities was open, well-developed and
7 efficient at all relevant times. As a result of the materially false and/or misleading
8 statements and/or failures to disclose, QLogic's securities traded at artificially
9 inflated prices during the Class Period. On June 3, 2015, the Company's stock
10 closed at a Class Period high of \$15.89 per share. Plaintiff and other members of
11 the Class purchased or otherwise acquired the Company's securities relying upon
12 the integrity of the market price of QLogic's securities and market information
13 relating to QLogic, and have been damaged thereby.

14 39. During the Class Period, the artificial inflation of QLogic's stock was
15 caused by the material misrepresentations and/or omissions particularized in this
16 Complaint causing the damages sustained by Plaintiff and other members of the
17 Class. As described herein, during the Class Period, Defendants made or caused to
18 be made a series of materially false and/or misleading statements about QLogic's
19 business, prospects, and operations. These material misstatements and/or
20 omissions created an unrealistically positive assessment of QLogic and its
21 business, operations, and prospects, thus causing the price of the Company's
22 securities to be artificially inflated at all relevant times, and when disclosed,
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1 negatively affected the value of the Company stock. Defendants' materially false
2 and/or misleading statements during the Class Period resulted in Plaintiff and other
3 members of the Class purchasing the Company's securities at such artificially
4 inflated prices, and each of them has been damaged as a result.
5

6 40. At all relevant times, the market for QLogic's securities was an
7 efficient market for the following reasons, among others:
8

9 (a) QLogic stock met the requirements for listing, and was listed
10 and actively traded on the NASDAQ, a highly efficient and automated market;
11

12 (b) as a regulated issuer, QLogic filed periodic public reports with
13 the SEC and/or the NASDAQ;
14

15 (c) QLogic regularly communicated with public investors *via*
16 established market communication mechanisms, including through regular
17 dissemination of press releases on the national circuits of major newswire services
18 and through other wide-ranging public disclosures, such as communications with
19 the financial press and other similar reporting services; and/or
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21 (d) QLogic was followed by securities analysts employed by
22 brokerage firms who wrote reports about the Company, and these reports were
23 distributed to the sales force and certain customers of their respective brokerage
24 firms. Each of these reports was publicly available and entered the public
25 marketplace.
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1 forward-looking statement was authorized or approved by an executive officer of
2 QLogic who knew that the statement was false when made.

3
4 **FIRST CLAIM**
5 **Violation of Section 10(b) of**
6 **The Exchange Act and Rule 10b-5**
7 **Promulgated Thereunder Against All Defendants**

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

10 44. During the Class Period, Defendants carried out a plan, scheme and
11 course of conduct which was intended to and, throughout the Class Period, did: (i)
12 deceive the investing public, including Plaintiff and other Class members, as
13 alleged herein; and (ii) cause Plaintiff and other members of the Class to purchase
14 QLogic's securities at artificially inflated prices. In furtherance of this unlawful
15 scheme, plan and course of conduct, defendants, and each of them, took the actions
16 set forth herein.
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18 45. Defendants (i) employed devices, schemes, and artifices to defraud;
19 (ii) made untrue statements of material fact and/or omitted to state material facts
20 necessary to make the statements not misleading; and (iii) engaged in acts,
21 practices, and a course of business which operated as a fraud and deceit upon the
22 purchasers of the Company's securities in an effort to maintain artificially high
23 market prices for QLogic's securities in violation of Section 10(b) of the Exchange
24 Act and Rule 10b-5. All Defendants are sued either as primary participants in the
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1 wrongful and illegal conduct charged herein or as controlling persons as alleged
2 below.

3 46. Defendants, individually and in concert, directly and indirectly, by the
4 use, means or instrumentalities of interstate commerce and/or of the mails, engaged
5 and participated in a continuous course of conduct to conceal adverse material
6 information about QLogic's financial well-being and prospects, as specified herein.
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8 47. These defendants employed devices, schemes and artifices to defraud,
9 while in possession of material adverse non-public information and engaged in
10 acts, practices, and a course of conduct as alleged herein in an effort to assure
11 investors of QLogic's value and performance and continued substantial growth,
12 which included the making of, or the participation in the making of, untrue
13 statements of material facts and/or omitting to state material facts necessary in
14 order to make the statements made about QLogic and its business operations and
15 future prospects in light of the circumstances under which they were made, not
16 misleading, as set forth more particularly herein, and engaged in transactions,
17 practices and a course of business which operated as a fraud and deceit upon the
18 purchasers of the Company's securities during the Class Period.
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20 48. Each of the Individual Defendants' primary liability, and controlling
21 person liability, arises from the following facts: (i) the Individual Defendants were
22 high-level executives and/or directors at the Company during the Class Period and
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1 members of the Company's management team or had control thereof; (ii) each of
2 these defendants, by virtue of their responsibilities and activities as a senior officer
3 and/or director of the Company, was privy to and participated in the creation,
4 development and reporting of the Company's internal budgets, plans, projections
5 and/or reports; (iii) each of these defendants enjoyed significant personal contact
6 and familiarity with the other defendants and was advised of, and had access to,
7 other members of the Company's management team, internal reports and other
8 data and information about the Company's finances, operations, and sales at all
9 relevant times; and (iv) each of these defendants was aware of the Company's
10 dissemination of information to the investing public which they knew and/or
11 recklessly disregarded was materially false and misleading.

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16 49. The defendants had actual knowledge of the misrepresentations and/or
17 omissions of material facts set forth herein, or acted with reckless disregard for the
18 truth in that they failed to ascertain and to disclose such facts, even though such
19 facts were available to them. Such defendants' material misrepresentations and/or
20 omissions were done knowingly or recklessly and for the purpose and effect of
21 concealing QLogic's financial well-being and prospects from the investing public
22 and supporting the artificially inflated price of its securities. As demonstrated by
23 Defendants' overstatements and/or misstatements of the Company's business,
24 operations, financial well-being, and prospects throughout the Class Period,
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1 Defendants, if they did not have actual knowledge of the misrepresentations and/or
2 omissions alleged, were reckless in failing to obtain such knowledge by
3 deliberately refraining from taking those steps necessary to discover whether those
4 statements were false or misleading.
5

6 50. As a result of the dissemination of the materially false and/or
7 misleading information and/or failure to disclose material facts, as set forth above,
8 the market price of QLogic's securities was artificially inflated during the Class
9 Period. In ignorance of the fact that market prices of the Company's securities
10 were artificially inflated, and relying directly or indirectly on the false and
11 misleading statements made by Defendants, or upon the integrity of the market in
12 which the securities trades, and/or in the absence of material adverse information
13 that was known to or recklessly disregarded by Defendants, but not disclosed in
14 public statements by Defendants during the Class Period, Plaintiff and the other
15 members of the Class acquired QLogic's securities during the Class Period at
16 artificially high prices and were damaged thereby.
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22 51. At the time of said misrepresentations and/or omissions, Plaintiff and
23 other members of the Class were ignorant of their falsity, and believed them to be
24 true. Had Plaintiff and the other members of the Class and the marketplace known
25 the truth regarding the problems that QLogic was experiencing, which were not
26 disclosed by Defendants, Plaintiff and other members of the Class would not have
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1 purchased or otherwise acquired their QLogic securities, or, if they had acquired
2 such securities during the Class Period, they would not have done so at the
3 artificially inflated prices which they paid.
4

5 52. By virtue of the foregoing, Defendants have violated Section 10(b) of
6 the Exchange Act and Rule 10b-5 promulgated thereunder.
7

8 53. As a direct and proximate result of Defendants' wrongful conduct,
9 Plaintiff and the other members of the Class suffered damages in connection with
10 their respective purchases and sales of the Company's securities during the Class
11 Period.
12

13 **SECOND CLAIM**
14 **Violation of Section 20(a) of**
15 **The Exchange Act Against the Individual Defendants**

16 54. Plaintiff repeats and realleges each and every allegation contained
17 above as if fully set forth herein.
18

19 55. The Individual Defendants acted as controlling persons of QLogic
20 within the meaning of Section 20(a) of the Exchange Act as alleged herein. By
21 virtue of their high-level positions, and their ownership and contractual rights,
22 participation in and/or awareness of the Company's operations and/or intimate
23 knowledge of the false financial statements filed by the Company with the SEC
24 and disseminated to the investing public, the Individual Defendants had the power
25 to influence and control and did influence and control, directly or indirectly, the
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1 (a) determining that this action is a proper class action under Rule 23 of
2 the Federal Rules of Civil Procedure;

3 (b) awarding compensatory damages in favor of Plaintiff and the other
4 Class members against all defendants, jointly and severally, for all damages
5 sustained as a result of Defendants' wrongdoing, in an amount to be proven at trial,
6 including interest thereon;
7

8 (c) awarding Plaintiff and the Class their reasonable costs and expenses
9 incurred in this action, including counsel fees and expert fees; and
10

11 (d) such other and further relief as the Court may deem just and proper.
12

13 **JURY TRIAL DEMANDED**

14 Plaintiff hereby demands a trial by jury.
15

16 Dated: September 28, 2015 **GLANCY PRONGAY & MURRAY LLP**

17
18 By: *s/ Robert V. Prongay* _____

19 Lionel Z. Glancy

20 Robert V. Prongay

21 Casey E. Sadler

22 1925 Century Park East, Suite 2100

23 Los Angeles, CA 90067

24 Telephone: (310) 201-9150

25 Facsimile: (310) 201-9160

26 Email: rprongay@glancylaw.com
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LAW OFFICES OF HOWARD G. SMITH

Howard G. Smith

3070 Bristol Pike, Suite 112

Bensalem, PA 19020

Telephone: (215) 638-4847

Facsimile: (215) 638-4867

Attorneys for Plaintiff Phyllis Hull

SWORN CERTIFICATION OF PLAINTIFF

QLogic Corporation, **SECURITIES LITIGATION**

I, Phyllis Hull, certify:

1. I have reviewed the complaint and authorized its filing.
2. I did not purchase QLogic Corporation, the security that is the subject of this action at the direction of plaintiff's counsel or in order to participate in any private action arising under this title.
3. I am willing to serve as a representative party on behalf of a class and will testify at deposition and trial, if necessary.
4. My transactions in QLogic Corporation, during the class period set forth in the Complaint are as follows:

See Attached Transactions

5. I have not served as a representative party on behalf of a class under this title during the last three years except as stated:
6. I will not accept any payment for serving as a representative party, except to receive my pro rata share of any recovery or as ordered or approved by the court including the award to a representative plaintiff of reasonable costs and expenses (including lost wages) directly relating to the representation of the class.

Check here if you are a current employee or former employee of the defendant Company.

I declare under penalty of perjury that the foregoing are true and correct statements.

Dated

Aug 13 2015

Phyllis J Hull
(Please Sign Your Name Above)

**Phyllis Hull's Transactions in
QLogic Corporation (QLGC)**

Date	Transaction Type	Shares	Unit Price
5/7/2015	Bought	50	\$14.9400