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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

_____, Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

v.

RIVIAN AUTOMOTIVE, INC.,
ROBERT J. SCARINGE, and CLAIRE
MCDONOUGH,

Defendants.

Case No.

CLASS ACTION

COMPLAINT FOR VIOLATIONS
OF THE FEDERAL SECURITIES
LAWS

DEMAND FOR JURY TRIAL

Plaintiff ____ (“Plaintiff”), individually and on behalf of all others
similarly situated, by Plaintiff’s undersigned attorneys, for Plaintiff’s complaint
against Defendants, alleges the following based upon personal knowledge as to
Plaintiff and Plaintiff’s own acts, and information and belief as to all other matters,
based upon, *inter alia*, the investigation conducted by and through Plaintiff’s
attorneys, which included, among other things, a review of the Defendants’ public

1 documents, conference calls and announcements made by Defendants, United
2 States (“U.S.”) Securities and Exchange Commission (“SEC”) filings, wire and
3 press releases published by and regarding Rivian Automotive, Inc. (“Rivian” or the
4 “Company”), analysts’ reports and advisories about the Company, and information
5 readily obtainable on the Internet. Plaintiff believes that substantial, additional
6 evidentiary support will exist for the allegations set forth herein after a reasonable
7 opportunity for discovery.
8

9 NATURE OF THE ACTION

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12 1. This is a federal securities class action on behalf of a class consisting
13 of all persons and entities other than Defendants that purchased or otherwise
14 acquired Rivian securities between March 1, 2023 and February 21, 2024, both
15 dates inclusive (the “Class Period”), seeking to recover damages caused by
16 Defendants’ violations of the federal securities laws and to pursue remedies under
17 Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange
18 Act”) and Rule 10b-5 promulgated thereunder, against the Company and certain of
19 its top officials.
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21

22 2. Rivian, together with its subsidiaries, designs, develops, manufactures,
23 and sells electric vehicles (“EVs”) and accessories. The Company sells its products
24 directly to customers in the consumer and commercial markets.
25

26 3. Throughout the Class Period, Defendants made materially false and
27 misleading statements regarding the Company’s business, operations, and
28

1 prospects. Specifically, Defendants made false and/or misleading statements and/or
2 failed to disclose that: (i) Rivian had overstated demand for its products, as well as
3 its ability to withstand negative, near-term macroeconomic impacts; (ii)
4 accordingly, Rivian’s business was experiencing reduced demand and increased
5 customer cancellations as a result of, *inter alia*, high interest rates; (iii) as a result,
6 Rivian’s order bank had significantly deteriorated; (iv) all the foregoing was likely
7 to, and did, negatively impact the Company’s anticipated earnings and vehicle
8 production targets for 2024; and (v) as a result, the Company’s public statements
9 were materially false and misleading at all relevant times.
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13 4. On February 21, 2024, Rivian announced its fourth quarter and full
14 year 2023 financial results. Among other items, Rivian announced that it expected
15 to produce 57,000 vehicles in 2024, significantly lower than analyst expectations of
16 80,000 vehicles. The Company further forecasted an adjusted EBITDA¹ loss of
17 \$2.7 billion for full year 2024, compared to analyst expectations of \$2.59 billion,
18 and announced plans to cut 10% of salaried staff, citing economic uncertainty. On
19 the subsequent earnings call to discuss these results, Rivian’s Chief Executive
20 Officer (“CEO”), Defendant Robert J. Scaringe (“Scaringe”), revealed that
21 “historically high interest rates . . . ha[ve] negatively impacted demand” and “[o]ur
22 order bank has notably reduced overtime . . . along with the impact of cancellations
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28 ¹ “EBITDA” refers to earnings before interest, taxes, depreciation, and amortization.

1 due to both the macroenvironment and [various] customer factors” such as “delivery
2 timing, location of order, monthly payments, and customer readiness.”

3
4 5. On this news, Rivian’s stock price fell \$3.94 per share, or 25.6%, to
5 close at \$11.45 per share on February 22, 2024.

6
7 6. As a result of Defendants’ wrongful acts and omissions, and the
8 precipitous decline in the market value of the Company’s securities, Plaintiff and
9 other Class members have suffered significant losses and damages.

10 **JURISDICTION AND VENUE**

11
12 7. The claims asserted herein arise under and pursuant to Sections 10(b)
13 and 20(a) of the Exchange Act (15 U.S.C. §§ 78j(b) and 78t(a)) and Rule 10b-5
14 promulgated thereunder by the SEC (17 C.F.R. § 240.10b-5).

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

18
19 9. Venue is proper in this Judicial District pursuant to Section 27 of the
20 Exchange Act (15 U.S.C. § 78aa) and 28 U.S.C. § 1391(b). Rivian is headquartered
21 in this Judicial District, Defendants conduct business in this Judicial District, and a
22 significant portion of Defendants’ activities took place within this Judicial District.

23
24 10. In connection with the acts alleged in this complaint, Defendants,
25 directly or indirectly, used the means and instrumentalities of interstate commerce,
26 including, but not limited to, the mails, interstate telephone communications, and
27 the facilities of the national securities markets.
28

1 **PARTIES**

2 11. Plaintiff, as set forth in the attached Certification, acquired Rivian
3 securities at artificially inflated prices during the Class Period and was damaged
4 upon the revelation of the alleged corrective disclosures.
5

6 12. Defendant Rivian is a Delaware corporation with principal executive
7 offices located at 14600 Myford Road, Irvine, California 92606. Rivian’s Class A
8 common stock trades in an efficient market on the Nasdaq Stock Market
9 (“NASDAQ”) under the ticker symbol “RIVN”.
10

11 13. Defendant Scaringe has served as Rivian’s CEO at all relevant times.
12 Defendant Scaringe is also the Company’s founder.
13

14 14. Defendant Claire McDonough (“McDonough”) has served as Rivian’s
15 Chief Financial Officer at all relevant times.
16

17 15. Defendants Scaringe and McDonough are collectively referred to
18 herein as the “Individual Defendants”.
19

20 16. The Individual Defendants possessed the power and authority to
21 control the contents of Rivian’s SEC filings, press releases, and other market
22 communications. The Individual Defendants were provided with copies of Rivian’s
23 SEC filings and press releases alleged herein to be misleading prior to or shortly
24 after their issuance and had the ability and opportunity to prevent their issuance or
25 to cause them to be corrected. Because of their positions with Rivian, and their
26 access to material information available to them but not to the public, the Individual
27
28

1 Defendants knew that the adverse facts specified herein had not been disclosed to
2 and were being concealed from the public, and that the positive representations
3 being made were then materially false and misleading. The Individual Defendants
4 are liable for the false statements and omissions pleaded herein.
5

6 17. Defendant Rivian and the Individual Defendants are collectively
7 referred to herein as “Defendants”.
8

9 **SUBSTANTIVE ALLEGATIONS**

10 **Background**

11 18. Rivian, together with its subsidiaries, designs, develops, manufactures,
12 and sells EVs and accessories. The Company’s products include, among others, the
13 R1T, a two-row, five-passenger pickup truck, and the R1S, a three-row, seven-
14 passenger sport utility vehicle, both of which are marketed as consumer EVs, as
15 well as the Electric Delivery Van (“EDV”), which is marketed as a commercial EV.
16 Rivian sells its products directly to customers in both the consumer and commercial
17 markets.
18
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20

21 **Materially False and Misleading Statements Issued During the Class Period**

22 19. The Class Period begins on March 1, 2023. On February 28, 2023,
23 during after-market hours, Rivian issued a press release announcing that it had
24 published a letter to its website containing the Company’s fourth quarter and full
25 year 2022 financial results (the “4Q/FY22 Shareholder Letter”). The 4Q/FY22
26 Shareholder Letter stated, *inter alia*:
27
28

1 The successful introduction of the R1T and R1S has been underpinned
2 by strong demand and near categorically positive industry accolades –
3 the result is a net preorder backlog that extends into 2024.

4 * * *

5 Rivian’s rapid production ramp and introduction of multiple vehicle
6 platforms has afforded our team significant manufacturing, operations,
7 and development experience in a compressed timeframe. We are in the
8 process of aggressively applying these learnings to our first mass
9 market vehicle, the R2, and to our new manufacturing facility in
10 Georgia with the goal of achieving a considerably lower cost structure.

11 20. The 4Q/FY22 Shareholder Letter also stated, in relevant part:

12 In addition to our enhanced customer experience, we expect to
13 demonstrate considerable progress against our product development
14 roadmap in 2023. Deliveries of a ~400-mile R1 Max Pack variant are
15 planned to begin in Fall 2023. We intend to make this configuration
16 available to our existing preorder customers. We expect high demand
17 and interest for this new offering.

18 21. Also on February 28, 2023, during after-market hours, Rivian filed an
19 annual report on Form 10-K with the SEC, reporting the Company’s financial and
20 operating results for the quarter and year ended December 31, 2022 (the “2022 10-
21 K”). The 2022 10-K stated, *inter alia*:

22 **Seasonality**

23 Historically, the automotive industry has experienced higher revenue in
24 the spring and summer months. Additionally, we expect volumes of
25 commercial vehicle sales to be less in the winter months, as customers
26 shift their focus to making last mile deliveries during holidays, rather
27 than incorporating more vehicles into their fleet. ***We do not expect such
28 seasonality in demand to significantly impact our operations in the
near-term as we scale our business due to our backlog of preorders;***
however, we may experience seasonal variations in our business in the
long-term.

1
2 **Competition**

3 We aspire to drive meaningful change in the world’s transition to
4 sustainable mobility. *We believe multiple industry tailwinds such as*
5 *regulatory support and shifting consumer demand will continue to*
6 *drive a transition from legacy internal combustion engine (“ICE”)*
vehicles to EVs.

7 (Emphases in bold and italics added.)

8 22. In discussing factors affecting Rivian’s performance, the 2022 10-K
9 represented, in relevant part:

10 The R1T, R1S, and EDV appear to resonate with customers based on
11 positive responses to vehicles delivered and preorder data. We believe
12 the Rivian brand is becoming established in the most attractive
13 consumer and commercial vehicle market segments.

14 * * *

15 [W]e expect to substantially raise brand awareness by connecting
16 directly with our community through engaging content, rich digital
17 experiences, and immersive events. We anticipate that these activities
18 will lead to additional preorders and deliveries, and, as a result, increase
19 our base of Rivian customers.

20 23. Moreover, the 2022 10-K assured investors that “[w]e believe we are
21 well-positioned for international expansion in light of healthy global demand for
22 EVs and for the vehicle segments in which we currently or expect to operate.”

23 24. Appended as exhibits to the 2022 10-K were signed certifications
24 pursuant to the Sarbanes-Oxley Act of 2002 (“SOX”), wherein the Individual
25 Defendants certified that the 2022 10-K “does not contain any untrue statement of
26 a material fact or omit to state a material fact necessary to make the statements
27
28

1 made, in light of the circumstances under which such statements were made, not
2 misleading with respect to the period covered by this report;” and that “the financial
3 statements, and other financial information included in this report, fairly present in
4 all material respects the financial condition, results of operations and cash flows of
5 the [Company] as of, and for, the periods presented in this report[.]”
6

7
8 25. On May 9, 2023, Rivian issued a press release announcing that it had
9 published a letter to its website containing the Company’s first quarter 2023
10 financial results (the “1Q23 Shareholder Letter”). The 1Q23 Shareholder Letter
11 stated, *inter alia*, that “[d]uring the first quarter of 2023, R1 production continued
12 to grow quarter-over-quarter and EDV is ramping production after the successful
13 introduction of our in-house motor[.]”
14

15
16 26. In addition, the 1Q23 Shareholder Letter stated, in relevant part, that
17 “[w]e plan to engage with our preorder customers and drive additional demand by
18 expanding our demo drive program, offering more opportunities for potential
19 customers to experience a Rivian vehicle.”
20

21 27. Also on May 9, 2023, Rivian filed a quarterly report on Form 10-Q
22 with the SEC, reporting the Company’s financial and operating results for the
23 quarter ended March 31, 2023 (the “1Q23 10-Q”). The 1Q23 10-Q continued to
24 represent that “[w]e do not expect . . . seasonality in demand to significantly impact
25 our operations in the near-term as we scale our business due to our backlog of
26 preorders” and that “[w]e believe we are well-positioned for international expansion
27
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1 in light of a healthy global demand for EVs and for the vehicle segments in which
2 we currently or expect to operate.”

3
4 28. Moreover, in discussing factors affecting Rivian’s performance, the
5 1Q23 10-Q contained the same statements referenced in ¶ 22, *supra*, regarding the
6 purported positive preorder data that the Company had observed, as well as the
7 brand awareness that would lead to additional preorders and deliveries.
8

9 29. Appended as exhibits to the 1Q23 10-Q were substantively the same
10 SOX certifications as referenced in ¶ 24, *supra*, signed by the Individual
11 Defendants.
12

13 30. On August 8, 2023, Rivian issued a press release announcing that it
14 had published a letter to its website containing the Company’s second quarter 2023
15 financial results (the “2Q23 Shareholder Letter”). The 2Q23 Shareholder Letter
16 stated, *inter alia*:
17

18 Results for the second quarter of 2023 reflect strong financial and
19 operational progress as we continued to ramp production, improved
20 cost efficiency, successfully introduced new technologies, and
21 enhanced the customer experience. On a quarter-over-quarter basis,
22 production and deliveries grew ~50% and ~60%, respectively while
gross profit per vehicle delivered improved by ~\$35,000.

23 * * *

24 Due to the progress we have seen to date on our production lines, the
25 ramp of our in-house motor line, and the supply chain outlook, we are
26 increasing our 2023 production guidance to 52,000 total units. Our
27 progress on cost management has also continued and therefore we are
28 improving our Adj. EBITDA guidance to \$(4,200) million. We are also

1 lowering our capital expenditures guidance to \$1,700 million with the
2 reduction largely driven by a timing shift of some expenses to 2024.

3 31. The 2Q23 Shareholder Letter also represented, in relevant part, that
4 “[f]or the remainder of 2023, we intend to maintain the momentum of the first half
5 of the year by continuing to deliver against our value drivers: production ramp, cost
6 efficiency, future platforms and technologies, and customer experience.”
7

8 32. Also on August 8, 2023, Rivian filed a quarterly report on Form 10-Q
9 with the SEC, reporting the Company’s financial and operating results for the
10 quarter ended June 30, 2023 (the “2Q23 10-Q”). The 2Q23 10-Q contained the
11 same statements referenced in ¶ 27, *supra*, regarding demand for Rivian’s products.
12

13 33. Moreover, in discussing factors affecting Rivian’s performance, the
14 2Q23 10-Q contained substantively the same statements referenced in ¶ 22, *supra*,
15 regarding the purported positive preorder data that the Company had observed, as
16 well as the brand awareness that would lead to additional preorders and deliveries.
17

18 34. Appended as exhibits to the 2Q23 10-Q were substantively the same
19 SOX certifications as referenced in ¶ 24, *supra*, signed by the Individual
20 Defendants.
21

22 35. On November 7, 2023, Rivian issued a press release announcing that
23 it had published a letter to its website containing the Company’s third quarter 2023
24 financial results (the “3Q23 Shareholder Letter”). The 3Q23 Shareholder Letter
25 stated, *inter alia*:
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1 Results for the third quarter of 2023 reflect continued progress against
2 our key value drivers including ramping production, improving cost
3 efficiency, successfully introducing new technologies, and enhancing
4 the customer experience. Production during the third quarter of 2023
5 demonstrated our strongest quarterly rate to date with an annualized
6 production rate of over 65,000 units, while financial results continue to
7 benefit from our focus on driving down costs. Importantly, investment
8 in new technologies and our direct-to-customer operations are
9 contributing to Rivian’s competitive differentiation by enhancing the
10 features and capabilities of our consumer and commercial platforms as
11 well as improving the customer experience.

12 Due to the progress experienced on our production lines, the ramp of
13 our in-house motor line, and the supply chain outlook, we are increasing
14 our 2023 production guidance to 54,000 total units. Our progress on
15 cost management has also continued and therefore we are improving
16 our Adj. EBITDA guidance to \$(4,000) million. We are also lowering
17 our capital expenditures guidance to \$1,100 million.

18 36. The 3Q24 Shareholder Letter also stated, in relevant part, that “we
19 forecast reaching positive gross profit in 2024 and therefore expect that by the end
20 of 2024, we will not have material LCNRV [lower of cost or net realizable value]
21 inventory charges associated with goods manufactured at our Normal facility.”

22 37. Also on November 7, 2023, Rivian filed a quarterly report on Form
23 10-Q with the SEC, reporting the Company’s financial and operating results for the
24 quarter ended September 30, 2023 (the “3Q23 10-Q”). While the 3Q22 10-Q added
25 “Rising Interest Rates” to its discussion of factors affecting Rivian’s performance,
26 Defendants downplayed the severity of the negative impacts of this factor on the
27 Company’s near-term prospects, merely warning of risks that “may” or “could”
28 materialize “if” certain aggravating conditions occurred:

- 1 • ***Inflation and Rising Interest Rates.*** The United States economy has
2 experienced inflation in various market segments. In order to help
3 slow inflation, the Federal Reserve Bank in the United States has
4 raised interest rates rapidly and substantially in recent years, and it
5 is expected that interest rates will remain elevated for longer than
6 previously anticipated. This ***may*** result in vehicle financing
7 becoming less affordable to customers, influence customers’ buying
8 decisions to less expensive vehicles, or cause tightening of lending
9 standards. ***If*** we are unable to fully offset higher costs through price
10 increases or other measures, especially in the near-term as we
continue to work through the backlog of preorders, or ***if*** we
experience lower demand for our vehicles, we ***could*** experience an
adverse impact on our business, prospects, financial condition,
results of operations, and cash flows.

11 (First emphasis in original.) Plainly, the foregoing risk warning was a generic
12 catch-all provision that was not tailored to Defendants’ actual known risks
13 regarding the reduced demand and customer cancellations Rivian was experiencing
14 as a result of rising interest rates, much less the significant negative impact this was
15 having on the Company’s deteriorating order bank and earnings and production
16 projections for 2024.

19 38. Indeed, in the same discussion of factors affecting Rivian’s
20 performance, the 3Q23 10-Q contained substantively the same statements
21 referenced in ¶ 22, *supra*, regarding the purported positive preorder data that the
22 Company had observed, as well as the brand awareness that would lead to additional
23 preorders and deliveries, while specifically citing Rivian’s “order bank” as a factor
24 showing that “[t]he R1T, R1S, and EDV appear to resonate with customers[.]”
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1 39. Likewise, the 3Q23 10-Q continued to assert that “[w]e do not expect
2 . . . seasonality in demand to significantly impact our operations in the near-term as
3 we scale our business *due to our backlog of preorders*” (emphasis added).
4

5 40. Appended as exhibits to the 3Q23 10-Q were substantively the same
6 SOX certifications as referenced in ¶ 24, *supra*, signed by the Individual
7 Defendants.
8

9 41. The statements referenced in ¶¶ 19-40 were materially false and
10 misleading because Defendants made false and/or misleading statements, as well as
11 failed to disclose material adverse facts about the Company’s business, operations,
12 and prospects. Specifically, Defendants made false and/or misleading statements
13 and/or failed to disclose that: (i) Rivian had overstated demand for its products, as
14 well as its ability to withstand negative, near-term macroeconomic impacts; (ii)
15 accordingly, Rivian’s business was experiencing reduced demand and increased
16 customer cancellations as a result of, *inter alia*, high interest rates; (iii) as a result,
17 Rivian’s order bank had significantly deteriorated; (iv) all the foregoing was likely
18 to, and did, negatively impact the Company’s anticipated earnings and vehicle
19 production targets for 2024; and (v) as a result, the Company’s public statements
20 were materially false and misleading at all relevant times.
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25 **The Truth Emerges**

26 42. On February 21, 2024, during after-market hours, Rivian issued a press
27 release announcing its fourth quarter and full year 2023 financial results. Among
28

1 other items, the press release revealed Rivian’s plans to cut 10% of salaried staff,
2 as well as disappointing guidance for 2024, including production of only 57,000
3 vehicles and an adjusted EBITDA loss of \$2.7 billion, stating, in relevant part:
4

5 Economic and geopolitical uncertainties and pressures, most notably
6 the impact of historically high interest rates, have informed Rivian’s
7 expectations for 2024. With these market conditions, the company
8 expects to produce 57,000 vehicles in 2024, in line with 2023
9 production. For 2024, the company is guiding towards . . . an Adjusted
10 EBITDA* of \$(2,700) million Today, Rivian also announced it is
11 reducing its salaried workforce by approximately 10%.

12 43. Later that day, Rivian hosted a conference call with investors and
13 analysts to discuss these results. During the call, Defendant Scaringe commented
14 on Rivian’s disappointing production and earnings guidance, stating, in relevant
15 part:

16 As we start 2024, I want to address the broader industry context, which
17 I referred to during our third quarter call. Our business is not immune
18 to existing economic and geopolitical uncertainties. Most notably, the
19 impact of historically high interest rates, which has negatively impacted
20 demand. In this fluid environment, we appreciate the expressed interest
21 in demand visibility from the investment community. The conversion
22 of orders to sales can be impacted by several factors, including delivery
23 timing, location of order, monthly payments, and customer readiness.

24 Our order bank has notably reduced overtime as deliveries have more
25 than doubled in 2023 versus 2022 along with the impact of
26 cancellations due to both the macroenvironment and the customer
27 factors I just referenced. For 2024, we expect our total deliveries to be
28 derived from our existing backlog as well as new orders generated
during the year.

44. As *Yahoo! Finance* reported the following day, February 22, 2024, in
an article entitled “Rivian stock tanks to all-time low after job cuts, slash in

1 production outlook”, Rivian’s 2024 production guidance of 57,000 vehicles was
2 significantly lower than analyst expectations of 80,000 vehicles, and the Company’s
3 2024 guidance of an adjusted EBITDA loss of \$2.7 billion came in higher than
4 analyst expectations of an adjusted EBITDA loss of only \$2.59 billion. In
5 particular, the article stated, in relevant part:

6
7
8 Rivian (RIVN) stock tanked to a record low after the electric adventure
9 vehicle maker reported mixed fourth quarter results and a production
10 and profit forecast that missed Wall Street expectations.

11 Rivian said on Wednesday it sees vehicle production for 2024 hitting
12 57,000 units, well below the 80,000 units expected. In terms of full-
13 year profitability, Rivian said it sees an adjusted EBITDA loss of \$2.70
14 billion vs. \$2.59 billion expected . . . Rivian said it would cut 10% of
15 salaried staff, citing economic uncertainty.

16 Rivian stock fell more than 27% in midday trading on Thursday.

17 (Internal images omitted.)

18 45. On this news, Rivian’s stock price fell \$3.94 per share, or 25.6%, to
19 close at \$11.45 per share on February 22, 2024.

20 46. As a result of Defendants’ wrongful acts and omissions, and the
21 precipitous decline in the market value of the Company’s securities, Plaintiff and
22 other Class members have suffered significant losses and damages.

23 **SCIENTER ALLEGATIONS**

24 47. During the Class Period, Defendants had both the motive and
25 opportunity to commit fraud. They also had actual knowledge of the misleading
26 nature of the statements they made, or acted in reckless disregard of the true
27 nature of the statements they made, or acted in reckless disregard of the true
28 nature of the statements they made, or acted in reckless disregard of the true

1 information known to them at the time. In so doing, Defendants participated in a
2 scheme to defraud and committed acts, practices, and participated in a course of
3 business that operated as a fraud or deceit on purchasers of the Company's securities
4 during the Class Period.
5

6 **PLAINTIFF'S CLASS ACTION ALLEGATIONS**
7

8 48. Plaintiff brings this action as a class action pursuant to Federal Rule of
9 Civil Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who
10 purchased or otherwise acquired Rivian securities during the Class Period (the
11 "Class"); and were damaged upon the revelation of the alleged corrective
12 disclosures. Excluded from the Class are Defendants herein, the officers and
13 directors of the Company, at all relevant times, members of their immediate families
14 and their legal representatives, heirs, successors or assigns and any entity in which
15 Defendants have or had a controlling interest.
16
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18 49. The members of the Class are so numerous that joinder of all members
19 is impracticable. Throughout the Class Period, Rivian securities were actively
20 traded on the NASDAQ. While the exact number of Class members is unknown to
21 Plaintiff at this time and can be ascertained only through appropriate discovery,
22 Plaintiff believes that there are hundreds or thousands of members in the proposed
23 Class. Record owners and other members of the Class may be identified from
24 records maintained by Rivian or its transfer agent and may be notified of the
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1 pendency of this action by mail, using the form of notice similar to that customarily
2 used in securities class actions.

3
4 50. Plaintiff's claims are typical of the claims of the members of the Class
5 as all members of the Class are similarly affected by Defendants' wrongful conduct
6 in violation of federal law that is complained of herein.

7
8 51. Plaintiff will fairly and adequately protect the interests of the members
9 of the Class and has retained counsel competent and experienced in class and
10 securities litigation. Plaintiff has no interests antagonistic to or in conflict with
11 those of the Class.

12
13 52. Common questions of law and fact exist as to all members of the Class
14 and predominate over any questions solely affecting individual members of the
15 Class. Among the questions of law and fact common to the Class are:

- 16
17
- 18 • whether the federal securities laws were violated by Defendants' acts
19 as alleged herein;
 - 20 • whether statements made by Defendants to the investing public
21 during the Class Period misrepresented material facts about the
22 business, operations and management of Rivian;
 - 23 • whether the Individual Defendants caused Rivian to issue false and
24 misleading financial statements during the Class Period;
 - 25 • whether Defendants acted knowingly or recklessly in issuing false
26 and misleading financial statements;
 - 27 • whether the prices of Rivian securities during the Class Period were
28 artificially inflated because of the Defendants' conduct complained
of herein; and

- 1 • whether the members of the Class have sustained damages and, if so,
2 what is the proper measure of damages.

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

10 54. Plaintiff will rely, in part, upon the presumption of reliance established
11 by the fraud-on-the-market doctrine in that:
12

- 13
- 14 • Defendants made public misrepresentations or failed to disclose
15 material facts during the Class Period;
 - 16 • the omissions and misrepresentations were material;
 - 17 • Rivian securities are traded in an efficient market;
 - 18 • the Company's shares were liquid and traded with moderate to heavy
19 volume during the Class Period;
 - 20 • the Company traded on the NASDAQ and was covered by multiple
21 analysts;
 - 22 • the misrepresentations and omissions alleged would tend to induce a
23 reasonable investor to misjudge the value of the Company's
24 securities; and
 - 25 • Plaintiff and members of the Class purchased, acquired and/or sold
26 Rivian securities between the time the Defendants failed to disclose
27 or misrepresented material facts and the time the true facts were
28 disclosed, without knowledge of the omitted or misrepresented facts.

1 were made, not misleading; and employed devices, schemes and artifices to defraud
2 in connection with the purchase and sale of securities. Such scheme was intended
3 to, and, throughout the Class Period, did: (i) deceive the investing public, including
4 Plaintiff and other Class members, as alleged herein; (ii) artificially inflate and
5 maintain the market price of Rivian securities; and (iii) cause Plaintiff and other
6 members of the Class to purchase or otherwise acquire Rivian securities at
7 artificially inflated prices. In furtherance of this unlawful scheme, plan and course
8 of conduct, Defendants, and each of them, took the actions set forth herein.
9
10

11
12 60. Pursuant to the above plan, scheme, conspiracy and course of conduct,
13 each of the Defendants participated directly or indirectly in the preparation and/or
14 issuance of the quarterly and annual reports, SEC filings, press releases and other
15 statements and documents described above, including statements made to securities
16 analysts and the media that were designed to influence the market for Rivian
17 securities. Such reports, filings, releases and statements were materially false and
18 misleading in that they failed to disclose material adverse information and
19 misrepresented the truth about Rivian's finances and business prospects.
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21

22
23 61. By virtue of their positions at Rivian, Defendants had actual
24 knowledge of the materially false and misleading statements and material omissions
25 alleged herein and intended thereby to deceive Plaintiff and the other members of
26 the Class, or, in the alternative, Defendants acted with reckless disregard for the
27 truth in that they failed or refused to ascertain and disclose such facts as would
28

1 reveal the materially false and misleading nature of the statements made, although
2 such facts were readily available to Defendants. Said acts and omissions of
3 Defendants were committed willfully or with reckless disregard for the truth. In
4 addition, each Defendant knew or recklessly disregarded that material facts were
5 being misrepresented or omitted as described above.
6

7
8 62. Information showing that Defendants acted knowingly or with reckless
9 disregard for the truth is peculiarly within Defendants' knowledge and control. As
10 the senior managers and/or directors of Rivian, the Individual Defendants had
11 knowledge of the details of Rivian's internal affairs.
12

13 63. The Individual Defendants are liable both directly and indirectly for
14 the wrongs complained of herein. Because of their positions of control and
15 authority, the Individual Defendants were able to and did, directly or indirectly,
16 control the content of the statements of Rivian. As officers and/or directors of a
17 publicly-held company, the Individual Defendants had a duty to disseminate timely,
18 accurate, and truthful information with respect to Rivian's businesses, operations,
19 future financial condition and future prospects. As a result of the dissemination of
20 the aforementioned false and misleading reports, releases and public statements, the
21 market price of Rivian securities was artificially inflated throughout the Class
22 Period. In ignorance of the adverse facts concerning Rivian's business and financial
23 condition which were concealed by Defendants, Plaintiff and the other members of
24 the Class purchased or otherwise acquired Rivian securities at artificially inflated
25
26
27
28

1 prices and relied upon the price of the securities, the integrity of the market for the
2 securities and/or upon statements disseminated by Defendants, and were damaged
3 thereby.
4

5 64. During the Class Period, Rivian securities were traded on an active and
6 efficient market. Plaintiff and the other members of the Class, relying on the
7 materially false and misleading statements described herein, which the Defendants
8 made, issued or caused to be disseminated, or relying upon the integrity of the
9 market, purchased or otherwise acquired shares of Rivian securities at prices
10 artificially inflated by Defendants' wrongful conduct. Had Plaintiff and the other
11 members of the Class known the truth, they would not have purchased or otherwise
12 acquired said securities, or would not have purchased or otherwise acquired them
13 at the inflated prices that were paid. At the time of the purchases and/or acquisitions
14 by Plaintiff and the Class, the true value of Rivian securities was substantially lower
15 than the prices paid by Plaintiff and the other members of the Class. The market
16 price of Rivian securities declined sharply upon public disclosure of the facts
17 alleged herein to the injury of Plaintiff and Class members.
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22 65. By reason of the conduct alleged herein, Defendants knowingly or
23 recklessly, directly or indirectly, have violated Section 10(b) of the Exchange Act
24 and Rule 10b-5 promulgated thereunder.
25

26 66. As a direct and proximate result of Defendants' wrongful conduct,
27 Plaintiff and the other members of the Class suffered damages in connection with
28

1 their respective purchases, acquisitions and sales of the Company's securities
2 during the Class Period, upon the disclosure that the Company had been
3 disseminating misrepresented financial statements to the investing public.
4

5 **COUNT II**

6 **(Violations of Section 20(a) of the Exchange Act Against the Individual**
7 **Defendants)**

8 67. Plaintiff repeats and re-alleges each and every allegation contained in
9 the foregoing paragraphs as if fully set forth herein.
10

11 68. During the Class Period, the Individual Defendants participated in the
12 operation and management of Rivian, and conducted and participated, directly and
13 indirectly, in the conduct of Rivian's business affairs. Because of their senior
14 positions, they knew the adverse non-public information about Rivian's
15 misstatement of income and expenses and false financial statements.
16
17

18 69. As officers and/or directors of a publicly owned company, the
19 Individual Defendants had a duty to disseminate accurate and truthful information
20 with respect to Rivian's financial condition and results of operations, and to correct
21 promptly any public statements issued by Rivian which had become materially false
22 or misleading.
23

24 70. Because of their positions of control and authority as senior officers,
25 the Individual Defendants were able to, and did, control the contents of the various
26 reports, press releases and public filings which Rivian disseminated in the
27
28

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

9
10 71. Each of the Individual Defendants, therefore, acted as a controlling
11 person of Rivian. By reason of their senior management positions and/or being
12 directors of Rivian, each of the Individual Defendants had the power to direct the
13 actions of, and exercised the same to cause, Rivian to engage in the unlawful acts
14 and conduct complained of herein. Each of the Individual Defendants exercised
15 control over the general operations of Rivian and possessed the power to control the
16 specific activities which comprise the primary violations about which Plaintiff and
17 the other members of the Class complain.
18
19

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21 72. By reason of the above conduct, the Individual Defendants are liable
22 pursuant to Section 20(a) of the Exchange Act for the violations committed by
23 Rivian.
24

25 **PRAYER FOR RELIEF**

26 **WHEREFORE**, Plaintiff demands judgment against Defendants as follows:
27
28

