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

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

Plaintiff,

vs.

ATLASSIAN CORPORATION, ATLASSIAN
CORPORATION PLC, MICHAEL
CANNON-BROOKES, SCOTT FARQUHAR,
ANU BHARADWAJ, and CAMERON
DEATSCH,

Defendants.

Case No.:

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

DEMAND FOR JURY TRIAL

1 Plaintiff _____ (“Plaintiff”), by and through its attorneys, alleges the following
2 upon information and belief, except as to allegations concerning Plaintiff, which are alleged upon
3 personal knowledge. Plaintiff’s information and belief are based upon, among other things, its
4 counsel’s investigation, which includes, without limitation: (a) review and analysis of public
5 filings made by Atlassian Corporation (“Atlassian U.S.”) and Atlassian Corporation Plc
6 (“Atlassian UK,” and, together with Atlassian U.S., “Atlassian” or the “Company”) with the
7 U.S. Securities and Exchange Commission (the “SEC”); (b) review and analysis of press
8 releases and other publications disseminated by Defendants (defined below) and other parties; (c)
9 review of news articles, shareholder communications, conference calls, and postings on
10 Atlassian’s website concerning the Company’s public statements; and (d) review of other
11 publicly available information concerning the Company and the Individual Defendants.

12 **NATURE OF THE ACTION**

13 1. This is a federal securities class action on behalf of all persons or entities who
14 purchased and/or acquired Atlassian ordinary shares and/or common stock between August 5,
15 2022 and November 3, 2022, inclusive (the “Class Period”) against Atlassian and certain of its
16 officers (collectively “Defendants”) seeking to pursue remedies under the Securities Exchange Act
17 of 1934, 15 U.S.C. § 78a *et seq.* (the “Exchange Act”).

18 2. Atlassian develops and sells collaboration and project-management software that
19 operates both on premises and in the cloud. The Company derives a majority of its revenue from
20 its Jira Software and Confluence software products. The Company generates revenue primarily
21 from license subscriptions both from free users who convert to paying customers when they exceed
22 the cap on free licenses, and from existing paying users who expand their existing subscriptions.
23 In 2020, Atlassian began to transition its clients to the cloud, which has accounted for a rapidly
24 growing portion of the Company’s revenues.

25 3. In the spring and summer of 2022, as macroeconomic conditions deteriorated and
26 Atlassian’s competitors lowered their revenue guidance, Defendants remained steadfast that these
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1 conditions were not having a material impact on the Company. Indeed, after markets closed on
2 August 4, 2022, Defendant Co-Chief Executive Officer Scott Farquhar reiterated the Company’s
3 guidance of 50% year-on-year cloud growth for fiscal years 2023 and 2024. In a call with analysts
4 that day, more than a month into the Company’s fiscal first quarter of 2023, Defendant and Chief
5 Revenue Officer Cameron Deatsch assured investors the Company was “being exceedingly
6 vigilant watching all stages of our funnel” and that “we have yet to see any specific trend . . . that
7 gives us pause or worry to date.” According to CRO Deatsch, the “demand for collaboration
8 products continue[s] to be strong.”

9 4. Undisclosed to investors, throughout the Class Period, Atlassian overstated its
10 financial guidance by concealing trends of slowing conversions from free users to paying
11 customers and slowing growth in paying-user expansion. As a result, Defendants’ positive
12 statements about the Company’s business, operations, and prospects during the Class Period were
13 materially false and /or misleading.

14 5. Investors only learned the truth about the Company’s vulnerability to
15 macroeconomic conditions and weakened outlook after the financial markets closed on November
16 3, 2022. That afternoon, Atlassian issued a letter to shareholders and held a conference call with
17 analysts to discuss its financial results for the fiscal first quarter of 2023 ended September 30,
18 2022.¹ In the letter to shareholders, filed as an Exhibit to a Current Report on Form 8-K, the
19 Defendants revealed that “[b]ased on the macro headwinds,” the Company was “lowering our
20 Cloud revenue growth outlook to a range of approximately 40% to 45% year-over-year” for fiscal
21 year 2023. In describing the “macro impacts” on the Company, the letter to shareholders revealed
22 that (1) the Company “saw a decrease in the rate of Free instances converting to paid plans,” calling
23 it a “trend [that] became more pronounced” in the quarter and (2) the Company experienced “a
24 slowing in the rate of paid user growth from existing customers.”

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27 ¹ The Company’s fiscal year ends on June 30 of each year. References to fiscal years 2022 and
28 2023 refer to the Company’s fiscal years ending June 30, 2022 and June 30, 2023, respectively.

1 **DIVISIONAL ASSIGNMENT**

2 12. Pursuant to Local Rule 3-2(c) and (d), this action should be assigned to the San
3 Francisco or Oakland Divisions of this Court, as the Company’s headquarters are in San Francisco
4 County, California.

5 **PARTIES**

6 13. Plaintiff _____. Plaintiff manages approximately \$340 million in assets on
7 behalf of approximately 500 members. As set forth in the accompanying certification,
8 incorporated by reference herein, Plaintiff purchased and acquired Atlassian ordinary shares and
9 common stock during the Class Period, and suffered damages as a result of the federal securities
10 laws violations and false and/or misleading statements and/or material omissions alleged herein.

11 Defendant Atlassian U.S. is incorporated under the laws of Delaware, with its
12 principal executive offices located in San Francisco, California. Since Monday, October 3, 2022,
13 Atlassian U.S.’s common stock has traded on the Nasdaq Global Select Market (the “NASDAQ”)
14 under the ticker symbol “TEAM.” Atlassian U.S. is the ultimate parent company of Atlassian UK.

15 Defendant Atlassian UK was a public limited liability company incorporated under
16 the laws of England and Wales and was parent of the Company’s operating subsidiary, Atlassian,
17 Inc. Atlassian UK changed its corporate domicile to the United States effective September
18 30, 2022. Atlassian UK’s Class A ordinary shares were listed on the NASDAQ and
19 registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 following an
20 initial public offering on December 9, 2015. The last day of trading in the Atlassian UK
21 Class A ordinary shares on the NASDAQ was the effective date of the redomiciliation – Friday,
22 September 30, 2022.

23
24 Upon the change of domicile, each outstanding Class A ordinary share of Atlassian UK was
25 cancelled and exchanged for one share of common stock of Atlassian U.S., and Atlassian UK
26 became a subsidiary of Atlassian U.S., thereby completing the change in domiciliation to the
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1 United States. Trading in the shares of Class A common stock of Atlassian Corporation on the
2 NASDAQ commenced on October 3, 2022 under the ticker symbol “TEAM,” which was also the
3 symbol for the Class A ordinary shares of Atlassian UK.

4 16. Defendant Michael Cannon-Brookes (“Cannon-Brookes”) is Atlassian’s co-
5 founder, co-Chief Executive Officer (“co-CEO”), and a Company Director.

6 17. Defendant Scott Farquhar (“Farquhar”) is also Atlassian’s co-founder, co-CEO,
7 and a Company Director. From July 1, 2022 through September 5, 2022, Defendant Farquhar also
8 served as Interim Chief Financial Officer of the Company.

9 18. Defendant Anu Bharadwaj (“Bharadwaj”) has served as Atlassian’s Chief
10 Operating Officer (“COO”) at all relevant times.

11 19. Defendant Cameron Deatsch (“Deatsch”) has served as Atlassian’s Chief Revenue
12 Officer (“CRO”) at all relevant times.

13 20. Defendants Cannon-Brookes, Farquhar, Bharadwaj, and Deatsch (collectively, the
14 “Individual Defendants”), because of their positions with the Company, possessed the power and
15 authority to control the contents of the Company’s reports to the SEC, shareholder letters, press
16 releases, and presentations to securities analysts, money and portfolio managers, and institutional
17 investors, *i.e.*, the market. The Individual Defendants were provided with copies of the Company’s
18 reports and press releases alleged herein to be misleading prior to, or shortly after, their issuance
19 and had the ability and opportunity to prevent their issuance or cause them to be corrected.
20 Because of their positions and access to material non-public information available to them, the
21 Individual Defendants knew that the adverse facts specified herein had not been disclosed to, and
22 were being concealed from, the public, and that the positive representations that were being made
23 were then materially false and/or misleading. The Individual Defendants are liable for the false
24 statements pleaded herein.

25 21. The Company and the Individual Defendants are collectively referred to as the
26 “Defendants.”

1 **SUBSTANTIVE ALLEGATIONS**

2 **Background**

3 22. Founded in 2002, Atlassian designs, develops, licenses, and maintains
4 collaboration and project-management software. Unlike traditional enterprise software vendors,
5 Atlassian does not rely on a direct sales force, but instead primarily utilizes a “viral marketing
6 model” to target new customers. The Company has described this model as “word-of-mouth
7 marketing” in which it offers customers free trials, limited free versions, or affordable starter
8 licenses “in order to promote additional usage, brand and product awareness, and adoption.”

9 23. For example, on its website, Atlassian lists “plans and pricing” for each of its
10 products. Atlassian highlights each product is “always free for 10 users.” Once a customer
11 exceeds 10 users, the customer can select from “Standard,” “Premium,” and “Enterprise” pricing
12 plans, with the price of each increasing as users are added. As Defendant Deatsch confirmed on
13 August 4, 2022, the Company closely tracks its subscriber metrics and 90% of the Company’s
14 revenue in any given year comes from existing customers. Defendant Farquhar explained the
15 importance of tracking existing subscribers, stating, “that 90% number, we continue to see that,
16 like, that’s not likely to change in any particular time.”

17 **Defendants’ Materially False and Misleading Statements**
18 **Issued During the Class Period**

19 24. The Class Period begins on August 5, 2022. After markets closed the prior day,
20 August 4, 2022, Atlassian filed a Current Report on Form 6-K with the SEC that included a
21 quarterly letter to shareholders regarding the fourth quarter of fiscal year 2022 (“Q4’22
22 Shareholder Letter”), ended June 30, 2022. The Q4’22 Shareholder Letter was signed by
23 Defendants Cannon-Brookes and Farquhar. In the Q4’22 Shareholder Letter, co-CEOs Cannon-
24 Brookes and Farquhar acknowledged “headlines reporting macroeconomic volatility.” Still, the
25 Co-CEO Defendants instructed investors the Company was “uniquely positioned [with] deep-
26 seated momentum and a differentiated business” because: (1) “developers tend to be the last roles
27 companies scale back on”; (2) Atlassian’s products are a “relatively small line item in overall IT

1 budgets and likely not where customers look to reduce costs”; and (3) “customers tell us that
2 Atlassian products are mission critical for them.” The Q4’22 Shareholder Letter then assured
3 investors the Co-CEOs would “continue to scan the horizon for warning signs and be candid with
4 investors as we have throughout our six+ years as a public company,” followed by a reference to
5 the Company’s core “value” of “Open company, no bullshit.”

6 25. Moreover, the Q4’22 Shareholder Letter reiterated “our expectations that Cloud
7 revenue growth will be approximately 50% year-over-year for both FY23 and FY24.” In a
8 Company press release, also filed with the above-referenced Form 6-K after the close of markets
9 on August 4, 2022, the Company provided “financial targets” for the first quarter fiscal year 2023,
10 including net income per diluted share “expected to be approximately \$0.37 to \$0.38 per share.

11 26. Notably, the Q4’22 Shareholder Letter further alluded to a “modest decrease in the
12 conversion rates of Free instances upgrading to paid plans,” but assured investors that “nothing we
13 are seeing right now has changed our outlook.”

14 27. During the conference call with analysts accompanying the release of the fiscal
15 fourth quarter 2022 financial results, Wolfe Research analyst Alex Zukin inquired about the
16 “macro impact that you are seeing in the business” and the Company’s mention of slower
17 conversion of free customers to paid customers. In response, Defendant Deatsch stated, “across
18 the many funnels we operate, whether that’s our migrations, our editions upgrades, our cross-sell
19 products, our overall retention continues to be exceedingly strong.” CRO Deatsch continued,
20 “what you see is existing customers continue to have demand for what our products to help their
21 teams work more productively” and that the Company would continue “to be vigilant. We have
22 multiple analytics teams, multiple growth teams, as well as our onboarding and R&D teams that
23 are focused on ensuring that those customers remain active, and that gives us more chances to
24 convert them to paid plans in the future.”

25 28. During the same call Piper Sandler analyst Quinton Gabrielli asked about the
26 “demand side” and whether “there is one specific place that you’re maybe keeping your eye on
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1 more than the others?” Defendant Deatsch responded, “we are being exceedingly vigilant across
2 watching all stages of our funnel,” and that “[t]he good news as of to date is we have yet to see
3 any specific trend geographically or even in industry segments or in customer size that gives us
4 pause to worry to date. So something we continue to watch like a hawk, but there is no news to
5 share today . . . We continue to see demand for collaboration products continue to be strong.”

6 29. On September 14, 2022, Defendant Bharadwaj participated in the Goldman Sachs
7 Communacopia Technology Conference. During the question-and-answer session, Goldman
8 Sachs analyst Kash Rangan asked Defendant Bharadwaj “what are you seeing out there with the
9 demand environment?” In response COO Bharadwaj stated, “in the last shareholder letter, we
10 talked about conversion of users from free to paid. We are seeing a bit of softness over the past
11 couple of months.” However, she reiterated Defendant Farquhar’s point from the fiscal fourth
12 quarter 2022 call that “over 90% of our revenue comes from existing customers.” COO Bharadwaj
13 then assured investors “the number of free users that are coming in to create new free instances
14 continues to grow steadily. We are not seeing any trends there. So across the board, across existing
15 and new, that’s overall what we are seeing different parts of the business.”

16 30. During the same conference, COO Bharadwaj instructed investors that even beyond
17 the conversion of “free to paid” customers, demand for Atlassian’s products remained strong. “So
18 we think of upsell as really across free to standard, standard to premium, premium to enterprise.
19 And we’ve seen some very encouraging progress there over the last four quarters, and I haven’t
20 really seen any discernible trend there in terms of the macroeconomic impact.” COO Bharadwaj
21 then directed investors’ attention to “user expansion, which is unique to the Atlassian model of
22 organic growth.” COO Bharadwaj explained, “That’s an area we continue to monitor” because
23 “that’s going to be an important one to look at in the current climate.”

24 31. The above statements identified in ¶¶ 24-30 were materially false and/or misleading
25 and failed to disclose material adverse facts about the Company’s business, operations, and
26 prospects to make the statements made, in light of the circumstances under which they were made,
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1 not false and misleading. Specifically, Defendants failed to disclose to investors that:
2 (1) macroeconomic factors were having a material adverse impact on Atlassian’s business; (2) the
3 slowing conversions from free to paid customers the Company was experiencing constituted a
4 negative trend; (3) paid user growth also had slowed; and (4) as a result, Defendants’ positive
5 statements about the Company’s financial guidance, business, operations, and prospects were
6 materially false and misleading and/or lacked a reasonable basis at all relevant times.

7 **The Truth Comes to Light**

8 32. On November 3, 2022, after the markets closed, Atlassian filed a Current Report
9 on Form 8-K with the SEC that included a shareholder letter for the first fiscal quarter of 2023
10 (“Q1’23 Shareholder Letter”), ended September 30, 2022. The Q1’23 Shareholder Letter, which
11 was signed by Defendants Cannon-Brookes and Farquhar, reminded investors of “our ‘Open
12 company, no bullshit’ value” and started “with the topic that’s top of mind for shareholders: macro
13 impacts.” The Q1’23 Shareholder Letter revealed (1) that the “rate of Free instances converting
14 to paid plans . . . trend became more pronounced in Q1” and (2) that “[t]his quarter, we started to
15 see a slowing in the rate of our paid user growth from existing customers.” Notably, whereas three
16 months prior, the Company guided 50% year-over-year growth for Cloud revenue, the Q1’23
17 Shareholder Letter further revealed a significant reduction to the Company’s prior guidance,
18 explaining the Company was “lowering our Cloud revenue growth outlook to a range of
19 approximately 40% to 45% year-over-year for FY23.” In a press release attached as an exhibit to
20 the above-referenced Form 8-K, the Company reported net income per diluted share of \$0.36 for
21 the fiscal first quarter of 2023.

22 33. During the accompanying conference call that day, Defendant Farquhar
23 acknowledged Atlassian was “not immune to the broader macroeconomic environment.”
24 Defendant Deatsch then explained, “we continue to see th[e] trend today” of free users converting
25 to paying customers “starting to slow down.” CRO Deatsch then revealed that “the new piece we
26 saw in the previous quarter was towards the end of the quarter, we actually saw user expansion in
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1 existing accounts” where “we continue to see growth, just that user growth wasn’t nearly as strong
2 as what we’ve seen historically.”

3 34. Analysts expressed “surprise” at the disappointing results. For example, Citibank
4 issued a report on November 3, 2022, decrying the “negative revisions [and] significant and
5 unexpected pivot in demand tone.” Similarly, Wolfe Research reported the same day that
6 Atlassian “delivered unusually disappointing F1Q23 and lowered its expectations for the full year
7 which took us and investors by surprise.” The Wolfe Research analyst opined that the “abrupt
8 change in tone and outlook likely puts shares in the penalty box until more clarity on subscription
9 revenue growth durability can be gained.”

10 35. On this news, shares of Atlassian dropped \$50.34 per share, almost 29 percent, from
11 a closing price of \$174.17 per share on November 3, 2022, to a closing price of \$123.73 per share
12 on November 4, 2022.

13 **CLASS ACTION ALLEGATIONS**

14 36. Plaintiff brings this action as a class action pursuant to Rule 23(a) and (b)(3) of the
15 Federal Rules of Civil Procedure on behalf of a class, consisting of all persons and entities that
16 purchased and/or acquired Atlassian ordinary shares and/or common stock between August 5,
17 2022 and November 3, 2022, inclusive, and who were damaged thereby (the “Class”). Excluded
18 from the Class are Defendants, the officers and directors of the Company, at all relevant times,
19 members of their immediate families and their legal representatives, heirs, successors, or assigns,
20 and any entity in which Defendants have or had a controlling interest.

21 37. The members of the Class are so numerous that joinder of all members is
22 impracticable. While the exact number of Class members is unknown to Plaintiff at this time and
23 can only be ascertained through appropriate discovery, Plaintiff believes that there are at least
24 hundreds or thousands of members in the proposed Class. Throughout the Class Period, common
25 stock of Atlassian U.S. and ordinary shares of Atlassian UK actively traded on the NASDAQ (an
26 open and efficient market) under the ticker symbol “TEAM.” Millions of Atlassian shares were
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1 traded publicly during the Class Period on the NASDAQ. As of November 3, 2022, Atlassian had
2 more than 148 million shares of common stock outstanding. Record owners and other members
3 of the Class may be identified from records maintained by Atlassian or its transfer agent and may
4 be notified of the pendency of this action by mail, using the form of notice similar to that
5 customarily used in securities class actions.

6 38. Plaintiff's claims are typical of the claims of the other members of the Class as all
7 members of the Class were similarly affected by Defendants' wrongful conduct in violation of
8 federal law that is complained of herein.

9 39. Plaintiff will fairly and adequately protect the interests of the members of the Class
10 and has retained counsel competent and experienced in class and securities litigation. Plaintiff has
11 no interests that conflict with those of the Class.

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

15 a. whether Defendants violated the Exchange Act by the acts and omissions
16 as alleged herein;

17 b. whether Defendants knew or recklessly disregarded that their statements
18 and/or omissions were false and misleading;

19 c. whether documents, press releases, and other statements disseminated to the
20 investing public and the Company's shareholders during the Class Period misrepresented material
21 facts about the business, operations, and prospects of Atlassian;

22 d. whether statements made by Defendants to the investing public during the
23 Class Period misrepresented and/or omitted to disclose material facts about the business,
24 operations, and prospects of Atlassian;

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1 e. whether the market price of Atlassian ordinary shares and common stock
2 during the Class Period was artificially inflated due to the material misrepresentations and failures
3 to correct the material misrepresentations complained of herein; and

4 f. the extent to which the members of the Class have sustained damages and
5 the proper measure of damages.

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

11 **UNDISCLOSED ADVERSE INFORMATION**

12 42. The market for Atlassian's ordinary shares and common stock was an open, well-
13 developed, and efficient market at all relevant times. As a result of the materially false and/or
14 misleading statements and/or omissions particularized in this Complaint, Atlassian's ordinary
15 shares and common stock traded at artificially inflated prices during the Class Period. Plaintiff
16 and the other members of the Class purchased and/or acquired Atlassian's ordinary shares and/or
17 common stock relying upon the integrity of the market price of the Company's ordinary shares
18 and common stock and market information relating to Atlassian and have been damaged thereby.

19 43. During the Class Period, Defendants materially misled the investing public, thereby
20 inflating the price of Atlassian's ordinary shares and common stock, by publicly issuing false
21 and/or misleading statements and/or omitting to disclose material facts necessary to make
22 Defendants' statements, as set forth herein, not false and/or misleading. The statements and
23 omissions were materially false and/or misleading because they failed to disclose material adverse
24 information and/or misrepresented the truth about Atlassian's business, operations, and prospects
25 as alleged herein. These material misstatements and/or omissions had the cause and effect of
26 creating in the market an unrealistically positive assessment of the Company and its business, thus

1 causing the Company's ordinary shares and common stock to be overvalued and artificially
2 inflated or maintained at all relevant times. Defendants' materially false and/or misleading
3 statements during the Class Period directly or proximately caused or were a substantial
4 contributing cause of the damages sustained by Plaintiff and other members of the Class who
5 purchased and/or acquired the Company's ordinary shares and/or common stock at artificially
6 inflated prices and were harmed when the truth was revealed.

7 **SCIENTER ALLEGATIONS**

8 44. As alleged herein, Defendants acted with scienter in that Defendants knew or were
9 reckless as to whether the public documents and statements issued or disseminated in the name of
10 the Company during the Class Period were materially false and misleading; knew or were reckless
11 as to whether such statements or documents would be issued or disseminated to the investing
12 public, and knowingly and substantially participated or acquiesced in the issuance or dissemination
13 of such statements or documents as primary violations of the federal securities laws.

14 45. As set forth herein, the Individual Defendants, by virtue of their receipt of
15 information reflecting the true facts regarding Atlassian, their control over, receipt, and/or
16 modification of Atlassian's allegedly materially misleading statements and omissions, and/or their
17 positions with the Company that made them privy to confidential information concerning Atlassian,
18 participated in the fraudulent scheme alleged herein.

19 **INAPPLICABILITY OF STATUTORY SAFE HARBOR**

20 46. The federal statutory safe harbor provided for forward-looking statements under
21 certain circumstances does not apply to any of the allegedly false statements pleaded in this
22 Complaint. The statements alleged to be false and misleading herein all relate to then-existing
23 facts and conditions. In addition, to the extent certain of the statements alleged to be false may be
24 characterized as forward-looking, they were not identified as "forward-looking statements" when
25 made, and there were no meaningful cautionary statements identifying important factors that could
26 cause actual results to differ materially from those in the purportedly forward-looking statements.

1 a. Atlassian was listed and actively traded on NASDAQ, a highly efficient and
2 automated market;

3 b. As a regulated issuer, Atlassian filed periodic public reports with the SEC
4 and/or the NASDAQ;

5 c. Atlassian regularly communicated with public investors via established
6 market communication mechanisms, including through regular dissemination of press releases on
7 the national circuits of major newswire services and through other wide-ranging public disclosures,
8 such as communications with the financial press and other similar reporting services; and/or

9 d. Atlassian was followed by securities analysts employed by brokerage firms
10 who wrote reports about the Company, and these reports were distributed to the sales force and
11 certain customers of their respective brokerage firms. Each of these reports was publicly available
12 and entered the public marketplace.

13 52. As a result of the foregoing, the market for Atlassian ordinary shares and common
14 stock promptly digested current information regarding Atlassian from all publicly available
15 sources and reflected such information in Atlassian's stock price. Under these circumstances, all
16 purchasers and acquirers of Atlassian ordinary shares and common stock during the Class Period
17 suffered similar injury through their purchase and/or acquisition of stock at artificially inflated
18 prices, and a presumption of reliance applies.

19 53. A Class-wide presumption of reliance is also appropriate in this action under the
20 Supreme Court's holding in *Affiliated Ute Citizens of Utah v. United States*, 406 U.S. 128 (1972),
21 because the Class's claims are, in large part, grounded in Defendants' material misstatements
22 and/or omissions. Because this action involves Defendants' failure to disclose material adverse
23 information regarding the Company's business, operations, and prospects—information that
24 Defendants were obligated to disclose during the Class Period but did not—positive proof of
25 reliance is not a prerequisite to recovery. All that is necessary is that the facts withheld be material
26 in the sense that a reasonable investor might have considered them important in the making of
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1 investment decisions. Given the importance of the Class Period material misstatements and
2 omissions set forth above, that requirement is satisfied here.

3 **COUNTS AGAINST DEFENDANTS**

4 **COUNT I**

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

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

9 55. During the Class Period, Defendants carried out a plan, scheme, and course of
10 conduct that was intended to and, throughout the Class Period, did: (i) deceive the investing public,
11 including Plaintiff and other Class members, as alleged herein; (ii) artificially inflate and maintain
12 the market price of Atlassian ordinary shares and common stock; and (iii) cause Plaintiff and other
13 members of the Class to purchase and/or acquire Atlassian ordinary shares and common stock at
14 artificially inflated prices. In furtherance of this unlawful scheme, plan, and course of conduct,
15 Defendants, and each of them, took the actions set forth herein.

16 56. Defendants: (i) employed devices, schemes, and artifices to defraud; (ii) made
17 untrue statements of material fact and/or omitted to state material facts necessary to make the
18 statements not misleading; and (iii) engaged in acts, practices, and a course of conduct that
19 operated as a fraud and deceit upon the purchasers and acquirers of the Company's securities in
20 an effort to maintain artificially high market prices for Atlassian ordinary shares and common
21 stock in violation of Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder.
22 All Defendants are sued either as primary participants in the wrongful and illegal conduct charged
23 herein or as controlling persons as alleged below.

24 57. Defendants, individually and in concert, directly and indirectly, by the use, means,
25 or instrumentalities of interstate commerce and/or the mails, engaged and participated in a
26 continuous course of conduct to conceal adverse material information about Atlassian's business,
27 operations, and prospects, as specified herein. Defendants employed devices, schemes, and
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1 artifices to defraud, while in possession of material adverse non-public information and engaged
2 in acts, practices, and a course of conduct as alleged herein in an effort to assure investors of
3 Atlassian's business, operations, and prospects, which included the making of, or the participation
4 in the making of, untrue statements of material facts and/or omitting to state material facts
5 necessary in order to make the statements made about Atlassian and its business, operations, and
6 future prospects in light of the circumstances under which they were made, not misleading, as set
7 forth more particularly herein, and engaged in transactions, practices, and a course of conduct of
8 business that operated as a fraud and deceit upon the purchasers and acquirers of the Company's
9 ordinary shares and common stock during the Class Period.

10 58. Each of the Individual Defendants' primary liability and controlling-person liability,
11 arises from the following facts: (i) each of the Individual Defendants was a high-level executive
12 and/or director at the Company during the Class Period and a member of the Company's
13 management team or had control thereof; (ii) each of the Individual Defendants, by virtue of his
14 responsibilities and activities as a senior officer and/or director of the Company, was privy to and
15 participated in the creation, development, and reporting of the Company's business, operations,
16 and prospects; (iii) each of the Individual Defendants enjoyed significant personal contact and
17 familiarity with the other Defendants and was advised of and had access to, other members of the
18 Company's management team, internal reports, and other data and information about the
19 Company's financial condition and performance at all relevant times; and (iv) each of the
20 Individual Defendants was aware of the Company's dissemination of information to the investing
21 public, which they knew and/or recklessly disregarded was materially false and misleading.

22 59. Defendants had actual knowledge of the misrepresentations and/or omissions of
23 material facts set forth herein or acted with reckless disregard for the truth in that they failed to
24 ascertain and to disclose such facts, even though such facts were available to them. Such
25 Defendants' material misrepresentations and/or omissions were done knowingly or recklessly and
26 for the purpose and effect of concealing Atlassian's operating condition, business practices, and
27

1 prospects from the investing public and supporting the artificially inflated and/or maintained price
2 of its ordinary shares and common stock. As demonstrated by Defendants' overstatements and
3 misstatements of the Company's business, operations, and prospects throughout the Class Period,
4 Defendants, if they did not have actual knowledge of the misrepresentations and/or omissions
5 alleged, were reckless in failing to obtain such knowledge by deliberately refraining from taking
6 those steps necessary to discover whether those statements were false or misleading.

7 60. As a result of the dissemination of the materially false and/or misleading
8 information and/or failure to disclose material facts, as set forth above, the market price of
9 Atlassian ordinary shares and common stock was artificially inflated, and relying directly or
10 indirectly on the false and misleading statements made by Defendants or upon the integrity of the
11 market in which the shares and stock traded or trades, and/or in the absence of material adverse
12 information that was known or recklessly disregarded by Defendants, but not disclosed in public
13 statements by Defendants during the Class Period, Plaintiff and the other members of the Class
14 purchased and/or acquired Atlassian ordinary shares and/or common stock during the Class Period
15 at artificially inflated prices and were damaged thereby.

16 61. At the time of said misrepresentations and omissions, Plaintiff and other members
17 of the Class were ignorant of their falsity and believed them to be true. Had Plaintiff, the other
18 members of the Class, and the marketplace known of the truth regarding the problems that
19 Atlassian was experiencing, which were not disclosed by Defendants, Plaintiff and other members
20 of the Class would not have purchased or acquired Atlassian ordinary shares and/or common stock,
21 or, if they had purchased or acquired such shares or stock during the Class Period, they would not
22 have done so at the artificially inflated prices that they paid.

23 62. By virtue of the foregoing, Atlassian and the Individual Defendants each violated
24 § 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder.

1 members of the Class suffered damages in connection with their purchases and acquisitions of the
2 Company's ordinary shares and/or common stock during the Class Period.

3 **PRAYER FOR RELIEF**

4 68. WHEREFORE, Plaintiff, individually and on behalf of the Class, prays for relief
5 and judgment as follows:

- 6 a) Declaring this action to be a class action pursuant to Rule 23(a) and (b)(3) of the
7 Federal Rules of Civil Procedure on behalf of the Class defined herein;
- 8 b) Awarding Plaintiff and the other members of the Class damages in an amount that
9 may be proven at trial, together with interest thereon;
- 10 c) Awarding Plaintiff and the members of the Class pre-judgment and post-judgment
11 interest, as well as their reasonable attorneys' and experts' witness fees and other
12 costs; and
- 13 d) Awarding such other relief as this Court deems appropriate.

14 **JURY DEMAND**

15 69. Plaintiff demands a trial by jury.

16
17 Dated:

Respectfully submitted,

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