

**UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA**

____, Individually and on behalf of all
others similarly situated,

Plaintiff,

v.

WESTERN ALLIANCE
BANCORPORATION, KENNETH A.
VECCHIONE, DALE GIBBONS, and J.
KELLY ARDREY JR.

Defendants.

Case No:

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

JURY TRIAL DEMANDED

Plaintiff _____ (“Plaintiff”), individually and on behalf of all other persons similarly situated, by Plaintiff’s undersigned attorneys, for Plaintiff’s complaint against Defendants (defined below), 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, among other things, the investigation conducted by and through his attorneys, which included, among other things, a review of the Defendants’ public documents, public filings, wire and press releases published by and regarding Western Alliance Bancorporation (“WAL” or the “Company”), and information readily obtainable on the Internet. Plaintiff believes that substantial evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery.

NATURE OF THE ACTION

1. This is a class action on behalf of persons or entities who purchased or otherwise acquired publicly traded WAL securities between February 29, 2024, and October 15, 2025, both dates inclusive (the “Class Period”). Plaintiff seeks to recover compensable damages caused by Defendants’ violations of the federal securities laws under the Securities Exchange Act of 1934 (the “Exchange Act”).

JURISDICTION AND VENUE

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

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

4. Venue is proper in this judicial district pursuant to 28 U.S.C. § 1391(b) and Section 27 of the Exchange Act (15 U.S.C. § 78aa(c)) as the alleged misstatements entered and the subsequent damages took place in this judicial district.

5. In connection with the acts, conduct and other wrongs alleged in this complaint, Defendants (defined below), directly or indirectly, used the means and instrumentalities of interstate commerce, including but not limited to, the United States mails, interstate telephone communications and the facilities of the national securities exchange.

PARTIES

6. Plaintiff, as set forth in the accompanying certification, incorporated by reference herein, purchased WAL securities during the Class Period and was economically damaged thereby.

7. Defendant WAL provides banking and financial services, including loans, through its subsidiaries.

8. Defendant WAL is incorporated in Delaware and is headquartered at One E. Washington Street, Suite 1400, Phoenix, Arizona 85004. WAL's common stock trades on the New York Stock Exchange ("NYSE") under the ticker symbol "WAL." WAL's depositary shares, each representing a 1/400th interest in a share of 4.250% fixed-rate reset non-cumulative perpetual preferred stock, Series A, trade on the NYSE under the ticker symbol "WAL PrA."

9. Defendant Kenneth A. Vecchione ("Vecchione") served as the Company's President and Chief Executive Officer ("CEO") throughout the Class Period, with the exception of a leave of absence from December 16, 2024, to April 15, 2025.

10. Defendant Dale Gibbons ("Gibbons") served as the Company's Vice Chairman and Chief Financial Officer ("CFO") throughout the Class Period. He also served as the Interim Chief Executive Officer while Defendant Vecchione was on leave from the Company.

11. Defendant J. Kelly Ardrey Jr. served as the Company's Chief Accounting Officer at all times material to the Complaint, up until March 3, 2025.

12. Defendants Vecchione, Gibbons, & Ardrey Jr. are collectively referred to herein as the “Individual Defendants.”

13. Each of the Individual Defendants:

- (a) directly participated in the management of the Company;
- (b) was directly involved in the day-to-day operations of the Company at the highest levels;
- (c) was privy to confidential proprietary information concerning the Company and its business and operations;
- (d) was directly or indirectly involved in drafting, producing, reviewing and/or disseminating the false and misleading statements and information alleged herein;
- (e) was directly or indirectly involved in the oversight or implementation of the Company’s internal controls;
- (f) was aware of or recklessly disregarded the fact that the false and misleading statements were being issued concerning the Company; and/or
- (g) approved or ratified these statements in violation of the federal securities laws.

14. WAL is liable for the acts of the Individual Defendants and its employees under the doctrine of *respondeat superior* and common law principles of agency because all of the wrongful acts complained of herein were carried out within the scope of their employment.

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

16. Defendant WAL and the Individual Defendants are collectively referred to herein as “Defendants.”

SUBSTANTIVE ALLEGATIONS

Materially False and Misleading Statements Issued During the Class Period

17. On February 28, 2024, the Company filed with the Securities and Exchange Commission (the “SEC”) its Annual Report on Form 10-K for the period ended December 31, 2023 (the “2023 Annual Report”). Attached to the 2023 Annual Report were certifications pursuant to the Sarbanes-Oxley Act of 2002 (“SOX”) signed by Defendants Vecchione, Gibbons, and Ardrey Jr. attesting to the accuracy of financial reporting, the disclosure of any material changes to the Company’s internal control over financial reporting, and the disclosure of all fraud.

18. In the 2023 Annual Report, the Company made the following statements about its credit risk management:

Management and monitoring of credit risk for the Company's overall lending portfolio continues to be a high priority. As elevated focus on the evolving industry dynamics facing the CRE market have emerged during the year, the Company has been proactive in establishing enhanced monitoring policies and procedures as it relates to its CRE loans and has undertaken actions to limit growth of its CRE portfolio. To this end, and to drive consistency in underwriting, portfolio management, and loan monitoring metrics, in January 2024, the Company aligned its loan committee structures to a product focus, creating new CRE and C&I loan committees, which is a shift away from its former divisional or NBL focused loan committees. The Company has also undertaken efforts during the year to streamline its credit risk monitoring process to enable management to more centrally track and

monitor assets. **In addition, the Company's credit monitoring strategy continues to be focused on early identification and elevation of potential problem loans.**

These efforts include increased frequency of meetings with business line owners, early engagement of the Company's special assets group, and inclusion of pass grade loans with a potential for downgrade in asset quality and problem loan meeting discussions.

(emphasis added)

19. The statement in ¶19 was materially false and misleading at the time it was made because the Company lacked adequate credit monitoring systems capable of detecting problem loans.

20. On February 25, 2025, the Company filed with the SEC an annual report (the “2024 Annual Report”) on a Form 10-K for the fiscal year ended on December 31, 2024. Attached to the 2024 Annual Report were certifications pursuant to the SOX signed by Defendants Gibbons and Ardrey Jr. attesting to the accuracy of financial reporting, the disclosure of any material changes to the Company’s internal control over financial reporting, and the disclosure of all fraud.

21. In the 2024 Annual Report, the Company made the following statements about its credit risk management:

Management and monitoring of credit risk for the Company's overall lending portfolio continues to be a high priority. As elevated focus on the evolving industry dynamics facing the CRE market have emerged over the past year, the Company has been proactive in establishing enhanced monitoring policies and procedures as it relates to its CRE loans and has undertaken actions to limit growth of its CRE portfolio. To this end, and to drive consistency in underwriting, portfolio management, and loan monitoring metrics, in January 2024, the Company aligned its loan committee structures to a product focus, creating new CRE and C&I loan committees, which is a shift away from its former divisional or NBL focused loan committees. The Company has also undertaken efforts during the year to streamline its credit risk monitoring process to enable management to more centrally track and monitor assets. **In addition, the Company's credit monitoring strategy continues**

to be focused on early identification and elevation of potential problem loans.

These efforts include increased frequency of meetings with business line owners, early engagement of the Company's special assets group, and inclusion of pass grade loans with a potential for downgrade in asset quality and problem loan meeting discussions.

(emphasis added)

22. The statement in ¶22 was materially false and misleading at the time it was made because the Company lacked adequate credit monitoring systems capable of detecting problem loans.

23. The statements contained in ¶¶19 & 22 were materially false and/or misleading because they misrepresented and failed to disclose the following adverse facts pertaining to the Company's business, operations and prospects, which were known to Defendants or recklessly disregarded by them. Specifically, Defendants made false and/or misleading statements and/or failed to disclose that: (1) the Company lacked adequate credit monitoring systems capable of detecting problem loans; (2) the foregoing led to the Company's inability to identify apparent misrepresentations and potential contractual defaults; and (3) as a result, Defendants' statements about its business, operations, and prospects, were materially false and misleading and/or lacked a reasonable basis at all relevant times.

THE TRUTH BEGINS TO EMERGE

24. On October 16, 2025, the Company filed with the SEC a current report on a Form 8-K, where the Company disclosed that it had sued a borrower, writing in pertinent part:

The Bank has a note finance revolving credit facility to Cantor Group V, LLC

secured by pledged commercial real estate loans and their cash proceeds. In August, the Bank initiated a lawsuit alleging fraud by the borrower in failing to provide collateral loans in first position, among other claims.

25. On this news, WAL common stock fell \$8.52 per share, or 10.88% from the close of the day prior, to close at \$70.32 on October 16, 2025.

26. As a result of Defendants' wrongful acts and omissions, and the precipitous decline in the market value of the Company's common shares, Plaintiff and other Class members have suffered significant losses and damages.

PLAINTIFF'S CLASS ACTION ALLEGATIONS

27. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a class consisting of all persons other than defendants who acquired WAL securities publicly traded on the NYSE during the Class Period, and who were damaged thereby (the "Class"). Excluded from the Class are Defendants, the officers and directors of WAL, members of the Individual Defendants' immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a controlling interest.

28. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, WAL securities were actively traded on the NYSE. While the exact number of Class members is unknown to Plaintiff at this time and can be ascertained only through appropriate discovery, Plaintiff believes that there are hundreds, if not thousands of members in the proposed Class.

29. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by defendants' wrongful conduct in violation of federal law that is complained of herein.

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

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

- whether the Exchange Act was violated by Defendants' acts as alleged herein;
- whether statements made by Defendants to the investing public during the Class Period misrepresented material facts about the credit risk management of WAL;
- whether Defendants' public statements to the investing public during the Class Period omitted material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading;
- whether the Defendants caused WAL to issue false and misleading filings during the Class Period;
- whether Defendants acted knowingly or recklessly in issuing false filings;

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

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

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

- WAL shares met the requirements for listing, and were listed and actively traded on the NYSE, an efficient market;
- As a public issuer, WAL filed periodic public reports;
- WAL regularly communicated with public investors via established market communication mechanisms, including through the regular dissemination of press releases via major newswire services and through other wide-ranging public disclosures, such as communications with the financial press and other similar reporting services;

- WAL securities were liquid and traded with moderate to heavy volume during the Class Period; and
- WAL was followed by a number of securities analysts employed by major brokerage firms who wrote reports that were widely distributed and publicly available.

34. Based on the foregoing, the market for WAL securities promptly digested current information regarding WAL from all publicly available sources and reflected such information in the prices of the shares, and Plaintiff and the members of the Class are entitled to a presumption of reliance upon the integrity of the market.

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

COUNT I
For Violations of Section 10(b) And Rule 10b-5 Promulgated Thereunder
Against All Defendants

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

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

38. During the Class Period, Defendants, individually and in concert, directly or indirectly, disseminated or approved the false statements specified above, which they

knew or deliberately disregarded were misleading in that they contained misrepresentations and failed to disclose material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

39. Defendants violated §10(b) of the 1934 Act and Rule 10b-5 in that they:

- employed devices, schemes and artifices to defraud;
- made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- engaged in acts, practices and a course of business that operated as a fraud or deceit upon plaintiff and others similarly situated in connection with their purchases of WAL securities during the Class Period.

40. Defendants acted with scienter in that they knew that the public documents and statements issued or disseminated in the name of WAL were materially false and misleading; knew that such statements or documents would be issued or disseminated to the investing public; and knowingly and substantially participated, or acquiesced in the issuance or dissemination of such statements or documents as primary violations of the securities laws. These defendants by virtue of their receipt of information reflecting the true facts of WAL, their control over, and/or receipt and/or modification of WAL allegedly materially misleading statements, and/or their associations with the Company which made

them privy to confidential proprietary information concerning WAL, participated in the fraudulent scheme alleged herein.

41. Individual Defendants, who are the senior officers and/or directors of the Company, had actual knowledge of the material omissions and/or the falsity of the material statements set forth above, and intended to deceive Plaintiff and the other members of the Class, or, in the alternative, acted with reckless disregard for the truth when they failed to ascertain and disclose the true facts in the statements made by them or other WAL personnel to members of the investing public, including Plaintiff and the Class.

42. As a result of the foregoing, the market price of WAL securities was artificially inflated during the Class Period. In ignorance of the falsity of Defendants' statements, Plaintiff and the other members of the Class relied on the statements described above and/or the integrity of the market price of WAL securities during the Class Period in purchasing WAL securities at prices that were artificially inflated as a result of Defendants' false and misleading statements.

43. Had Plaintiff and the other members of the Class been aware that the market price of WAL securities had been artificially and falsely inflated by Defendants' misleading statements and by the material adverse information which Defendants did not disclose, they would not have purchased WAL securities at the artificially inflated prices that they did, or at all.

44. As a result of the wrongful conduct alleged herein, Plaintiff and other members of the Class have suffered damages in an amount to be established at trial.

45. By reason of the foregoing, Defendants have violated Section 10(b) of the 1934 Act and Rule 10b-5 promulgated thereunder and are liable to the plaintiff and the other members of the Class for substantial damages which they suffered in connection with their purchase of WAL securities during the Class Period.

COUNT II
Violations of Section 20(a) of the Exchange Act
Against the Individual Defendants

46. Plaintiff repeats and realleges each and every allegation contained in the foregoing paragraphs as if fully set forth herein.

47. During the Class Period, the Individual Defendants participated in the operation and management of WAL, and conducted and participated, directly and indirectly, in the conduct of WAL's business affairs. Because of their senior positions, they knew the adverse non-public information about WAL's business practices.

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

49. Because of their positions of control and authority as senior officers, the Individual Defendants were able to, and did, control the contents of the various reports, press releases and public filings which WAL disseminated in the marketplace during the Class Period concerning WAL results of operations. Throughout the Class Period, the Individual Defendants exercised their power and authority to cause WAL to engage in the wrongful acts complained of herein. The Individual Defendants, therefore, were

“controlling persons” of WAL within the meaning of Section 20(a) of the Exchange Act. In this capacity, they participated in the unlawful conduct alleged which artificially inflated the market price of WAL securities.

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

PRAYER FOR RELIEF

WHEREFORE, plaintiff, on behalf of himself and the Class, prays for judgment and relief as follows:

(a) declaring this action to be a proper class action, designating plaintiff as Lead Plaintiff and certifying plaintiff as a class representative under Rule 23 of the Federal Rules of Civil Procedure and designating plaintiff’s counsel as Lead Counsel;

(b) awarding damages in favor of plaintiff and the other Class members against all defendants, jointly and severally, together with interest thereon;

awarding plaintiff and the Class reasonable costs and expenses incurred in this action, including counsel fees and expert fees; and

(d) awarding plaintiff and other members of the Class such other and further relief as the Court may deem just and proper.

JURY TRIAL DEMANDED

Plaintiff hereby demands a trial by jury.

Dated:

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