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**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA**

DOUGLAS C. GROCE III, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

IXYS CORPORATION, NATHAN ZOMMER,
UZI SASSON, DONALD L. FEUCHT,
SAMUEL KORY, S. JOON LEE, TIMOTHY A.
RICHARDSON, JAMES M. THORBURN,
KENNETH D. WONG, IRON MERGER CO.,
INC. and LITTELFUSE, INC.,

Defendants.

Case No.:

**CLASS ACTION COMPLAINT FOR
VIOLATIONS OF SECTIONS 14(a) AND
20(a) OF THE SECURITIES
EXCHANGE ACT OF 1934**

JURY TRIAL DEMANDED

CLASS ACTION COMPLAINT

Plaintiff Douglas C. Groce III (“Plaintiff”), individually and on behalf of all others similarly situated, alleges the following upon information and belief, including investigation of counsel and review of publicly-available information, except as to those allegations pertaining to Plaintiff, which are alleged upon personal knowledge:

SUMMARY OF THE ACTION

1. Plaintiff brings this class action on behalf of the public stockholders of IXYS

1 Corporation (“IXYS” or the “Company”) against IXYS’s Board of Directors (the “Board” or the
2 “Individual Defendants”) for their violations of Section 14(a) and 20(a) of the Securities Exchange
3 Act of 1934, 15.U.S.C. §§ 78n(a), 78t(a), and SEC Rule 14a-9, 17 C.F.R. 240.14a-9, arising out
4 of the Board’s attempt to sell the Company to Littelfuse, Inc. through its wholly owned subsidiary
5 Iron Merger Co., Inc. (“Merger Sub” and collectively with Littelfuse, Inc. “Littelfuse”).
6

7 2. Defendants have violated the above-referenced Sections of the Exchange Act by
8 causing a materially incomplete and misleading registration statement (the “Registration
9 Statement”) to be filed with the Securities and Exchange Commission (“SEC”) on October 26,
10 2017. The Registration Statement recommends that IXYS shareholders vote in favor of a proposed
11 transaction (the “Proposed Transaction”) whereby IXYS is acquired by Littelfuse. The Proposed
12 Transaction was first disclosed on August 28, 2017, when IXYS and Littelfuse announced that
13 they had entered into a definitive merger agreement (the “Merger Agreement”) pursuant to which
14 Littelfuse will acquire all of the outstanding shares of common stock of IXYS for \$23.00 per share
15 in cash or 0.1265 shares of Littelfuse common stock per share of IXYS (the “Merger
16 Consideration”). In total, half the Merger Consideration will be offered as cash and half as stock.
17 The deal has an equity value of approximately \$750 million and is expected to close in the first
18 quarter of 2018.
19

20 3. IXYS was founded by Nathan Zommer, who has been at the helm of the Company
21 since 1993. Zommer also beneficially owns more than 20% of the Company’s stock. The Board
22 allowed Zommer, who is in a position of power and control, to lead the process that led to the sale
23 of the Company. At the same time, the Board skewed the process to benefit Littelfuse, running a
24 cursory review of parties potentially interested in acquiring IXYS before entering into an
25 exclusivity agreement with Littelfuse.
26

27 4. The skewed process led to an inadequate Merger Consideration. The Company’s
28

1 steady growth belies the cyclical nature of the semiconductor industry, and Littelfuse will see cost
2 savings of up to \$30 million in the first two years after the Proposed Transaction closes. In addition,
3 the Board failed to negotiate a collar to protect the value of the stock-based consideration.

4
5 5. Furthermore, the Registration Statement is materially incomplete and contains
6 misleading representations and information in violation of Sections 14(a) and 20(a) of the
7 Exchange Act. Specifically, the Registration Statement contains materially incomplete and
8 misleading information concerning the sales process, financial projections prepared by IXYS
9 management, as well as the financial analyses conducted by Needham & Company, LLC
10 (“Needham”), IXYS’s financial advisor.

11
12 6. For these reasons, and as set forth in detail herein, Plaintiff seeks to enjoin
13 Defendants from taking any steps to consummate the Proposed Transaction, including filing any
14 amended registration statements with the SEC or otherwise causing any amended registration
15 statements to be disseminated to IXYS’s shareholders, unless and until the material information
16 discussed below is included in the amended registration statement or otherwise disseminated to
17 IXYS’s shareholders. In the event the Proposed Transaction is consummated without the material
18 omissions referenced below being remedied, Plaintiff seeks to recover damages resulting from the
19 Defendants’ violations.

20
21 **PARTIES**

22 7. Plaintiff is, and has been at all relevant times, the owner of shares of common stock
23 of IXYS.

24 8. Defendant IXYS is a corporation organized and existing under the laws of the State
25 of Delaware. The Company’s principal executive offices are located at 1590 Buckeye Drive,
26 Milpitas, California 95035. IXYS common stock trades on NASDAQ under the ticker symbol
27 “IXYS.” IXYS is a Silicon Valley power semi-conductor company that develops products to
28

1 improve power conversion efficiency.

2 9. Defendant Nathan Zommer is the founder of IXYS, a Chief Executive Officer
3 (“CEO”) of the Company and Chairman of the board of directors. Zommer has been a director of
4 the Company since 1983, and has served as Chairman and CEO since March 1993.

5 10. Defendant Uzi Sasson has been a CEO since August 2016 and a director of the
6 Company since 2015. Sasson has been President of IXYS since 2009, and has served as Chief
7 Financial Officer and Secretary since 2004. From 2004 to 2009 Sasson was Vice President and
8 from 2007 to 2010 was Chief Operating Officer. Sasson also held a seat on the board of directors
9 between August and November 2004.

10 11. Defendant Donald L. Feucht has been a director of the Company since 2000.

11 12. Defendant Samuel Kory has been a director of the Company since 1999.

12 13. Defendant S. Joon Lee has been a director of the Company since 2000.

13 14. Defendant Timothy A. Richardson has been a director of the Company since 2007.

14 15. Defendant James M. Thorburn has been a director of the Company since 2007.

15 16. Defendant Kenneth D. Wong has been a director of the Company since 2011.

16 17. Defendants Zommer, Sasson, Feucht, Kory, Lee, Richardson, Thorburn and Wong
17 are collectively referred to herein as the “Board.”

18 18. Defendant Littelfuse, Inc. is a corporation organized and existing under the laws of
19 the State of Delaware. Littelfuse, Inc. maintains its principal executive offices at 8755 W. Higgins
20 Road, Suite 500, Chicago, Illinois 60631. Littelfuse, Inc. is a multinational company that primarily
21 produces circuit protection products, but also manufactures a variety of electronic switches and
22 automotive sensors.

23 19. Defendant Merger Sub is a corporation organized and existing under the laws of the
24 State of Delaware and is a wholly owned subsidiary of Littelfuse, Inc.

JURISDICTION AND VENUE

1
2 20. This Court has subject matter jurisdiction pursuant to Section 27 of the Exchange
3 Act (15 U.S.C. § 78aa) and 28 U.S.C. § 1331 (federal question jurisdiction) as Plaintiff alleges
4 violations of Section 14(a) and 20(a) of the Exchange Act and SEC Rule 14a-9.
5

6 21. Personal jurisdiction exists over each Defendant either because the Defendant
7 conducts business in or maintains operations in this District, or is an individual who is either
8 present in this District for jurisdictional purposes or has sufficient minimum contacts with this
9 District as to render the exercise of jurisdiction over Defendant by this Court permissible under
10 traditional notions of fair play and substantial justice.

11 22. Venue is proper in this District under Section 27 of the Exchange Act, 15 U.S.C. §
12 78aa, as well as under 28 U.S.C. § 1391, because: (i) the conduct at issue took place and had an
13 effect in this District; (ii) IXYS maintains its primary place of business in this District; (iii) a
14 substantial portion of the transactions and wrongs complained of herein, including Defendants’
15 primary participation in the wrongful acts detailed herein, occurred in this District; and (iv)
16 Defendants have received substantial compensation in this District by doing business here and
17 engaging in numerous activities that had an effect in this District.
18

19 **CLASS ACTION ALLEGATIONS**

20 23. Plaintiff brings this action on his own behalf and as a class action on behalf of all
21 owners of IXYS common stock and their successors in interest and/or their transferees, except
22 Defendants and any person, firm, trust, corporation or other entity related to or affiliated with the
23 Defendants (the “Class”).
24

25 24. This action is properly maintainable as a class action for the following reasons:

26 a. The Class is so numerous that joinder of all members is impracticable. As
27 of August 25, 2017, IXYS had approximately 32.6 million shares outstanding.
28

1 b. Questions of law and fact are common to the Class, including, inter alia, the
2 following:

- 3 i) Whether Defendants have violated Section 14(a) of the Exchange
4 Act and Rule 14a-9 promulgated thereunder;
5
6 ii) Whether the Individual Defendants have violated Section 20(a) of
7 the Exchange Act;
8
9 iii) Whether Plaintiff and other members of the Class would suffer
10 irreparable injury were Defendants to file an amended registration
11 statement with the SEC that does not contain the material
12 information referenced above and the Proposed Transaction is
13 consummated as presently anticipated;
14
15 iv) Whether the Individual Defendants, in bad faith and for improper
16 motives, impeded or erected barriers to discourage other strategic
17 alternatives, including offers from interested parties for the
18 Company or its assets;
19
20 v) Whether Plaintiff and the other members of the Class would be
21 irreparably harmed were the transaction complained of herein
22 consummated; and
23
24 vi) Whether the Class is entitled to injunctive relief or damages as a
25 result of Individual Defendants' wrongful conduct.

26 c. Plaintiff is committed to prosecuting this action, is an adequate
27 representative of the Class, and has retained competent counsel experienced in litigation of
28 this nature.

 d. Plaintiff's claims are typical of those of the other members of the Class.

1 e. Plaintiff has no interests that are adverse to the Class.

2 f. The prosecution of separate actions by individual members of the Class
3 would create the risk of inconsistent or varying adjudications for individual members of
4 the Class and of establishing incompatible standards of conduct for the party opposing the
5 Class.

6 g. Conflicting adjudications for individual members of the Class might as a
7 practical matter be dispositive of the interests of the other members not parties to the
8 adjudications or substantially impair or impede their ability to protect their interests.

9 h. Plaintiff anticipates that there will be no difficulty in the management of
10 this litigation. A class action is superior to other available methods for the fair and efficient
11 adjudication of this controversy.
12

13 **SUBSTANTIVE ALLEGATIONS**

14 **A. Company Background**

15 25. IXYS was founded in 1983 by Defendant Zommer. The Company was
16 reincorporated in Delaware in 1995, and in September 1998, IXYS became a publicly traded
17 company when it merged with Paradigm Technology, Inc. in a reverse merger.
18

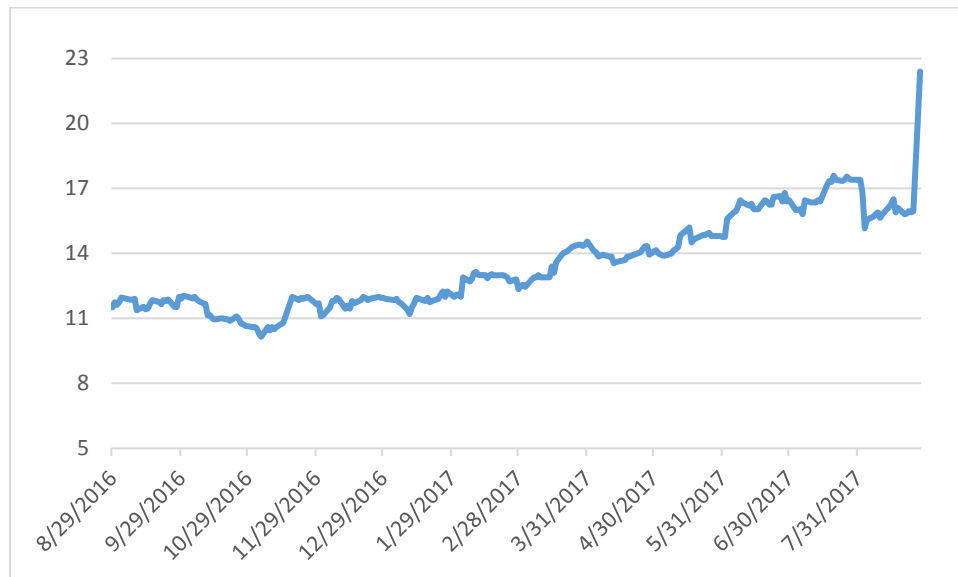
19 26. From its inception in 1983, IXYS has focused on energy efficiency and high power
20 and voltage semiconductors. When the Company merged with Paradigm Technology, Inc., it
21 designed and developed semiconductors used to control energy, focusing on medium to high
22 power semiconductors. IXYS also sold static random access memory products. While the
23 Company still develops high power semiconductors, IXYS also develops advanced mixed-signal
24 integrated circuits, application specific integrated circuits and radio frequency power
25 semiconductors.
26
27
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1 **B. The Proposed Transaction is Unfair to Stockholders**

2 27. Despite the potential for IXYS to grow and succeed, the Board agreed to sell the
3 Company to Littelfuse for an unfair price and through an unfair process. The Proposed Transaction
4 fails to adequately compensate stockholders for the Company's value. In addition, the sale process
5 favored Littelfuse and was led by Defendant Zommer, who held a position of power and control
6 at the Company.
7

8 Unfair price

9 28. The semiconductor industry is cyclical: like a roller coaster, the industry faces
10 constant ups and downs.¹ Despite this, IXYS fared well, showing continued and stable growth.
11 Over the year ending August 25, 2017, IXYS stock had increased 38%, and had reached as high
12 as \$17.60 in July 2017:
13



23 29. In a press release issued on July 28, 2016, the Company announced financial results
24 for its fiscal quarter ending June 30, 2016. The Company reported net revenues of \$80.6 million,
25

26

27 ¹ "The Industry Handbook: The Semiconductor Industry," Investopedia.com, available at
28 <http://www.investopedia.com/features/industryhandbook/semiconductor.asp>.

1 an increase of \$866,000 from the previous quarter but a decrease of \$1.4 million from the quarter
2 ending June 30, 2015. The Company also reported net income of \$3.0 million, the same as the
3 quarter ending June 20, 2015. “We are pleased that IXYS has achieved strong revenues, despite
4 general industry softness,” Defendant Zommer stated in the press release. In the same press release,
5 Defendant Sasson stated: “[w]e are optimistic about our growth prospects as IXYS’ financial
6 metrics, including bookings and backlog, look promising. However, we must consider ongoing
7 volatile macroeconomic conditions and the cyclical slowdown in the summer months.”
8

9 30. The next quarter saw similarly mixed results. In a press release issued on November
10 2, 2016, the Company announced net revenues of \$78.6 million for the quarter ended September
11 30, 2016, compared to \$80.3 million for the quarter ended September 30, 2015. The Company also
12 reported net income of \$3.9 million for the quarter ended September 30, 2016, a 20% increase
13 from the quarter ended September 30, 2015. “We have confidence that our strategic growth
14 initiatives, in combination with our operational efficiencies, will lead to further success in the
15 months ahead,” Defendant Sasson was quoted in the press release.
16

17 31. Defendant Sasson’s optimism was well founded. On February 2, 2017, the
18 Company issued a press release announcing financial results for the quarter ending December 31,
19 2016. The Company reported net revenues of \$79.5 million, an increase of 5.8% compared to the
20 quarter ending December 31, 2015, and net income was \$5.1 million, an increase of 123.1%
21 compared to the quarter ending December 31, 2015. Defendant Zommer was quoted in the press
22 release as stating: “Higher revenues, in combination with aggressive cost-cutting initiatives and
23 the focus on optimizing our worldwide enterprise, have allowed IXYS to improve its results. We
24 continued our investments in new products and technologies in order to support our growth.”
25 Defendant Sasson was quoted in the press release as stating: “Bookings are up and our backlog
26 remains strong.”
27
28

1 32. The Company’s financial results for the quarter and year ending March 31, 2017
2 continued the trend. In a press release issued on June 2, 2017, the Company reported net revenues
3 of \$83.4 million for the quarter, an increase of 4.5% from the quarter ending March 31, 2016. The
4 Company also reported net income of \$9.3 million for the quarter, an increase of 50% from the
5 quarter ending March 31, 2016. For the year, the Company reported net revenues of \$322.1 million
6 compared to \$317.2 million for the year ending March 31, 2016. Net income for the year was \$21.3
7 million, an increase of 44.8% from the year ending March 31, 2016. “Efforts to increase gross
8 margins are bearing fruit as evidenced by three consecutive quarters of growth in margins. Higher
9 net revenues reflect strengthening demand for our products. In particular, our power product sales
10 have been boosted by demand in the industrial market. Our backlog looks healthy for the coming
11 quarters,” Defendant Sasson is quoted in the press release.
12

13 33. Approximately three weeks before entering into the Merger Agreement, the
14 Company reported financial results for the quarter ending June 30, 2017. In a press release issued
15 on August 2, 2017, the Company reported net revenues of \$83.4 million for the quarter, an increase
16 of 3.6% from the quarter ending June 30, 2016. The Company reported net income of \$5.5 million,
17 an increase of 82% from the quarter ending June 30, 2016. And the backlog was \$114.0 million,
18 which was the highest the backlog had been since March 2012. “Atypical of our summer seasonal
19 slowdown, customer demand remains robust. We are seeing healthy sales throughout the
20 industrial, commercial and communication infrastructure markets worldwide,” Defendant Sasson
21 was quoted as stating in the press release.
22

23 34. Although the Company has experienced strong growth in an otherwise cyclical
24 industry, many IXYS shareholders will not be able benefit from the continued success of the
25 Company. Instead, any benefits will accrue mostly to Littelfuse. For example, the press release
26 announcing the Proposed Transaction, issued on August 28, 2017, stated that the Proposed
27
28

Transaction “is expected to be immediately accretive to Littelfuse’s adjusted earnings per share and free cash flow in the first full year post transaction close[.]”

35. A presentation prepared by Littelfuse and filed with the SEC on August 28, 2017 noted that Littelfuse expected to see more than \$30 million of annualized cost savings within the first two years after the Proposed Transaction closed:

Transaction Summary

Purchase Price	<ul style="list-style-type: none"> IXYS stockholders receive, for each IXYS share, \$23.00 in cash or 0.1265 of a Littelfuse common share Transaction Equity Value of ~\$750M plus assumption of net cash position of \$95M (Enterprise Value of ~\$655M) ⁽¹⁾ Enterprise Value / Adjusted TTM EBITDA ⁽²⁾ of ~14.5x, and <9.0x pro forma with annualized cost synergies ⁽³⁾
Consideration	<ul style="list-style-type: none"> 50% of IXYS stock will be converted into the cash election and 50% converted to the equity election Post-acquisition, IXYS stockholders to own ~9% of Littelfuse outstanding shares
Synergies	<ul style="list-style-type: none"> \$30M+ annualized cost synergies within 2 years after close Revenue synergies and tax rate reduction provide additional longer term upside
Financial Impact	<ul style="list-style-type: none"> Immediately accretive to adjusted EPS ⁽⁴⁾ and free cash flow ⁽⁵⁾ Synergized adjusted operating and EBITDA margins align to Littelfuse long-term financial model
Financing	<ul style="list-style-type: none"> Cash portion of consideration will be funded through a mix of cash on hand and additional debt Littelfuse maintains strong balance sheet with Gross Debt / Adjusted TTM EBITDA of 2.4x ⁽⁶⁾
Closing	<ul style="list-style-type: none"> Expected to close in Q1 2018 Subject to satisfaction of customary closing conditions, including regulatory and IXYS stockholder approvals









(1) Based on Littelfuse's closing stock price on August 25, 2017 per Bloomberg.
(2) IXYS Adjusted TTM EBITDA as of 6/30/17. See appendix for Trailing Twelve Month (TTM) EBITDA calculation.
(3) Reflects expected Adjusted EBITDA after the effect of \$30 million in annualized cost synergies.
(4) Including amortization of acquired intangibles and adjusting for one-time acquisition and integration related charges, and the fair value inventory step-up.
(5) Free Cash Flow is defined as cash flow from operations less capital expenditures, adjusting for one-time acquisition and integration related charges.
(6) Based on Pro Forma Adjusted TTM EBITDA estimate as of transaction close.

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36. Littelfuse also sees the Proposed Transaction as providing opportunities to enter new markets, strengthen Littelfuse’s position in markets in which it already operates, and optimize its operations:

Strategic Rationale

Clear Alignment to Five-Year Littelfuse Strategy

 <p>Expanded Footprint in Strategic Markets</p>	 <p>Technology and Product Expansion</p>	 <p>Complementary Customers and Channels</p>	 <p>Accelerates High Growth Opportunities</p>	 <p>Combined Critical Scale</p>
<ul style="list-style-type: none"> Significant expansion into industrial and electronics OEM markets Increased long-term penetration of power control products into automotive markets Strengthened position in Asia resulting from combined operations and salesforce 	<ul style="list-style-type: none"> Adds significant engineering expertise and IP around power semiconductor technologies Capture design-in opportunities in high voltage industrial and automotive applications Complements existing investment in silicon carbide 	<ul style="list-style-type: none"> IXYS' industrial OEM relationships via direct sales team provide market insight Increased content per vehicle through cross-selling of power control products in automotive Significant overlap in major global electronics distribution partnerships bolsters position in channel 	<ul style="list-style-type: none"> Provides opportunities to capture high growth end markets, such as: <ul style="list-style-type: none"> Renewable energy Industrial power supplies Electric vehicle charging infrastructure Industrial motor drives 	<ul style="list-style-type: none"> Economies of scale to leverage technology and other investments Optimization of customer facing and operational structures, leveraging respective strengths
				<small>Littelfuse, Inc. © 2017 7</small>

37. Given the prospective gain to Littelfuse, and the Company's growth prospects, the Merger Consideration fails to adequately compensate IXYS stockholders.

Unfair process

38. The Proposed Transaction not only provides the stockholders with an unfair price, it is also the product of an unfair sales process.

39. Defendant Zommer has been in a position of power at IXYS since 1983. From 1998 through 2017, Defendant Zommer beneficially owned at least 22% of outstanding IXYS common stock, and was CEO as well as Chairman of the Board. Defendant Zommer consolidated his power as the number of executive officers shrunk from four in 2002 to two in 2010. As one of only two executive officers, the founder, the CEO, the Chairman of the Board and one of the largest (and at times the largest) holder of IXYS stock, Defendant Zommer wielded significant control over the Board and the Company.

40. Defendant Zommer's power and control are evident throughout the process that led to the Proposed Transaction. Defendant Zommer and Defendant Sasson met with the CEOs of Littelfuse and Company A multiple times. Defendant Zommer, along with Defendant Sasson and

1 the IXYS general counsel met with representatives of Needham to discuss contacting third parties
2 concerning their interest in acquiring IXYS. Yet at no time did the Board discuss authorizing an
3 independent committee of the Board to oversee negotiations. This is especially troubling given
4 that Littelfuse intends to name Defendant Zommer to the Littelfuse board of directors after the
5 Proposed Transaction closes. The Registration Statement is silent as to whether and when
6 Littelfuse and Defendant Zommer discussed his addition to the Littelfuse board of directors.
7

8 41. The process also favored a sale to Littelfuse. The first indication of interest by
9 Littelfuse concerning a potential strategic combination was on February 21, 2017. According to
10 the Registration Statement, Littelfuse did not provide any details about a potential proposal until
11 more than two months later, on May 5, 2017. Even then, an official proposal was not made until
12 June 28, 2017. At that time, the Board knew of only two companies interested in a transaction with
13 IXYS: Company A and Littelfuse. Company A had not yet provided any details about a proposal.
14 Yet the Board decided just one month later to enter into an exclusivity agreement with Littelfuse.
15

16 42. The Board's swift action is troubling given that only 31 days passed between
17 authorizing Needham to contact third parties about a potential acquisition and entering into the
18 exclusivity agreement with Littelfuse. It appears that 11 parties were contacted after June 28, 2017,
19 of which only one expressed interest. The Board did not discuss contacting more parties, or
20 focusing more on strategic partners or financial sponsors, or even different types of transactions
21 beyond an acquisition of the Company. Instead, when Company A and Littelfuse were the sole
22 companies to present proposals to the Board—just one month after they began assessing interest
23 in a potential acquisition of the Company—the Board decided to sell the Company to Littelfuse.
24

25 43. Finally, the Board failed to negotiate for a collar device to protect those
26 stockholders who receive the Merger consideration in the form of Littelfuse stock. Without a
27 collar, those stockholders face the risk that Littelfuse's stock price decreases, decreasing the value
28

1 of the Merger Consideration. At the time the Registration Statement was filed, the implied value
2 of the stock part of the Merger Consideration was \$22.55, less than the cash part of \$23.00.

3 **C. The Preclusive Deal Protection Devices**

4 44. As part of the Merger Agreement, Defendants agreed to certain preclusive deal
5 protection devices that ensure that no competing offers for the Company will emerge.

6 45. By way of example, section 5.4(a) of the Merger Agreement includes a “No
7 Solicitation” provision barring the Company from soliciting or encouraging inquiries or proposals
8 that could lead to an acquisition proposal. Section 5.4(a) also demands that the Company cease
9 and terminate all solicitations, discussions or negotiations with any party concerning an acquisition
10 proposal. Further, this provision fails to provide a “go-shop” period that would allow the Board to
11 rightfully seek out a better offer for the company.
12

13 46. Despite already locking up the Proposed Transaction by agreeing not to solicit
14 alternative bids, the Board consented to additional provisions in the Merger Agreement that further
15 guarantee the Company’s only suitor will be Littelfuse. For example, pursuant to section 5.4(d) of
16 the Merger Agreement, the Company must notify Littelfuse of any offer made by an unsolicited
17 bidder. Thereafter, should the Board determine that the unsolicited offer is superior, section 5.4(e)
18 requires that the Board grant Littelfuse four (4) business days to negotiate the terms of the Merger
19 Agreement to render the superior proposal no longer superior. Littelfuse is able to match the
20 unsolicited offer because, pursuant to section 5.4(e) of the Merger Agreement, the Company must
21 provide Littelfuse with the identity of the party making the proposal and copies of any agreements
22 and financing agreements related to the acquisition proposal, eliminating any leverage that the
23 Company has in receiving the unsolicited offer.
24
25

26 47. In other words, the Merger Agreement gives Littelfuse access to any rival bidder’s
27 information and allows Littelfuse a free right to top any superior offer. Accordingly, no rival
28

1 bidder is likely to emerge and act as a stalking horse for IXYS, because the Merger Agreement
2 unfairly assures that any “auction” will favor Littelfuse and allow Littelfuse to piggy-back upon
3 the due diligence of the foreclosed second bidder.

4 48. In addition, pursuant to section 7.3(c) of the Merger Agreement, IXYS must pay
5 Littelfuse a termination fee of \$28.5 million if the Company decides to pursue another offer,
6 thereby essentially requiring that the alternate bidder agree to pay a naked premium for the right
7 to provide the shareholders with a superior offer.
8

9 49. Ultimately, these preclusive deal protection provisions restrain the Company’s
10 ability to solicit or engage in negotiations with any third party regarding a proposal to acquire all
11 or a significant interest in the Company. The circumstances under which the Board may respond
12 to an unsolicited written bona fide proposal for an alternative acquisition that constitutes or would
13 reasonably be expected to constitute a superior proposal are too narrowly circumscribed to provide
14 an effective “fiduciary out” under the circumstances. Likewise, these provisions also foreclose
15 any likely alternate bidder from providing the needed market check of Littelfuse’s inadequate offer
16 price.
17

18 **D. The Materially Incomplete and Misleading Registration Statement**

19 50. The Individual Defendants owe the stockholders a duty of candor. They must
20 disclose all material information regarding the Proposed Transaction to IXYS stockholders so that
21 they can make a fully informed decision whether to vote in favor of the Proposed Transaction.
22

23 51. On October 26, 2017, Defendants filed the Registration Statement with the SEC.
24 The purpose of the Registration Statement is, *inter alia*, to provide the Company’s stockholders
25 with all material information necessary for them to make an informed decision on whether or not
26 to vote their shares in favor of the Proposed Transaction. However, significant and material facts
27 were not provided to Plaintiff and the Class. Without such information, IXYS shareholders cannot
28

1 make a fully informed decision concerning whether or not to vote in favor of the Proposed
2 Transaction.

3 *Materially Incomplete and Misleading Disclosures Concerning Needham's Financial*
4 *Analyses*

5 52. First, with respect to the *IXYS Selected Companies Analysis*, the Registration
6 Statement fails to disclose the objective selection criteria and observed metrics and multiples for
7 each company for enterprise value to LTM revenues, enterprise value to projected calendar year
8 2017 revenues, enterprise value to projected calendar year 2018 revenues, enterprise value to LTM
9 adjusted EBITDA, enterprise value to projected calendar year 2017 adjusted EBITDA, enterprise
10 value to projected calendar year 2018 adjusted EBITDA, price to LTM non-GAAP EPS, price to
11 projected calendar year 2017 non-GAAP EPS, and price to projected calendar year 2018 non-
12 GAAP EPS. The Registration Statement also fails to disclose whether Needham performed any
13 type of benchmarking analysis for IXYS in relation to the selected public companies.
14

15
16 53. Second, with respect to the *Selected Precedent Transaction Analysis*, the
17 Registration Statement fails to disclose the objective selection criteria and observed metrics and
18 multiples for each company for enterprise value to LTM revenues, enterprise value as a multiple
19 of next twelve months revenues, enterprise value to LTM adjusted EBITDA, and enterprise value
20 as a multiple of next twelve months adjusted EBITDA. The Registration Statement also fails to
21 disclose whether Needham performed any type of benchmarking analysis for IXYS in relation to
22 the selected public companies.
23

24 54. With respect to the *Discounted Cash Flow Analysis*, the Registration Statement
25 fails to disclose the individual inputs and assumptions utilized by Needham to derive the discount
26 rate range of 11.5% to 13.5% The Registration Statement also fails to disclose the implied
27 perpetuity growth rate range that results from the analysis.
28

1 55. With respect to the *Present Value of Illustrative Future Stock Prices Analysis*, the
2 Registration Statement fails to disclose the individual inputs and assumptions utilized by Needham
3 to derive the discount rate range of 13.1% to 15.1% The Registration Statement also fails to
4 disclose the projected cash and debt for 2018 through 2020.

5 56. Finally, with respect to the *Littelfuse Selected Companies Analysis*, the Registration
6 Statement fails to disclose the objective selection criteria and observed metrics and multiples for
7 each company for enterprise value to LTM revenues, enterprise value to projected calendar year
8 2017 revenues, enterprise value to projected calendar year 2018 revenues, enterprise value to LTM
9 adjusted EBITDA, enterprise value to projected calendar year 2017 adjusted EBITDA, enterprise
10 value to projected calendar year 2018 adjusted EBITDA, price to LTM non-GAAP EPS, price to
11 projected calendar year 2017 non-GAAP EPS, and price to projected calendar year 2018 non-
12 GAAP EPS. The Registration Statement also fails to disclose whether Needham performed any
13 type of benchmarking analysis for Littelfuse in relation to the selected public companies.
14
15

16 ***Materially Incomplete and Misleading Disclosures Concerning the Flawed Process***

17 57. The Registration Statement also fails to disclose material information concerning
18 the sales process. For example, the Registration Statement does not provide any information
19 concerning whether Defendant Zommer discussed his future on the Littelfuse board of directors
20 before the Merger Agreement was signed and, if so, the timing and nature of those discussions.
21

22 58. The Registration Statement also fails to disclose the members of IXYS management
23 who were present at meetings of the Board on June 15, 2017, June 28, 2017, as well as in
24 discussions with Company A and Littelfuse on July 24, 2017. In addition, the Registration
25 Statement fails to disclose the members of IXYS management present for discussions on August
26 4, 2017 and August 9, 2017 between Littelfuse and IXYS and their respective financial advisors.
27 Finally, the Registration Statement does not disclose the members of IXYS management who
28

1 contacted parties between June 28, 2017 and July 29, 2017 to gauge their interest in an acquisition
2 of the company.

3 59. In addition, the Registration Statement fails to disclose the number of financial
4 sponsors and strategic partners contacted by the Company or Needham between June 28, 2017 and
5 July 29, 2017.
6

7 60. The Registration Statement also fails to disclose the basis for Company A's
8 decreased proposal on July 26, 2017.

9 61. This information is necessary to provide Company stockholders a complete and
10 accurate picture of the sales process and its fairness. Without this information, stockholders were
11 not fully informed as to the defendants' actions, including those that may have been taken in bad
12 faith, and cannot fairly assess the process. And without all material information, IXYS
13 stockholders are unable to make a fully informed decision in connection with the Proposed
14 Acquisition and face irreparable harm, warranting the injunctive relief sought herein.
15

16 62. In addition, the Individual Defendants knew or recklessly disregarded that the
17 Registration Statement omits the material information concerning the Proposed Transaction and
18 contains the materially incomplete and misleading information discussed above.

19 63. Specifically, the Individual Defendants undoubtedly reviewed the contents of the
20 Registration Statement before it was filed with the SEC. Indeed, as directors of the Company, they
21 were required to do so. The Individual Defendants thus knew or recklessly disregarded that the
22 Registration Statement omits the material information referenced above and contains the
23 incomplete and misleading information referenced above.
24

25 64. Further, the Registration Statement indicates that on August 25, 2017, Needham
26 reviewed with the Board its financial analysis of the Merger Consideration and on August 25, 2017
27 delivered to the Board an oral opinion, which was confirmed by delivery of a written opinion dated
28

1 August 25, 2017, to the effect that the Merger Consideration was fair, from a financial point of
2 view, to IXYS shareholders. Accordingly, the Individual Defendants undoubtedly reviewed or
3 were presented with the material information concerning Needham's financial analyses which has
4 been omitted from the Registration Statement, and thus knew or should have known that such
5 information has been omitted.

6
7 65. Plaintiff and the other members of the Class are immediately threatened by the
8 wrongs complained of herein, and lack an adequate remedy at law. Accordingly, Plaintiff seeks
9 injunctive and other equitable relief to prevent the irreparable injury that the Company's
10 shareholders will continue to suffer absent judicial intervention.

11 **FIRST CAUSE OF ACTION**

12 **On Behalf of Plaintiff and the Class Against All Defendants for Violations of**
13 **Section 14(a) of the Exchange Act and Rule 14a-9**

14 66. Plaintiff incorporates each and every allegation set forth above as if fully set forth
15 herein.

16 67. Defendants have filed the Registration Statement with the SEC with the intention
17 of soliciting IXYS shareholder support for the Proposed Transaction. Each of the Individual
18 Defendants reviewed and authorized the dissemination of the Registration Statement, which fails
19 to provide the material information referenced above.

20
21 68. In so doing, Defendants made materially incomplete and misleading statements
22 and/or omitted material information necessary to make the statements made not misleading. Each
23 of the Individual Defendants, by virtue of their roles as officers and/or directors of IXYS, were
24 aware of the omitted information but failed to disclose such information, in violation of Section
25 14(a).

26
27 69. Rule 14a-9, promulgated by the SEC pursuant to Section 14(a) of the Exchange
28 Act, provides that such communications with shareholders shall not contain "any statement which,

1 at the time and in the light of the circumstances under which it is made, is false or misleading with
2 respect to any material fact, or which omits to state any material fact necessary in order to make
3 the statements therein not false or misleading.” 17 C.F.R. § 240.14a-9.

4 70. Specifically, and as detailed above, the Registration Statement violates Section
5 14(a) and Rule 14a-9 because it omits material facts concerning: (i) the value of IXYS shares and
6 the financial analyses performed by Needham in support of its fairness opinion and (ii) the process
7 leading to the sale of the Company.
8

9 71. Moreover, in the exercise of reasonable care, the Individual Defendants knew or
10 should have known that the Registration Statement is materially misleading and omits material
11 information that is necessary to render it not misleading. The Individual Defendants undoubtedly
12 reviewed and relied upon the omitted information identified above in connection with their
13 decision to approve and recommend the Proposed Transaction; indeed, the Registration Statement
14 states that Needham reviewed and discussed its financial analyses with the Board during the
15 meeting on August 25, 2017 and further states that the Board relied upon Needham’s financial
16 analyses and fairness opinion in connection with approving the Proposed Transaction. The
17 Individual Defendants knew or should have known that the material information identified above
18 has been omitted from the Registration Statement, rendering the sections of the Registration
19 Statement identified above to be materially incomplete and misleading.
20
21

22 72. The misrepresentations and omissions in the Registration Statement are material to
23 Plaintiff and the Class, who will be deprived of their right to cast an informed vote if such
24 misrepresentations and omissions are not corrected prior to the vote on the Proposed Transaction.
25 Plaintiff and the Class have no adequate remedy at law. Only through the exercise of this Court’s
26 equitable powers can Plaintiff and the Class be fully protected from the immediate and irreparable
27 injury that Defendants’ actions threaten to inflict.
28

SECOND CAUSE OF ACTION

On Behalf of Plaintiff and the Class against the Individual Defendants for Violations of Section 20(a) of the Exchange Act

73. Plaintiff incorporates each and every allegation set forth above as if fully set forth herein.

74. The Individual Defendants acted as controlling persons of IXYS within the meaning of Section 20(a) of the Exchange Act as alleged herein. By virtue of their positions as officers and/or directors of IXYS and participation in and/or awareness of the Company's operations and/or intimate knowledge of the incomplete and misleading statements contained in the Registration Statement filed with the SEC, they had the power to influence and control and did influence and control, directly or indirectly, the decision making of the Company, including the content and dissemination of the various statements that Plaintiff contends are materially incomplete and misleading.

75. Each of the Individual Defendants was provided with or had unlimited access to copies of the Registration Statement and other statements alleged by Plaintiff to be misleading prior to the time the Registration Statement was filed with the SEC and had the ability to prevent the issuance of the statements or cause the statements to be corrected.

76. In particular, each of the Individual Defendants had direct and supervisory involvement in the day-to-day operations of the Company, and, therefore, is presumed to have had the power to control or influence the particular transactions giving rise to the Exchange Act violations alleged herein, and exercised the same. The omitted information identified above was reviewed by the Board prior to voting on the Proposed Transaction. The Registration Statement at issue contains the unanimous recommendation of each of the Individual Defendants to approve the Proposed Transaction. They were, thus, directly involved in the making of the Registration Statement.

1 77. In addition, as the Registration Statement sets forth at length, and as described
2 herein, the Individual Defendants were involved in negotiating, reviewing, and approving the
3 Merger Agreement. The Registration Statement purports to describe the various issues and
4 information that the Individual Defendants reviewed and considered. The Individual Defendants
5 participated in drafting and/or gave their input on the content of those descriptions.

6
7 78. By virtue of the foregoing, the Individual Defendants have violated Section 20(a)
8 of the Exchange Act.

9 79. As set forth above, the Individual Defendants had the ability to exercise control
10 over and did control a person or persons who have each violated Section 14(a) and Rule 14a-9, by
11 their acts and omissions as alleged herein. By virtue of their positions as controlling persons, these
12 defendants are liable pursuant to Section 20(a) of the Exchange Act. As a direct and proximate
13 result of Individual Defendants' conduct, Plaintiff and the Class will be irreparably harmed.
14

15 80. Plaintiff and the Class have no adequate remedy at law. Only through the exercise
16 of this Court's equitable powers can Plaintiff and the Class be fully protected from the immediate
17 and irreparable injury that Defendants' actions threaten to inflict.

18 **PRAYER FOR RELIEF**

19 **WHEREFORE**, Plaintiff demands injunctive relief in his favor and in favor of the Class
20 and against the Defendants jointly and severally, as follows:
21

- 22 A. Declaring that this action is properly maintainable as a Class Action and certifying
23 Plaintiff as Class Representatives and his counsel as Class Counsel;
- 24 B. Preliminarily and permanently enjoining Defendants and their counsel, agents,
25 employees and all persons acting under, in concert with, or for them, from filing an amended
26 registration statement with the SEC or otherwise disseminating an amended registration statement
27 to IXYS shareholders unless and until Defendants agree to include the material information
28

1 identified above in the amended registration;

2 C. Preliminarily and permanently enjoining Defendants and their counsel, agents,
3 employees and all persons acting under, in concert with, or for them, from proceeding with,
4 consummating, or closing the Proposed Transaction, unless and until Defendants disclose the
5 material information identified above which has been omitted from the Registration Statement;

6 D. In the event that the transaction is consummated prior to the entry of this Court's
7 final judgment, rescinding it or awarding Plaintiff and the Class rescissory damages;

8 E. Directing the Defendants to account to Plaintiff and the Class for all damages
9 suffered as a result of their wrongdoing;

10 F. Awarding Plaintiff the costs and disbursements of this action, including reasonable
11 attorneys' and expert fees and expenses; and

12 G. Granting such other and further equitable relief as this Court may deem just and
13 proper.

14
15
16 **JURY DEMAND**

17 Plaintiff prays for a jury trial on all issues and in all proceedings so triable.

18 Dated: November 8, 2017

BRODSKY & SMITH, LLC

19
20 By: /s/ Evan J. Smith
21 EVAN J. SMITH (S.B. # 242352)
22 9595 Wilshire Boulevard, Suite 900
23 Beverly Hills, CA 90212
24 Tel: (877) 834-2590

25 **ROWLEY LAW PLLC**
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Attorneys for Plaintiff

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CIVIL COVER SHEET

The JS-CAND 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved in its original form by the Judicial Conference of the United States in September 1974, is required for the Clerk of Court to initiate the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS
DOUGLAS C. GROCE III, Individually and on Behalf of
All Others Similarly Situated
(b) County of Residence of First Listed Plaintiff Duval County, FL
(c) Attorneys (Firm Name, Address, and Telephone Number)
Evan J. Smith, Brodsky & Smith, LLC, 9595 Wilshire Boulevard, Suite 900, Beverly Hills, CA 90212, (Tel) (877) 534-2590 Fax: (310) 247-0160
Email: esmith@brodskysmith.com

DEFENDANTS
IXYS CORPORATION, et al.
County of Residence of First Listed Defendant Santa Clara County, CA
NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.
Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)
1 U.S. Government Plaintiff
2 U.S. Government Defendant
3 Federal Question (U.S. Government Not a Party)
4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)
PTF DEF
Citizen of This State 1 1
Citizen of Another State 2 2
Citizen or Subject of a Foreign Country 3 3
Incorporated or Principal Place of Business In This State 4 4
Incorporated and Principal Place of Business In Another State 5 5
Foreign Nation 6 6

IV. NATURE OF SUIT (Place an "X" in One Box Only)
CONTRACT: 110 Insurance, 120 Marine, 130 Miller Act, 140 Negotiable Instrument, 150 Recovery of Overpayment of Veteran's Benefits, 151 Medicare Act, 152 Recovery of Defaulted Student Loans, 153 Recovery of Overpayment of Veteran's Benefits, 160 Stockholders' Suits, 190 Other Contract, 195 Contract Product Liability, 196 Franchise
PERSONAL INJURY: 310 Airplane, 315 Airplane Product Liability, 320 Assault, Libel & Slander, 330 Federal Employers' Liability, 340 Marine, 345 Marine Product Liability, 350 Motor Vehicle, 355 Motor Vehicle Product Liability, 360 Other Personal Injury, 362 Personal Injury - Medical Malpractice
PERSONAL INJURY - PRODUCT LIABILITY: 365 Personal Injury - Product Liability, 367 Health Care/Pharmaceutical Personal Injury Product Liability, 368 Asbestos Personal Injury Product Liability
PERSONAL PROPERTY: 370 Other Fraud, 371 Truth in Lending, 380 Other Personal Property Damage, 385 Property Damage Product Liability
FORFEITURE/PENALTY: 625 Drug Related Seizure of Property 21 USC § 881, 690 Other
LABOR: 710 Fair Labor Standards Act, 720 Labor/Management Relations, 740 Railway Labor Act, 751 Family and Medical Leave Act, 790 Other Labor Litigation, 791 Employee Retirement Income Security Act
IMMIGRATION: 462 Naturalization Application, 465 Other Immigration Actions
BANKRUPTCY: 422 Appeal 28 USC § 158, 423 Withdrawal 28 USC § 157
PROPERTY RIGHTS: 820 Copyrights, 830 Patent, 840 Trademark
SOCIAL SECURITY: 861 HIA (1395ff), 862 Black Lung (923), 863 DIWC/DIWW (405(g)), 864 SSID Title XVI, 865 RSI (405(g))
FEDERAL TAX SUITS: 870 Taxes (U.S. Plaintiff or Defendant), 871 IRS-Third Party 26 USC § 7609
OTHER STATUTES: 375 False Claims Act, 376 Qui Tam (31 USC § 3729(a)), 400 State Reapportionment, 410 Antitrust, 430 Banks and Banking, 450 Commerce, 460 Deportation, 470 Racketeer Influenced and Corrupt Organizations, 480 Consumer Credit, 490 Cable/Sat TV, 850 Securities/Commodities/Exchange, 890 Other Statutory Actions, 891 Agricultural Acts, 893 Environmental Matters, 895 Freedom of Information Act, 896 Arbitration, 899 Administrative Procedure Act/Review or Appeal of Agency Decision, 950 Constitutionality of State Statutes
REAL PROPERTY: 210 Land Condemnation, 220 Foreclosure, 230 Rent Lease & Ejectment, 240 Torts to Land, 245 Tort Product Liability, 290 All Other Real Property
CIVIL RIGHTS: 440 Other Civil Rights, 441 Voting, 442 Employment, 443 Housing/Accommodations, 445 Amer. w/Disabilities-Employment, 446 Amer. w/Disabilities-Other, 448 Education
PRISONER PETITIONS: Habeas Corpus: 463 Alien Detainee, 510 Motions to Vacate Sentence, 530 General, 535 Death Penalty; Other: 540 Mandamus & Other, 550 Civil Rights, 555 Prison Condition, 560 Civil Detainee-Conditions of Confinement

V. ORIGIN (Place an "X" in One Box Only)
1 Original Proceeding, 2 Removed from State Court, 3 Remanded from Appellate Court, 4 Reinstated or Reopened, 5 Transferred from Another District (specify), 6 Multidistrict Litigation-Transfer, 8 Multidistrict Litigation-Direct File

VI. CAUSE OF ACTION
Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):
15 U.S.C. § 78aa and 28 U.S.C. § 1331
Brief description of cause:
Violations of the Exchange Act

VII. REQUESTED IN COMPLAINT:
CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, Fed. R. Civ. P. DEMAND \$ CHECK YES only if demanded in complaint:
JURY DEMAND: Yes No

VIII. RELATED CASE(S), IF ANY (See instructions): JUDGE DOCKET NUMBER

IX. DIVISIONAL ASSIGNMENT (Civil Local Rule 3-2)
(Place an "X" in One Box Only)
SAN FRANCISCO/OAKLAND SAN JOSE EUREKA-MCKINLEYVILLE

DATE: 11/08/2017 SIGNATURE OF ATTORNEY OF RECORD: /s/ Evan J. Smith

INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS-CAND 44

Authority For Civil Cover Sheet. The JS-CAND 44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleading or other papers as required by law, except as provided by local rules of court. This form, approved in its original form by the Judicial Conference of the United States in September 1974, is required for the Clerk of Court to initiate the civil docket sheet. Consequently, a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. The attorney filing a case should complete the form as follows:

- I. a) Plaintiffs-Defendants.** Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.
- b) County of Residence.** For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the “defendant” is the location of the tract of land involved.)
- c) Attorneys.** Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section “(see attachment).”
- II. Jurisdiction.** The basis of jurisdiction is set forth under Federal Rule of Civil Procedure 8(a), which requires that jurisdictions be shown in pleadings. Place an “X” in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.
- (1) United States plaintiff. Jurisdiction based on 28 USC §§ 1345 and 1348. Suits by agencies and officers of the United States are included here.
 - (2) United States defendant. When the plaintiff is suing the United States, its officers or agencies, place an “X” in this box.
 - (3) Federal question. This refers to suits under 28 USC § 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.
 - (4) Diversity of citizenship. This refers to suits under 28 USC § 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; **NOTE: federal question actions take precedence over diversity cases.**)
- III. Residence (citizenship) of Principal Parties.** This section of the JS-CAND 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.
- IV. Nature of Suit.** Place an “X” in the appropriate box. If the nature of suit cannot be determined, be sure the cause of action, in Section VI below, is sufficient to enable the deputy clerk or the statistical clerk(s) in the Administrative Office to determine the nature of suit. If the cause fits more than one nature of suit, select the most definitive.
- V. Origin.** Place an “X” in one of the six boxes.
- (1) Original Proceedings. Cases originating in the United States district courts.
 - (2) Removed from State Court. Proceedings initiated in state courts may be removed to the district courts under Title 28 USC § 1441. When the petition for removal is granted, check this box.
 - (3) Remanded from Appellate Court. Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.
 - (4) Reinstated or Reopened. Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.
 - (5) Transferred from Another District. For cases transferred under Title 28 USC § 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.
 - (6) Multidistrict Litigation Transfer. Check this box when a multidistrict case is transferred into the district under authority of Title 28 USC § 1407. When this box is checked, do not check (5) above.
 - (8) Multidistrict Litigation Direct File. Check this box when a multidistrict litigation case is filed in the same district as the Master MDL docket. Please note that there is no Origin Code 7. Origin Code 7 was used for historical records and is no longer relevant due to changes in statute.
- VI. Cause of Action.** Report the civil statute directly related to the cause of action and give a brief description of the cause. **Do not cite jurisdictional statutes unless diversity.** Example: U.S. Civil Statute: 47 USC § 553. Brief Description: Unauthorized reception of cable service.
- VII. Requested in Complaint.** Class Action. Place an “X” in this box if you are filing a class action under Federal Rule of Civil Procedure 23.
- Demand. In this space enter the actual dollar amount being demanded or indicate other demand, such as a preliminary injunction.
- Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.
- VIII. Related Cases.** This section of the JS-CAND 44 is used to identify related pending cases, if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.
- IX. Divisional Assignment.** If the Nature of Suit is under Property Rights or Prisoner Petitions or the matter is a Securities Class Action, leave this section blank. For all other cases, identify the divisional venue according to Civil Local Rule 3-2: “the county in which a substantial part of the events or omissions which give rise to the claim occurred or in which a substantial part of the property that is the subject of the action is situated.”
- Date and Attorney Signature.** Date and sign the civil cover sheet.


CERTIFICATION OF PLAINTIFF

I, Douglas C. Groce III, ("Plaintiff"), declare, as to the claims asserted under the federal securities laws, that:

1. Plaintiff has reviewed a draft complaint against IXYS Corporation ("IXYS") and its board of directors and has authorized the filing of a complaint substantially similar to the one I reviewed.
2. Plaintiff did not purchase the security that is the subject of the complaint at the direction of Plaintiff's counsel or in order to participate in any private action arising under the federal securities laws.
3. Plaintiff is willing to serve as a representative party on behalf of a class, including providing testimony at deposition and trial, if necessary.
4. Plaintiff's transactions in IXYS securities that are the subject of the complaint during the class period specified in the complaint are set forth in the chart attached hereto.
5. In the past three years, Plaintiff has not sought to serve nor has served as a representative party on behalf of a class in an action filed under the federal securities laws.
6. Plaintiff will not accept any payment for serving as a representative party on behalf of a class beyond plaintiff's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the Class as ordered or approved by the Court.

I declare under penalty of perjury that the foregoing information is correct to the best of my knowledge.

Signed this 7th day of November, 2017.



Douglas C. Groce III

Transaction (Purchase or Sale)	Trade Date	Price Per Unit	Quantity
Purchase	August 02, 2016	\$11.19	160
Purchase	January 30, 2017	\$12.15	100

ClassAction.org

This complaint is part of ClassAction.org's searchable class action lawsuit database and can be found in this post: [Stockholder Files Suit Against IXYS, Littelfuse Over Proposed Merger](#)
