

EXHIBIT C

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11 *Lead Counsel for Plaintiffs*

12
13 UNITED STATES DISTRICT COURT
14 NORTHERN DISTRICT OF CALIFORNIA
15 SAN FRANCISCO DIVISION

16 In re NUTANIX, INC. SECURITIES)
LITIGATION)

) Case No. 3:19-cv-01651-WHO
) Case No. 3:21-cv-04080-WHO

) CLASS ACTION

18 JOHN P. NORTON, ON BEHALF OF THE)
NORTON FAMILY LIVING TRUST UAD)
19 11/15/2002, Individually and On Behalf of All)
Others Similarly Situated,)

) DECLARATION OF JOHN P. NORTON, ON
) BEHALF OF THE NORTON FAMILY
) LIVING TRUST UAD 11/15/2002

20)
21) Plaintiff,

22) vs.

23 NUTANIX, INC., DHEERAJ PANDEY, and)
DUSTON M. WILLIAMS,)

24) Defendants.
25)
26)
27)
28)

1 I, John P. Norton, on Behalf of the Norton Family Living Trust UAD 11/14/2002, declare
2 as follows:

3 1. I am lead plaintiff and a class member in the action captioned *John P. Norton, on*
4 *Behalf of the Norton Family Trust UAD v. Nutanix Inc., et al.*, No. 3:21-cv-04080-WHO (N.D.
5 Cal.) (“*Norton Action*” or the “*Litigation*”).

6 2. I respectfully submit this declaration in support of: (a) the plaintiffs’ motion for
7 final approval of the \$71,000,000 settlement (the “*Settlement*”) made and entered into, on the one
8 hand, by and between lead plaintiff California Ironworkers Field Pension Trust (“*California*
9 *Ironworkers*”) and named plaintiff City of Miami Fire Fighters’ and Police Officers’ Retirement
10 Trust (“*City of Miami*”) in the action captioned *In re Nutanix, Inc. Sec. Litig.*, No. 3:19-cv-01651-
11 WHO (N.D. Cal.) (“*Nutanix Action*”), and myself in the *Norton Action* (collectively with
12 California Ironworkers and City of Miami, “*Plaintiffs*”), on behalf of ourselves and similarly
13 situated Class Members, and, on the other hand, Defendants Nutanix, Inc., Dheeraj Pandey and
14 Duston M. Williams; and (b) Robbins Geller Rudman & Dowd LLP’s and Levi & Korsinsky,
15 LLP’s (collectively, “*Lead Counsel*”) motion for an award of attorneys’ fees and expenses.

16 3. I understand that the Private Securities Litigation Reform Act of 1995 requires the
17 appointment of a lead plaintiff to manage and direct securities fraud class actions. In moving to be
18 appointed lead plaintiff in the *Norton Action*, I understood my fiduciary duty to serve the interests
19 of Class Members by supervising the management and prosecution of the *Litigation* as necessary.
20 I have vigorously prosecuted this case on behalf of the Class for over two years. Ultimately,
21 Plaintiffs agreed to settle the case only after balancing the risks of a trial and appeal, if we
22 prevailed, against the immediate benefit of a \$71,000,000 all cash recovery.

23 4. During the two years since joining the *Norton Action*, I have, among other things:
24 (a) conferred with counsel on the overall strategy for prosecuting the *Norton Action*; (b) reviewed
25 significant pleadings and motion papers filed in the *Norton Action*; (c) met with counsel and
26 reviewed periodic reports from counsel concerning the progress of the *Norton Action*; (d) collected
27 documents to be produced in discovery; and (e) communicated with counsel regarding settlement
28 negotiations and documentation.

1 **I. I ENDORSE THE COURT’S APPROVAL OF THE SETTLEMENT**

2 5. After seriously considering the grounds for the settlement, as well as the risks and
3 uncertainties associated with continued litigation, including trial and appeal (if Plaintiffs
4 prevailed), I authorized Lead Counsel to settle the Litigation for \$71,000,000. Based on my
5 involvement during the prosecution and resolution of the *Norton* Action, I believe that the
6 Settlement represents a recovery that would not have been possible without the diligent efforts of
7 counsel. In agreeing to the Settlement, I considered the real possibility that my remaining claims
8 may not ultimately succeed, or that a jury could significantly limit the Class’s damages. I also
9 understood that even if Plaintiffs prevailed at trial, Defendants would likely appeal that decision
10 and that the appeal process would, at a minimum, substantially delay any recovery by the Class.
11 Weighing these substantial risks against the immediacy and noteworthy amount of the recovery, I
12 believe that the \$71,000,000 Settlement is an excellent result for the Class, and that its approval is
13 in the best interest of each Class Member.

14 **II. I SUPPORT LEAD COUNSEL’S MOTION FOR AN AWARD OF**
15 **ATTORNEYS’ FEES AND LITIGATION EXPENSES**

16 6. Recognizing that any determination of fees and expenses is ultimately left to the
17 Court, I endorse Lead Counsel’s request for a 30% attorneys’ fee award plus expenses incurred by
18 Lead Counsel in litigating this case. I believe that Lead Counsel’s request is fair and reasonable in
19 light of the extensive, high-quality work they performed on behalf of Plaintiffs and the Class.

20 7. I have evaluated Lead Counsel’s fee request by considering, among other things:
21 the amount and quality of work performed; the recovery obtained for the Class, which would not
22 have been possible without the tremendous efforts of Lead Counsel; the complexities, challenges,
23 and novel legal arguments that counsel faced and overcame; and the customary fees in similar
24 cases. I further believe that the litigation expenses requested by Lead Counsel are reasonable and
25 represent costs and expenses necessary for the prosecution and resolution of this complex
26 securities Litigation. Based on the foregoing, and consistent with its obligation to obtain the best
27 result at the most efficient cost on behalf of the Class, I support Lead Counsel’s motion for
28 attorneys’ fees and litigation expenses.

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III. CONCLUSION

8. I was closely involved in the prosecution and settlement of the claims in the *Norton* Action and respectfully request that the Court grant final approval of the Settlement and Lead Counsel's application for attorneys' fees and litigation expenses.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 13th day of August, 2023, at Brush Prairie, Washington.



JOHN P. NORTON