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

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

Plaintiff,

v.

A10 NETWORKS, INC., LEE CHEN, GREG
STRAUGHN, SHIVA NATARAJAN, AND
TOM CONSTANTINO

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, inter alia, the investigation
conducted by and through Plaintiff’s attorneys, which included, among other things, a review of
the defendants’ public documents, conference calls and announcements made by defendants,
United States Securities and Exchange Commission (“SEC”) filings, wire and press releases
published by and regarding A10 Networks, Inc. (“A10” or the “Company”), analysts’ reports and
advisories about the Company, and information readily obtainable on the Internet. Plaintiff believes

1 that substantial evidentiary support will exist for the allegations set forth herein after a reasonable
2 opportunity for discovery.

3 **NATURE OF THE ACTION**

4 1. This is a federal securities class action on behalf of a class consisting of all persons
5 and entities other than Defendants who purchased or otherwise acquired the publicly traded
6 securities of A10 between February 9, 2015 and January 30, 2018, both dates inclusive (the “Class
7 Period”). Plaintiff seeks to recover compensable damages caused by Defendants’ violations of the
8 federal securities laws and to pursue remedies under Sections 10(b) and 20(a) of the Securities
9 Exchange Act of 1934 (the “Exchange Act”) and Rule 10b-5 promulgated thereunder.
10

11 **JURISDICTION AND VENUE**

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

15 3. This Court has jurisdiction over the subject matter of this action under 28 U.S.C.
16 §1331 and §27 of the Exchange Act.

17 4. Venue is proper in this Judicial District pursuant to §27 of the Exchange Act (15
18 U.S.C. §78aa) and 28 U.S.C. §1391(b) as Defendants conduct business and are headquartered in
19 this Judicial District.

20 5. In connection with the acts, conduct and other wrongs alleged in this Complaint,
21 Defendants, directly or indirectly, used the means and instrumentalities of interstate commerce,
22 including but not limited to, the United States mail, interstate telephone communications and the
23 facilities of the national securities exchange.
24

25 **PARTIES**

26 6. Plaintiff, as set forth in the accompanying Certification, purchased A10 securities at
27 artificially inflated prices during the Class Period and was damaged upon the revelation of the
28 alleged corrective disclosure.

1 7. Defendant A10 provides software and hardware solutions in the United States and
2 internationally. A10 is a Secure Application Services™ company, providing a range of high-
3 performance application networking solutions that help organizations ensure that their data center
4 applications and networks remain highly available, accelerated and secure. The Company is
5 incorporated in Delaware and its principal executive offices are located at 3 West Plumeria Drive,
6 San Jose, California 95134. A10's securities trade on the New York Stock Exchange ("NYSE")
7 under the ticker symbol "ATEN."

8 8. Defendant Lee Chen ("Chen") is the founder and has been the Chief Executive
9 Officer ("CEO") of A10 at all relevant times.

10 9. Defendant Greg Straughn was A10's Chief Financial Officer ("CFO") from the
11 beginning of the Class Period until February 9, 2017.

12 10. Defendant Shiva Natarajan ("Natarajan") served as A10's interim CFO from
13 February 2017 until June 2017/.

14 11. Defendant Tom Constantino ("Constantino") has A10's CFO since June 2017.

15 12. Defendants Chen, Straughn, Natarajan, and Constantino are sometimes referred to
16 herein as the "Individual Defendants."

17 13. Each of the Individual Defendants:

18 (a) directly participated in the management of the Company;

19 (b) was directly involved in the day-to-day operations of the Company at the highest
20 levels;

21 (c) was privy to confidential proprietary information concerning the Company and its
22 business and operations;

23 (d) was directly or indirectly involved in drafting, producing, reviewing and/or
24 disseminating the false and misleading statements and information alleged herein;

25 (e) was directly or indirectly involved in the oversight or implementation of the
26 Company's internal controls;
27
28

1 (f) was aware of or recklessly disregarded the fact that the false and misleading
2 statements were being issued concerning the Company; and/or

3 (g) approved or ratified these statements in violation of the federal securities laws.

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

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

9 16. The Company and the Individual Defendants are referred to herein, collectively, as
10 the “Defendants.”

11 SUBSTANTIVE ALLEGATIONS

12 Materially False and Misleading Statements

13 17. On February 9, 2016, A10 issued a press release entitled “A10 Networks, Inc.
14 Reports Record Revenue” which discussed the Company’s fourth quarter of 2015 revenue stating
15 in relevant part:
16

17 **Fourth Quarter 2015 Financial Highlights**

- 18 • ***Record revenue of \$56.6 million, up 25 percent year-over-year***
- 19 • ***Record product revenue of \$39.5 million, increasing 22 percent year-over-year***
- 20 • Added over 200 new end-customers in the quarter, reaching
21 over 4,700 total end-customers

22 “The fourth quarter was a strong close to the year and we are pleased with our
23 momentum driven by our continued execution and innovation,” said Lee Chen,
24 president and chief executive officer of A10 Networks. ***“Revenue in the fourth
25 quarter exceeded our guidance*** and we achieved our third consecutive quarter of
26 record revenue, while significantly improving our bottom line year-over-year. Our
27 results this quarter were driven by a broad-based increase in demand across our
28 ADC, CGN and TPS solutions. For the full year we added over 800 new
customers, continued to expand our market opportunities and widened our
technology leadership with innovations and industry firsts that map directly to
some of the fastest growing networking and security market trends.”

1 ***Total revenue for the fourth quarter grew to a record \$56.6 million, up 25***
2 ***percent when compared with \$45.2 million in the fourth quarter of 2014. Total***
3 ***revenue for the year 2015 was \$199.0 million, an increase of 11 percent,***
4 ***compared with \$179.5 million reported for the year 2014.***

5 On a GAAP basis, A10 Networks reported a net loss for the fourth quarter 2015
6 of \$7.4 million or \$0.12 per share, compared with a net loss of \$16.0 million or
7 \$0.26 per share in the fourth quarter of 2014. The company reported GAAP net
8 loss attributable to common shareholders of \$40.0 million or \$0.64 per share for
9 the year 2015, compared with a GAAP net loss attributable to common
10 stockholders of \$35.9 million or \$0.74 per share for the year 2014.

11 Non-GAAP net loss for the fourth quarter of 2015 was \$3.7 million or \$0.06 per
12 share, compared with a non-GAAP net loss of \$12.0 million or \$0.20 per share in
13 the fourth quarter of 2014. Non-GAAP net loss for 2015 was \$22.5 million or
14 \$0.36 per share, compared with a Non-GAAP net loss of \$29.3 million or \$0.51
15 per share for the year 2014.

16 A reconciliation between GAAP and non-GAAP information is contained in the
17 financial statements below.

18 (Emphasis added).

19 18. On March 1, 2016, A10 filed its annual report on Form 10-K with the SEC for the
20 year ended December 31, 2015 (the “2015 10-K”) which provided the Company’s annual financial
21 results and position and included the fourth quarter of 2015 revenue. The 2015 10-K signed by
22 Defendants Chen and Straughn and contained signed certifications pursuant to the Sarbanes-Oxley
23 Act of 2002 (“SOX”) by Chen and Straughn. The 2015 10-K discussed revenue recognition and
24 seasonality of revenue, stating in relevant part:

25 19. The 2015 10-K discussed internal controls, stating in relevant part:

26 Based on the assessment, ***our management has concluded that its internal***
27 ***control over financial reporting was effective as of December 31, 2015*** to
28 provide reasonable assurance regarding the reliability of financial reporting and
the preparation of financial statements in accordance with GAAP.

(Emphasis added).

1 20. On April 28, 2016, A10 issued a press release entitled, “A10 Networks, Inc. Reports
2 First Quarter 2016 Results” which included the Company’s revenue for the first quarter of 2016,
3 stating in relevant part:

4 **First Quarter 2016 Financial Highlights**

- 5 • **Revenue of \$53.8 million, up 22 percent year-over-year**
- 6 • Record enterprise revenue of \$32.2 million, increased 29
7 percent year-over-year
- 8 • Strong product revenue of \$36.4 million, up 19 percent year-
9 over-year
- 10 • Record total deferred revenue of \$74.8 million, increased 25%
11 year-over-year
- 12 • Cash and marketable securities increased to \$107.5 million, up
13 from \$85.6 million at March 31, 2015

14 “The first quarter was a strong start to the year as we continued to build on our
15 solid momentum,” said Lee Chen, president and chief executive officer of A10
16 Networks. “Our high-end security product portfolio and cloud-based solutions
17 continue to gain traction with customers and partners and this is contributing to
18 our success in growing the business. Additionally, with our continued topline
19 growth and disciplined approach to managing costs, we improved our bottom line
20 by 55% year-over-year and generated strong cash flow from operations. We are
21 pleased with our execution and strong first quarter results and are encouraged by
22 our progress as we enter the second quarter.”

23 **Total revenue for the first quarter grew to \$53.8 million**, up 22 percent when
24 compared with \$44.0 million in the first quarter of 2015. On a GAAP basis, A10
25 Networks reported a net loss for the first quarter 2016 of \$9.5 million, or \$0.15
26 per share, compared with a net loss of \$13.7 million, or \$0.22 per share, in the
27 first quarter of 2015. Non-GAAP net loss for the first quarter of 2016 was \$4.1
28 million, or \$0.06 per share, compared with a non-GAAP net loss of \$9.1 million,
 or \$0.15 per share, in the first quarter of 2015.

 A reconciliation between GAAP and non-GAAP information is contained in the
 financial statements below.

(Emphasis added).

21 21. On May 5, 2016, A10 filed its quarterly report on Form 10-Q with the SEC for
22 quarter ending March 31, 2016 (the “1Q16 10-Q”). The 1Q16 10-Q was signed by Defendants Chen
23 and Straughn and contained signed SOX certifications by Chen and Straughn. The 1Q16 10-Q
24 discussed revenue recognition and seasonality of revenue, stating in relevant part:

1 **Revenue**

2 Our products revenue primarily consists of revenue from sales of our hardware
3 appliances upon which our software is installed. Such software includes our
4 ACOS software platform plus one of our ADC, CGN, TPS or CFW solutions.
5 Purchase of a hardware appliance includes a perpetual license to the included
6 software. *We recognize products revenue at the time of shipment, provided that
7 all other revenue recognition criteria have been met. As a percentage of
8 revenue, our products revenue may vary from quarter to quarter based on,
9 among other things, the timing of orders and delivery of products, cyclicity
10 and seasonality, changes in currency exchange rates and the impact of
11 significant transactions with unique terms and conditions.*

12 (Emphasis added).

13 22. On July 28, 2016, A10 issued a press release entitled, “A10 Networks, Inc. Reports
14 Second Quarter 2016 Results” detailing its revenue for the second quarter of 2016, stating in
15 relevant part:

16 **Second Quarter 2016 Financial Highlights**

- 17 • Record revenue of \$57.1 million, up 20 percent year-over-year
- 18 • Enterprise revenue of \$32.0 million, increased 16 percent year-over-year
- 19 • Product revenue of \$38.8 million, up 16 percent year-over-year
- 20 • Cash and marketable securities increased to \$113.7 million, up
21 from \$96.2 million at June 30, 2015

22 “We delivered record revenue as our high-end security and cloud-ready Thunder
23 solutions continued to drive growth,” said Lee Chen, president and chief
24 executive officer of A10 Networks. “We also significantly improved our bottom-
25 line results and we believe we are on track to meet our financial goals for the
26 year. In addition to our strong performance in the quarter, we took a strategic step
27 to accelerate the A10 Harmony vision and expand our addressable market with
28 the acquisition of Appcito. Appcito is a cloud-native subscription service that
 maximizes the agility and improves the visibility and security of enterprise
 applications deployed in the cloud. Appcito fits into our vision to become the
 most comprehensive secure application services company in the industry and
 helps customers become more secure and agile as they bridge traditional and
 cloud application environments.”

 Total revenue for the second quarter grew to \$57.1 million, up 20 percent when
 compared with \$47.5 million in the second quarter of 2015. On a GAAP basis,
 A10 Networks reported a net loss for the second quarter 2016 of \$4.9 million, or
 \$0.08 per share, compared with a net loss of \$10.0 million, or \$0.16 per share, in
 the second quarter of 2015. Non-GAAP net loss for the second quarter of 2016

1 was \$1.1 million, or \$0.02 per share, compared with a non-GAAP net loss of \$5.3
2 million, or \$0.09 per share, in the second quarter of 2015.

3 A reconciliation between GAAP and non-GAAP information is contained in the
4 financial statements below.

5 23. On August 5, 2016, A10 filed its quarterly report on Form 10-Q with the SEC for
6 quarter ending June 30, 2016 (the “2Q16 10-Q”). The 2Q16 10-Q was signed by Defendants Chen
7 and Straughn and contained signed SOX certifications by Chen and Straughn. The 2Q16 10-Q
8 discussed revenue recognition and seasonality of revenue, stating in relevant part:

9 ***Revenue***

10 Our products revenue primarily consists of revenue from sales of our
11 hardware appliances upon which our software is installed. Such software includes
12 our ACOS software platform plus one of our ADC, CGN, TPS or CFW solutions.
13 Purchase of a hardware appliance includes a perpetual license to the included
14 software. ***We recognize products revenue at the time of shipment, provided that
15 all other revenue recognition criteria have been met. As a percentage of
16 revenue, our products revenue may vary from quarter to quarter based on,
17 among other things, the timing of orders and delivery of products, cyclicity
18 and seasonality, changes in currency exchange rates and the impact of
19 significant transactions with unique terms and conditions.***

20 (Emphasis added).

21 24. On October 27, 2016, A10 issued a press release entitled, “A10 Networks, Inc.
22 Reports Third Quarter 2016 Results; Board of Directors Authorizes Share Repurchase” which stated
23 in relevant part:

24 Total revenue for the third quarter grew to \$55.1 million, up 8 percent when
25 compared with \$50.8 million in the third quarter of 2015. On a GAAP basis, A10
26 Networks reported a net loss for the third quarter 2016 of \$4.7 million, or \$0.07
27 per share, compared with a net loss of \$9.0 million, or \$0.14 per share, in the third
28 quarter of 2015. Non-GAAP net income for the third quarter of 2016 was \$0.2
million, or \$0.00 per share, compared with a non-GAAP net loss of \$4.4 million,
or \$0.07 per share, in the third quarter of 2015. A reconciliation between GAAP
and non-GAAP information is contained in the financial statements below.

“We reported third quarter revenue of \$55.1 million, which was below our
guidance and reflects a shortfall in North America where we received a couple
orders too late in the quarter to ship and some deals slipped into future quarters,”
said Lee Chen, president and chief executive officer of A10 Networks. “While we

1 are disappointed with our topline performance, we continued to drive leverage in
2 our operating model, significantly improve our bottom-line results and invest in
3 key areas of our business to foster long-term growth. The share repurchase
4 authorization announced today reflects our confidence in our market opportunities
5 and ability to meet our financial objectives.”

6 25. On November 3, 2016, A10 filed its quarterly report on Form 10-Q with the SEC for
7 quarter ending September 30, 2016 (the “3Q16 10-Q”). The 3Q16 10-Q was signed by Defendants
8 Chen and Straughn and contained signed SOX certifications by Chen and Straughn. The 3Q16 10-Q
9 discussed revenue recognition and seasonality of revenue, stating in relevant part:

10 ***Revenue***

11 Our products revenue primarily consists of revenue from sales of our
12 hardware appliances upon which our software is installed. Such software includes
13 our ACOS software platform plus one of our ADC, CGN, TPS, and CFW
14 solutions. Purchase of a hardware appliance includes a perpetual license to the
15 included software. *We recognize products revenue at the time of shipment,
16 provided that all other revenue recognition criteria have been met. As a
17 percentage of revenue, our products revenue may vary from quarter to quarter
18 based on, among other things, the timing of orders and delivery of products,
19 cyclical and seasonality, changes in currency exchange rates and the impact
20 of significant transactions with unique terms and conditions.*

21 26. On February 9, 2017, A10 issued the press release entitled, “A10 Networks, Inc.
22 Reports Fourth Quarter and Year 2016 Financial Results” which discussed the financial results for
23 the fourth quarter 2016 and full year 2016 as well as disclosed that Defendant Straughn would be
24 stepping down as CFO, stating in relevant part:

25 **Fourth Quarter 2016 Financial Summary**

- 26 • Record revenue of \$64.0 million, grew 13 percent year-over-year
- 27 • GAAP net loss of \$1.8 million or \$0.03 per share
- 28 • Non-GAAP net income of \$2.3 million or \$0.03 per share

29 **Year 2016 Financial Summary**

- 30 • Record revenue of \$230.0 million, grew 16 percent over 2015
- 31 • GAAP net loss of \$20.9 million or \$0.32 per share
- 32 • Non-GAAP net loss of \$2.7 million or \$0.04 per share
- 33 • Deferred revenue grew 28 percent year-over-year to reach \$92.9 million
- 34 • Ended the year with \$114 million in cash, cash equivalents and

1 marketable securities, an increase of \$16 million from last year

2 A reconciliation between GAAP and non-GAAP information is contained in the
3 financial statements below.

4 “The fourth quarter was a strong close to the year with revenue exceeding
5 guidance and growing 13 percent year-over-year to reach \$64 million. Our record
6 performance was driven by strong demand for our security solutions and
7 continued expansion with cloud provider, service provider and web-scale
8 customers,” said Lee Chen, president and chief executive officer of A10
9 Networks. “We also continued to drive leverage through our operating structure to
10 make significant improvements in our bottom-line results, while at the same time,
11 investing in key areas of our business.”

9 **Management Transition**

10 A10 Networks announced that Greg Straughn has decided to step down from the
11 role of CFO effective as of the filing of the company’s 10-K. Straughn will
12 remain with the company as an advisor until April to help facilitate a smooth
13 transition. The board of directors has appointed Shiva Natarajan as the company’s
14 interim CFO effective upon Straughn’s resignation. The company has initiated a
15 search for a successor to Straughn.

14 27. On February 24, 2017, A10 filed its annual report for the year ended December 31,
15 2016 on Form 10-K with the SEC (the “2016 10-K”) which provided the Company’s annual
16 financial results and position. The 2016 10-K signed by Defendants Chen and Straughn and
17 contained signed certifications pursuant to the Sarbanes-Oxley Act of 2002 (“SOX”) by Chen and
18 Straughn. The 2016 10-K discussed revenue recognition and seasonality of revenue, stating in
19 relevant part:

20 ***Revenue***

21 Our products revenue primarily consists of revenue from sales of our
22 hardware appliances upon which our software is installed. Such software includes
23 our ACOS software platform plus one of our ADC, CGN, TPS, SSLi or CFW
24 solutions. Purchase of a hardware appliance includes a perpetual license to the
25 included software. We recognize products revenue at the time of shipment,
26 provided that all other revenue recognition criteria have been met. As a
27 percentage of revenue, our products revenue may vary from quarter to quarter
28 based on, among other things, the timing of orders and delivery of products,
cyclicality and seasonality, changes in currency exchange rates and the impact of
significant transactions with unique terms and conditions.

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Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Our management conducted an assessment of the effectiveness of our internal control over financial reporting based on the criteria set forth in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). ***Based on the assessment, our management has concluded that its internal control over financial reporting was effective as of December 31, 2016 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with GAAP***

(Emphasis added).

29. On April 27, 2017, A10 issued the press release entitled, “A10 Networks, Inc. Reports First Quarter 2017 Financial Results” which stated in relevant part:

First Quarter 2017 Financial Summary

- Revenue of \$60.3 million, grew 12 percent year-over-year
- GAAP net loss of \$3.9 million or \$0.06 per share
- Non-GAAP net income of \$0.7 million or \$0.01 per share

A reconciliation between GAAP and non-GAAP information is contained in the financial statements below.

“The first quarter was a solid start to the year with revenue growth driven by our security and cloud-focused solutions gaining momentum among cloud provider, service provider and web-scale customers,” said Lee Chen, president and chief executive officer of A10 Networks. “We believe the cloud presents a long-term growth opportunity for A10, and we are focused on bringing new solutions to market that give customers the visibility, agility, flexibility and security they need for their cloud deployments.”

30. On May 5, 2017, A10 filed its quarterly report on Form 10-Q with the SEC for quarter ending March 31, 2017 (the “1Q17 10-Q”). The 1Q17 10-Q was signed by Defendants Chen and Natarajan and contained signed SOX certifications by Chen and Natarajan. The 1Q17 10-Q discussed revenue recognition and seasonality of revenue, stating in relevant part:

Revenue

Our products revenue primarily consists of revenue from sales of our hardware appliances upon which our software is installed. Such software includes our ACOS software platform plus one of our ADC, CGN, TPS, SSLi or CFW solutions. Purchase of a hardware appliance includes a perpetual license to the included software. ***We recognize products revenue at the time of shipment,***

1 *provided that all other revenue recognition criteria have been met. As a*
2 *percentage of revenue, our products revenue may vary from quarter to quarter*
3 *based on, among other things, the timing of orders and delivery of products,*
4 *cyclicality and seasonality, changes in currency exchange rates and the impact*
5 *of significant transactions with unique terms and conditions.*

6 (Emphasis added).

7 31. On July 13, 2017, A10 issued the press release entitled, “A10 Networks Announces
8 Preliminary Second Quarter 2017 Financial Results” which stated in relevant part:

9 A10 Networks expects total revenue in the second quarter 2017 to be between
10 \$52.5 million and \$53.5 million, below its prior guidance of \$62.0 million to
11 \$64.0 million. The company expects to report a GAAP net loss between \$0.12 and
12 \$0.13 per share. On a non-GAAP basis, the company expects to report a net loss
13 between \$0.05 and \$0.06 per share, using approximately 69.8 million basic
14 shares, which is below the previous guidance for non-GAAP net income of \$0.01
15 to \$0.03 per share, using approximately 76.6 million diluted shares. A preliminary
16 reconciliation between GAAP and non-GAAP information is contained in the
17 financial statements below.

18 “We are disappointed with our preliminary results. Revenue came in below our
19 guidance as a number of opportunities in our pipeline did not close primarily in
20 North America and to a lesser degree in Japan. Key deals remain in our pipeline
21 and we are diligently working to improve our execution,” said Lee Chen,
22 president and chief executive officer of A10 Networks. “We remain confident that
23 our investments in security and cloud will serve as a strong foundation to
24 penetrate these faster-growing segments of our market.”

25 These are preliminary results and remain subject to the completion of the
26 company’s customary quarterly close and review procedures. Material
27 adjustments may arise between the date of this press release and the dates on
28 which A10 Networks announces its full second quarter 2017 results and files its
Form 10-Q for the period with the SEC.

32. On August 3, 2017, A10 filed its quarterly report on Form 10-Q with the SEC for
quarter ending June 30, 2017 (the “2Q17 10-Q”). The 2Q17 10-Q was signed by Defendants Chen
and Constantino and contained signed SOX certifications by Chen and Constantino. The 2Q17 10-Q
discussed revenue recognition and seasonality of revenue, stating in relevant part:

Revenue

Our products revenue primarily consists of revenue from sales of our
hardware appliances upon which our software is installed. Such software includes
our ACOS software platform plus one of our ADC, CGN, TPS, SSLi or CFW

1 solutions. Purchase of a hardware appliance includes a perpetual license to the
2 included software. *We recognize products revenue at the time of shipment,*
3 *provided that all other revenue recognition criteria have been met. As a*
4 *percentage of revenue, our products revenue may vary from quarter to quarter*
5 *based on, among other things, the timing of orders and delivery of products,*
6 *cyclicality and seasonality, changes in currency exchange rates and the impact*
7 *of significant transactions with unique terms and conditions.*

8 (Emphasis added).

9 33. On September 28, 2017, A10 issued the press release entitled, “A10 Networks
10 Expects Third Quarter 2017 Revenue to Exceed Prior Outlook” which reported that the Company
11 expected to exceed guidance for its third quarter 2017 revenue, stating in relevant part:

12 SAN JOSE, Calif., Sept. 28, 2017 – A10 Networks, Inc. (NYSE: ATEN), a
13 Secure Application Services™ company, *today announced that it expects*
14 *revenue for its third quarter 2017 to exceed management’s prior outlook*
15 *provided on July 27, 2017. A10 Networks currently expects revenue to be*
16 *between \$59 million and \$60 million, above its prior guidance of \$53 million to*
17 *\$57 million.* The company also expects to report a profit on a non-GAAP basis.

18 The company also announced the departure of Ray Smets, EVP of worldwide
19 sales, effective in the fourth quarter. The company has initiated a search for a new
20 worldwide sales leader, and during the interim, Tom Constantino, CFO of A10
21 Networks, will assume responsibility of the sales organization.

22 “We expect to deliver a strong third quarter, led by sales into our marquee service
23 provider customers. We look forward to discussing our full results on our
24 conference call in October,” said Lee Chen, president and chief executive officer
25 of A10 Networks. “Ray has been a key contributor to A10, including building a
26 strong sales team. We thank Ray for his service and wish him all the best in his
27 future endeavors. We have considerable talent within A10 and are confident in
28 our ability to manage a smooth transition.”

(Emphasis added).

34. On October 30, 2017, the Company held a conference call to discuss its third quarter
of 2017 financial results and earnings. On this call, Defendant Constantino issued guidance for the
fourth quarter of 2017, stating in relevant part:

Moving on to our outlook. We currently expect fourth quarter revenue to be in
the range of \$64 million to \$67 million. We expect gross margin to remain in the
75% to 77% range and operating expenses to be between \$46 million and \$47
million. We expect our non-GAAP bottom line results to be between a profit of

1 \$0.01 and \$0.07 per share, using approximately 74 million shares on a diluted
2 basis.

3 (Emphasis added).

4 35. On November 2, 2017, A10 filed its quarterly report on Form 10-Q with the SEC for
5 quarter ending September 30, 2017 (the “3Q17 10-Q”). The 3Q17 10-Q was signed by Defendants
6 Chen and Constantino and contained signed SOX certifications by Chen and Constantino. The
7 3Q17 10-Q discussed revenue recognition and seasonality of revenue, stating in relevant part:

8 ***Revenue***

9 Our products revenue primarily consists of revenue from sales of our
10 hardware appliances upon which our software is installed. Such software includes
11 our ACOS software platform plus one of our ADC, CGN, TPS, SSLi or CFW
12 solutions. Purchase of a hardware appliance includes a perpetual license to the
13 included software. ***We recognize products revenue at the time of shipment,
14 provided that all other revenue recognition criteria have been met. As a
15 percentage of revenue, our products revenue may vary from quarter to quarter
16 based on, among other things, the timing of orders and delivery of products,
17 cyclicity and seasonality, changes in currency exchange rates and the impact
18 of significant transactions with unique terms and conditions.***

16 (Emphasis added).

17 36. The statements referenced in ¶¶17-36 above were materially false and/or misleading
18 because they misrepresented and failed to disclose the following adverse facts pertaining to the
19 Company’s business, operational and financial results, which were known to Defendants or
20 recklessly disregarded by them. Specifically, Defendants made false and/or misleading statements
21 and/or failed to disclose that: (1) A10 had issues with its internal control that required an Audit
22 Committee investigation; (2) A10’s revenues since the fourth quarter of 2015 were false due to
23 improper revenue recognition which prompted an investigation by the Company’s Audit
24 Committee; and (3) as a result, Defendants’ public statements were materially false and misleading
25 at all relevant times.
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1 **The Truth Begins To Emerge**

2 37. On January 16, 2018, A10 issued the press release, “A10 Networks Announces
3 Preliminary Fourth Quarter 2017 Results.” The press release revealed that the Company expected
4 revenue for 2017 under its previously issued guidance stating irrelevant part:

5 SAN JOSE, Calif., Jan. 16, 2018 - A10 Networks, Inc. (NYSE: ATEN), a Secure
6 Application Services™ company, today announced preliminary results for the
7 fourth quarter ended Dec. 31, 2017.

8 ***A10 Networks expects total revenue in the fourth quarter 2017 to be between***
9 ***\$55.5 million and \$56.0 million, below its prior guidance of \$64.0 million to***
10 ***\$67.0 million.*** The company expects to report GAAP net income in the range of
11 break-even to \$0.01 per share. On a non-GAAP basis, the company expects to
12 report net income between \$0.05 and \$0.06 per share, using approximately 74.6
13 million diluted shares, which is within the previous guidance for non-GAAP net
14 income of \$0.01 to \$0.07 per share, using approximately 74.0 million shares on a
15 diluted basis. GAAP and non-GAAP net income results include a benefit from
16 performance-based variable compensation. A preliminary reconciliation between
17 GAAP and non-GAAP information is contained in the financial statements below.

18 ***“We are disappointed with our revenue results for the quarter, which were***
19 ***below our guidance primarily due to a shortfall in North America sales as we***
20 ***experienced lower than expected seasonal demand trends in the region.*** Despite
21 this shortfall, we increased our cash and cash equivalents by \$6.6 million, and
22 continued to see strength for our security solutions,” said Lee Chen, president and
23 chief executive officer of A10 Networks. “Over the past two quarters, we have
24 implemented a number of changes across the organization to help improve our
25 execution and expand our presence in security to drive growth. We are making
26 progress on these initiatives and continuing to work to align our sales and
27 enablement engine with the growth opportunities in our market. As part of these
28 initiatives, we have brought in Chris White to lead our global sales team, effective
January 2, 2018. Chris is an accomplished sales executive with a long career in
the cybersecurity industry, and his expertise in sales and channel leadership will
be a solid asset to A10.”

(Emphasis added).

38. On this news, shares of A10 fell \$0.99 per share, or over 13%, from its previous
closing price to close at \$6.32 per share on January 17, 2018, damaging investors.

39. On January 30, 2018, A10 issued a press release entitled, “A10 Networks Announces
Postponement of 2017 Fourth Quarter and Full Year Earnings Release and Conference Call” which

1 further revealed the Company's Audit Committee was investigating the Company's revenue
2 recognition practices from the fourth quarter of 2015, stating in relevant part:

3 In the fourth quarter of 2017, the Company determined that a mid-level employee
4 within its finance department had violated the Company's Insider Trading Policy
5 and Code of Conduct. As a result, the Company, with the assistance of outside
6 counsel, conducted an email review and additional procedures to ensure the
7 accuracy of its reporting of financial information for 2017. Such review and
8 procedures did not identify matters that required material adjustments to be made.
9 *Nonetheless, the Company's Audit Committee determined that further review
10 and procedures relating to certain accounting and internal control matters
11 should be undertaken. The Audit Committee's investigation, which is being
12 conducted with the assistance of outside counsel, is principally focused on
13 certain revenue recognition matters from the fourth quarter of 2015 through
14 the fourth quarter of 2017 inclusive.*

11 The investigation is in its early stages. The Company is not able to provide a date
12 as to when it will be completed, nor provide any assurance that the Company will
13 not determine that material adjustments to its past financial statements are
14 appropriate.

14 At the conclusion of the Audit Committee's investigation, the Company will
15 announce the scheduling of a conference call to discuss full financial results for
16 the 2017 fourth quarter and full year.

16 (Emphasis added).

17
18 40. On this news, shares of A10 fell \$0.86 per share, or over 12%, from its previous
19 closing price to close at \$6.13 per share on January 31, 2018, damaging investors.

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

23 **PLAINTIFF'S CLASS ACTION ALLEGATIONS**

24 42. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil
25 Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who purchased or otherwise
26 acquired the publicly traded securities of A10 during the Class Period (the "Class"); and were
27 damaged upon the revelation of the alleged corrective disclosures. Excluded from the Class are
28 Defendants herein, the officers and directors of the Company, at all relevant times, members of their

1 immediate families and their legal representatives, heirs, successors or assigns and any entity in
2 which Defendants have or had a controlling interest.

3 43. The members of the Class are so numerous that joinder of all members is
4 impracticable. Throughout the Class Period, A10 securities were actively traded on the NYSE.
5 While the exact number of Class members is unknown to Plaintiff at this time and can be
6 ascertained only through appropriate discovery, Plaintiff believes that there are hundreds or
7 thousands of members in the proposed Class. Record owners and other members of the Class may
8 be identified from records maintained by the Company or its transfer agent and may be notified of
9 the pendency of this action by mail, using the form of notice similar to that customarily used in
10 securities class actions.

11 44. Plaintiff's claims are typical of the claims of the members of the Class as all
12 members of the Class are similarly affected by Defendants' wrongful conduct in violation of federal
13 law that is complained of herein.

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

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

- 20 • whether the federal securities laws were violated by Defendants' acts as alleged
21 herein;
- 22 • whether statements made by Defendants to the investing public during the Class
23 Period misrepresented material facts about the financial condition, business,
24 operations, and management of the Company;
- 25 • whether Defendants' public statements to the investing public during the Class
26 Period omitted material facts necessary to make the statements made, in light of the
27 circumstances under which they were made, not misleading;

28

- 1 • whether the Individual Defendants caused the Company to issue false and misleading
- 2 SEC filings and public statements during the Class Period;
- 3 • whether Defendants acted knowingly or recklessly in issuing false and misleading
- 4 SEC filings and public statements during the Class Period;
- 5 • whether the prices of A10 securities during the Class Period were artificially inflated
- 6 because of the Defendants' conduct complained of herein; and
- 7 • whether the members of the Class have sustained damages and, if so, what is the
- 8 proper measure of damages.

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

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

- 16 • Defendants made public misrepresentations or failed to disclose material facts during
- 17 the Class Period;
- 18 • the omissions and misrepresentations were material;
- 19 • A10 securities are traded in efficient markets;
- 20 • the Company's securities were liquid and traded with moderate to heavy volume
- 21 during the Class Period;
- 22 • the Company traded on the NYSE, and was covered by multiple analysts;
- 23 • the misrepresentations and omissions alleged would tend to induce a reasonable
- 24 investor to misjudge the value of the Company's securities; and
- 25 • Plaintiff and members of the Class purchased and/or sold A10 securities between the
- 26 time the Defendants failed to disclose or misrepresented material facts and the time
- 27 the true facts were disclosed, without knowledge of the omitted or misrepresented
- 28 facts.

1 55. The Company and the Individual Defendants acted with scienter in that they knew
2 that the public documents and statements issued or disseminated in the name of the Company were
3 materially false and misleading; knew that such statements or documents would be issued or
4 disseminated to the investing public; and knowingly and substantially participated, or acquiesced in
5 the issuance or dissemination of such statements or documents as primary violations of the
6 securities laws. These defendants by virtue of their receipt of information reflecting the true facts of
7 the Company, their control over, and/or receipt and/or modification of the Company's allegedly
8 materially misleading statements, and/or their associations with the Company which made them
9 privy to confidential proprietary information concerning the Company, participated in the
10 fraudulent scheme alleged herein.

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

17 57. As a result of the foregoing, the market price of A10 securities was artificially
18 inflated during the Class Period. In ignorance of the falsity of the Company's and the Individual
19 Defendants' statements, Plaintiff and the other members of the Class relied on the statements
20 described above and/or the integrity of the market price of A10 securities during the Class Period in
21 purchasing A10 securities at prices that were artificially inflated as a result of the Company's and
22 the Individual Defendants' false and misleading statements.

23 58. Had Plaintiff and the other members of the Class been aware that the market price of
24 A10 securities had been artificially and falsely inflated by the Company's and the Individual
25 Defendants' misleading statements and by the material adverse information which the Company's
26 and the Individual Defendants did not disclose, they would not have purchased A10 securities at the
27 artificially inflated prices that they did, or at all.

28

1 each of the Individual Defendants had the power to direct the actions of, and exercised the same to
2 cause, the Company to engage in the unlawful acts and conduct complained of herein. Each of the
3 Individual Defendants exercised control over the general operations of the Company and possessed
4 the power to control the specific activities which comprise the primary violations about which
5 Plaintiff and the other members of the Class complain.

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

8 **PRAYER FOR RELIEF**

9 WHEREFORE, Plaintiff demands judgment against Defendants as follows:

10 A. Determining that the instant action may be maintained as a class action under Rule
11 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the Class representative;

12 B. Requiring Defendants to pay damages sustained by Plaintiff and the Class by reason
13 of the acts and transactions alleged herein;

14 C. Awarding Plaintiff and the other members of the Class prejudgment and post-
15 judgment interest, as well as their reasonable attorneys' fees, expert fees and other costs; and

16 D. Awarding such other and further relief as this Court may deem just and proper.

17 **DEMAND FOR TRIAL BY JURY**

18 Plaintiff hereby demands a trial by jury.

19
20 Dated: