

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

---

In re TALKSPACE, INC. SECURITIES  
LITIGATION

---

X  
: Civil Action No. 1:22-cv-00163-PGG  
:  
: CLASS ACTION  
X

REPLY MEMORANDUM OF LAW IN  
FURTHER SUPPORT OF: (1) PLAINTIFFS'  
MOTION FOR FINAL APPROVAL OF  
CLASS ACTION SETTLEMENT AND  
APPROVAL OF PLAN OF ALLOCATION;  
AND (2) LEAD COUNSEL'S MOTION FOR  
AN AWARD OF ATTORNEYS' FEES AND  
EXPENSES AND AWARDS TO  
PLAINTIFFS PURSUANT TO 15 U.S.C.  
§78u-4(a)(4)

Lead Plaintiffs Steven Jacob Greenblatt, Montague Street LP, Greenblatt Family Investments LLC, William Greenblatt, Judith Greenblatt, the Brandon T. Greenblatt Trust, the Maggie S. Greenblatt 2015 Trust, the Steven Jacob Greenblatt 2015 Trust, and Ivan M. Baron (“Plaintiffs”) respectfully submit this reply memorandum of law in further support of their application for approval of the \$8,500,000 Settlement, the Plan of Allocation, and an award of attorneys’ fees and expenses and awards to Plaintiffs.<sup>1</sup>

## **I. PRELIMINARY STATEMENT**

The proposed Settlement resolves this Action in its entirety in exchange for a cash payment of \$8,500,000.<sup>2</sup> As detailed in the opening memorandum (ECF 88), the Settlement is the product of vigorous arm’s-length negotiations based on a well-developed understanding of the strengths and weaknesses of the claims and defenses, as well as the procedural posture of the case. It represents a very favorable result for the Class in light of the substantial challenges that Plaintiffs would have faced in proving liability and damages.

Pursuant to the Preliminary Approval Order (ECF 86), the Claims Administrator, under the supervision of Lead Counsel, conducted an extensive notice program, including mailing or emailing over 19,760 copies of the Postcard Notice to potential Class Members and nominees. No Class Member has objected to any aspect of the Settlement, Plan of Allocation, or fee and expense application. Nor have any requests for exclusion been received. As explained below, the Class’s

---

<sup>1</sup> Unless otherwise noted, capitalized terms have the meanings given to them in the Stipulation of Settlement (ECF 84).

<sup>2</sup> This proposed Settlement also resolves all claims alleged in an action pending in the Delaware Court of Chancery, entitled *Valdez v. Braunstein, et al.*, No. 2022-1148-KSJM (the “Delaware Action,” and with the Action, the “Actions”).

reaction confirms the proposed Settlement, Plan of Allocation, and request for attorneys' fees and expenses and awards to Plaintiffs are fair and reasonable, and should be approved.

## II. THE REACTION OF THE CLASS SUPPORTS APPROVAL

Plaintiffs and Lead Counsel respectfully submit that their opening papers demonstrate why approval of the application is warranted. Now that the time for objecting or requesting exclusion from the Class has passed, the lack of any objections or opt-outs provides additional support for approval of the motions.

Pursuant to the Preliminary Approval Order, 19,769 copies of the Postcard Notice were mailed or emailed to potential Class Members and their nominees. *See* Supplemental Declaration of Ross D. Murray Regarding Notice Dissemination and Requests for Exclusion Received to Date ("Murray Suppl. Decl."), ¶4, submitted herewith.<sup>3</sup> The Notice informed Class Members of the terms of the proposed Settlement and Plan of Allocation, that Lead Counsel would apply for an award of attorneys' fees not to exceed 30% of the Settlement Amount and payment of litigation expenses in an amount not to exceed \$75,000, plus interest on both amounts, and that Plaintiffs may seek approval for up to \$25,000 in the aggregate for their time and expenses incurred in representing the Class. Notice (ECF 94-2), at 3. As set forth in its motion for final approval of the Settlement, Lead Counsel requests an award of attorneys' fees of 30% of the Settlement Amount, expenses of \$20,891.65, plus interest on both amounts, and awards to Plaintiffs of \$10,000 in the aggregate. *See* ECF 90.

The Postcard Notice also apprised Class Members of their right to object to any aspect of the proposed Settlement, Plan of Allocation, or requested attorneys' fees and expenses and Plaintiff

---

<sup>3</sup> In addition, Gilardi received a message from one institution that it would be sending Postcard Notices via email to 29,443 potential Class Members. Murray Suppl. Decl., ¶3.

awards pursuant to 15 U.S.C. §78u-4(a)(4), as well as their right to exclude themselves from the Class and the October 9, 2023 deadline for doing so. ECF 94-1. The Summary Notice, which informed readers of the proposed Settlement, how to obtain copies of the Notice and Proof of Claim form, and the deadlines for the submission of Claim Forms, objections, and requests for exclusion, was published in *The Wall Street Journal* and released over *Business Wire*. See ECF 94 (Declaration of Ross D. Murray Regarding Notice Dissemination, Publication, and Requests for Exclusion Received to Date), ¶12. The Claims Administrator also established a Settlement-specific website ([www.TalkspaceSecuritiesSettlement.com](http://www.TalkspaceSecuritiesSettlement.com)) that provides information and links to relevant documents (*id.*, ¶14), and the Postcard Notice directed potential Class Members to contact Lead Counsel with any questions. ECF 94-1.

As noted above, following this robust, Court-approved notice program, no Class Member objected to any aspect of the Settlement, Plan of Allocation, or fee and expense application or the requested Plaintiff awards. No Class Members requested exclusion from the Class. Murray Suppl. Decl., ¶6.

The absence of any objections or requests for exclusion strongly support a finding that the Settlement is fair, reasonable, and adequate. Indeed, “the favorable reaction of the overwhelming majority of class members to the Settlement is perhaps the most significant factor in [the] *Grinnell* inquiry.” *Wal-Mart Stores, Inc. v. Visa U.S.A. Inc.*, 396 F.3d 96, 119 (2d Cir. 2005); see also *In re Advanced Battery Techs., Inc. Sec. Litig.*, 298 F.R.D. 171, 176 (S.D.N.Y. 2014) (“The absence of . . . objections and minimal investors electing to opt out of the Settlement provides evidence of Class Members’ approval of the terms of the Settlement.”); *In re Flag Telecom Holdings, Ltd. Sec. Litig.*, 2010 WL 4537550, at \*16 (S.D.N.Y. Nov. 8, 2010) (“The absence of objections to the Settlement supports the inference that it is fair, reasonable and adequate.”); see also *In re Sturm, Ruger, & Co.*,

*Inc. Sec. Litig.*, 2012 WL 3589610, at \*5 (D. Conn. Aug. 20, 2012) (“[T]he absence of objectants may itself be taken as evidencing the fairness of a settlement.”) (citation omitted).

Although a “certain number of objections are to be expected in a class action with an extensive notice campaign and a potentially large number of class members,” *In re Payment Card Interchange Fee & Merch. Disc. Antitrust Litig.*, 2019 WL 6875472, at \*16 (E.D.N.Y. Dec. 16, 2019), “[i]f only a small number of objections are received, that fact can be viewed as indicative of the adequacy of the settlement.” *Id.* (quoting *Wal-Mart*, 396 F.3d at 118).<sup>4</sup> As Judge Sweet has recognized: “The overwhelmingly positive reaction – or absence of a negative reaction – weighs strongly in favor of confirming the Proposed Settlement.” *In re Facebook, Inc., IPO Sec. & Derivative Litig.*, 343 F. Supp. 3d 394, 410 (S.D.N.Y. 2018).

The absence of objections by sophisticated institutional investors further evidences the fairness of the Settlement. *See In re Citigroup Inc. Sec. Litig.*, 965 F. Supp. 2d 369, 382 (S.D.N.Y. 2013) (holding that the reaction of the class supported the settlement where “not a single objection was received from any of the institutional investors that hold the majority of Citigroup stock”); *In re AOL Time Warner, Inc. Sec. & “ERISA” Litig.*, 2006 WL 903236, at \*10 (S.D.N.Y. Apr. 6, 2006) (finding that the lack of objections from institutional investors supported approval of settlement).

The lack of any objection also supports approval of the Plan of Allocation. *In re Signet Jewelers Ltd. Sec. Litig.*, 2020 WL 4196468, at \*6 (S.D.N.Y. July 21, 2020); *In re Veeco Instruments Inc. Sec. Litig.*, 2007 WL 4115809, at \*14 (S.D.N.Y. Nov. 7, 2007) (“[N]ot one class member has objected to the Plan of Allocation which was fully explained in the Notice of Settlement

---

<sup>4</sup> *See also Athale v. Sinotech Energy Ltd.*, 2013 WL 11310686, at \*4 (S.D.N.Y. Sept. 4, 2013) (same).

sent to all Class Members. This favorable reaction of the Class supports approval of the Plan of Allocation.”).

Finally, the positive reaction of the Class is also relevant to Lead Counsel’s motion for an award of attorneys’ fees and expenses and awards to Plaintiffs. The absence of objections supports a finding that these requests are fair and reasonable. *In re Signet*, 2020 WL 4196468, at \*21. *See also In re Veeco Instruments Inc. Sec. Litig.*, 2007 WL 4115808, at \*10 (S.D.N.Y. Nov. 7, 2007) (holding that the reaction of class members to a fee and expense request ““is entitled to great weight by the Court”” and the absence of any objection “suggests that the fee request is fair and reasonable”) (citation omitted).

Again, the lack of objections from institutional investors supports approval. *In re Signet*, 2020 WL 4196468, at \*21 (“As with approval of the Settlement, the lack of objections by institutional investors is notable, and lends further support to approval of the fee request.”). *Accord In re Bisys Sec. Litig.*, 2007 WL 2049726, at \*1 (S.D.N.Y. July 16, 2007) (noting the lack of objections from institutional investors supported the approval of fee request because “the class included numerous institutional investors who presumably had the means, the motive, and the sophistication to raise objections if they thought the [requested] fee was excessive”).

### **III. CONCLUSION**

Lead Counsel obtained a very favorable settlement in a case that faced a multitude of hurdles. For the foregoing reasons and those set forth in the opening papers, Plaintiffs respectfully request that the Court approve the Settlement, Plan of Allocation, and request for attorneys’ fees and expenses and awards to Plaintiffs. Copies of the proposed: (i) Judgment; (ii) Order Approving Plan of Allocation; and (iii) Order Awarding Attorneys’ Fees and Expenses and Awards to Plaintiffs Pursuant to 15 U.S.C. §78u-4(a)(4), are submitted herewith.

DATED: October 23, 2023

Respectfully submitted,

ROBBINS GELLER RUDMAN  
& DOWD LLP  
SAMUEL H. RUDMAN  
DAVID A. ROSENFELD  
EVAN J. KAUFMAN  
WILLIAM A. MASSA

s/ Evan J. Kaufman

---

EVAN J. KAUFMAN

58 South Service Road, Suite 200  
Melville, NY 11747  
Telephone: 631/367-7100  
631/367-1173 (fax)  
srudman@rgrdlaw.com  
drosenfeld@rgrdlaw.com  
ekaufman@rgrdlaw.com  
wmassa@rgrdlaw.com

ROBBINS GELLER RUDMAN  
& DOWD LLP  
ELLEN GUSIKOFF STEWART  
655 West Broadway, Suite 1900  
San Diego, CA 92101-8498  
Telephone: 619/231-1058  
619/231-7423 (fax)  
elleng@rgrdlaw.com

ROLNICK KRAMER SADIGHI LLP  
LAWRENCE M. ROLNICK  
MARC B. KRAMER  
MATTHEW PELLER  
1251 Avenue of the Americas  
New York, NY 10020  
Telephone: 212/597-2838  
lrolnick@rksllp.com  
shecht@rksllp.com  
mpeller@rksllp.com

Lead Counsel for Lead Plaintiffs

CERTIFICATE OF SERVICE

I hereby certify under penalty of perjury that on October 23, 2023, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the email addresses on the attached Electronic Mail Notice List, and I hereby certify that I caused the mailing of the foregoing via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

s/ Evan J. Kaufman

EVAN J. KAUFMAN

ROBBINS GELLER RUDMAN  
& DOWD LLP  
58 South Service Road, Suite 200  
Melville, NY 11747  
Telephone: 631/367-7100  
631/367-1173 (fax)

Email: [ekaufman@rgrdlaw.com](mailto:ekaufman@rgrdlaw.com)



**Mailing Information for a Case 1:22-cv-00163-PGG Baron v. Talkspace, Inc. et al****Electronic Mail Notice List**

The following are those who are currently on the list to receive e-mail notices for this case.

- **Adam M. Apton**  
aapton@zlk.com,ecf@zlk.com,jtash@zlk.com
- **Mark Stewart Cohen**  
mcohen@cohengresser.com,managingclerksoffice@cohengresser.com,Mark-Cohen-1234@ecf.pacerpro.com,autodocket@cohengresser.com
- **Drew Dean**  
ddean@cohengresser.com,managingclerksoffice@cohengresser.com,autodocket@cohengresser.com,drew-dean-1230@ecf.pacerpro.com
- **Scott Alexander Edelman**  
sedelman@milbank.com
- **Richard William Gonnello**  
rgonnello@rgrdlaw.com,e\_file\_ny@rgrdlaw.com,e\_file\_sd@rgrdlaw.com
- **Evan Jay Kaufman**  
ekaufman@rgrdlaw.com,e\_file\_ny@rgrdlaw.com,e\_file\_sd@rgrdlaw.com,ekaufman@ecf.courtdrive.com
- **Phillip C. Kim**  
pkim@rosenlegal.com,pkrosenlaw@ecf.courtdrive.com
- **Jeremy Alan Lieberman**  
jalieberman@pomlaw.com,mtjohnston@pomlaw.com,ahood@pomlaw.com,disaacson@pomlaw.com,ashmatkova@pomlaw.com,abarbosa@pomlaw.com
- **Gregory Bradley Linkh**  
glinkh@glancylaw.com,info@glancylaw.com,greg-linkh-2000@ecf.pacerpro.com
- **David Lisner**  
dlisner@cohengresser.com,managingclerksoffice@cohengresser.com,autodocket@cohengresser.com
- **Allison Samantha Markowitz**  
amarkowitz@milbank.com,AutoDocketECF@milbank.com,allison-markowitz-1810@ecf.pacerpro.com
- **William A. Massa**  
wmassa@rgrdlaw.com
- **Matthew Alain Peller**  
mpeller@rksllp.com,docket@rksllp.com
- **Bradley Philip Pollina**  
brad@bfklawoffice.com
- **Lawrence M. Rolnick**  
lrolnick@rksllp.com,mhampson@rksllp.com,cdeleon@rksllp.com,docket@rksllp.com,clafferriere@rksllp.com
- **David Avi Rosenfeld**  
drosenfeld@rgrdlaw.com,e\_file\_ny@rgrdlaw.com,e\_file\_sd@rgrdlaw.com,drosenfeld@ecf.courtdrive.com
- **Samuel Howard Rudman**  
srudman@rgrdlaw.com,e\_file\_ny@rgrdlaw.com,mblasy@rgrdlaw.com,e\_file\_sd@rgrdlaw.com
- **Jed Mastren Schwartz**  
jschwartz@milbank.com,jed-schwartz-8050@ecf.pacerpro.com,ggreen@milbank.com,AutoDocketECF@milbank.com
- **Ellen Anne Gusikoff Stewart**  
elleng@rgrdlaw.com
- **Michael Saul Weinstein**  
mweinstein@coleschotz.com

**Manual Notice List**

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)