

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

BRADLEY COOPER and TODD LABAK,
Individually and on Behalf of All Others
Similarly Situated,

Plaintiffs,

against

THORATEC CORPORATION, GERHARDF.
BURBACH, TAYLOR C. HARRIS, and
DAVID V. SMITH

Defendants.

No. 14-cv-00360 CW

CLASS ACTION

**NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION, MOTION FOR
ATTORNEYS' FEES AND EXPENSES, AND FINAL APPROVAL HEARING**

**TO: ALL PERSONS OR ENTITIES THAT PURCHASED OR OTHERWISE ACQUIRED THE
COMMON STOCK OF THORATEC CORPORATION ("THORATEC") BETWEEN MAY, 11,
2011 THROUGH AUGUST 6, 2014, BOTH DATES INCLUSIVE.**

EXCLUDED FROM THE CLASS ARE ANY PARTIES WHO ARE OR HAVE BEEN DEFENDANTS IN THIS LITIGATION, THE PRESENT AND FORMER OFFICERS AND DIRECTORS OF THORATEC AND ANY SUBSIDIARY THEREOF, MEMBERS OF THEIR IMMEDIATE FAMILIES AND THEIR LEGAL REPRESENTATIVES, HEIRS, SUCCESSORS OR ASSIGNS AND ANY ENTITY IN WHICH ANY CURRENT OR FORMER DEFENDANT HAS OR HAD A CONTROLLING INTEREST.

PLEASE READ THIS NOTICE CAREFULLY. YOUR RIGHTS MAY BE AFFECTED BY LEGAL PROCEEDINGS IN THIS LITIGATION. IF YOU ARE A MEMBER OF THE CLASS DESCRIBED HEREIN, YOU MAY BE ENTITLED TO RECEIVE A PAYMENT PURSUANT TO THE PROPOSED SETTLEMENT DESCRIBED BELOW.

CLASS RECOVERY: This Notice has been sent to you pursuant to an Order of the United States District Court, Northern District of California (the "Court") in the above-captioned action (the "Action"). One of the purposes of this Notice is to inform you of the proposed Settlement of the Action for \$11,900,000 ("Settlement"). Plaintiffs estimate there were approximately 38.8 million shares of Thoratec common stock traded during the Class Period that may have been damaged. Pursuant to the Plan of Allocation (*see* Section III herein), if all affected Thoratec shares elect to participate in the Settlement, the average recovery per share could be \$.31, before deduction of any fees, expenses, costs, and awards described herein. The actual amount disbursed to members of the Class who participate in the Settlement may be more or less than this figure.

POTENTIAL OUTCOME OF THE CASE: The parties vigorously disagree on both liability and damages, and do not agree on the average amount of damages per share that would be recoverable if Plaintiffs prevailed on each claim alleged under the Securities Exchange Act of 1934. The issues on which the parties disagree include, but are not limited to: (a) whether any false or misleading statements were made, (b) whether any person who made the allegedly false and misleading statements acted with the requisite state of mind (*scienter*); (c) the materiality of any allegedly false and misleading statements; and (d) the effect, if any, of those statements on the price of Thoratec's common stock. The Defendants continue to deny that they are liable to the Plaintiffs or the Class and deny that Plaintiffs or the Class have suffered any damages, and the Settlement is not any admission of wrongdoing or liability.

REASONS FOR SETTLEMENT: Plaintiffs believe that the proposed Settlement is fair, reasonable and adequate to, and in the best interests of, the Class. Plaintiffs and their counsel have reached this conclusion after investigating and considering, among other things, the strengths and weaknesses of Plaintiffs' claims against Defendants, including the Defendants' contentions that the Class's claims are without merit, the uncertainties of this complex litigation, and the concrete benefits provided by the Settlement to the members of the Class. Defendants have denied, and continue to deny, any and all allegations and claims asserted in the Action. Defendants are entering into the proposed Settlement solely to eliminate the continuing burden, expense, inconvenience and uncertainties of further litigation.

ATTORNEYS FEES AND COSTS SOUGHT: Lead Counsel has not received any payment for its services in conducting this litigation on behalf of Plaintiffs and the members of the Class, nor has it been reimbursed for its out-of-pocket expenditures. If the Settlement is approved by the Court, Lead Counsel will apply to the Court for attorneys' fees not to exceed 25% of the Settlement Amount, and reimbursement of expenses not to exceed \$500,000. If the amount requested by counsel is approved by the Court, the average cost would be \$0.09 per share. In addition, a Compensatory Award for the time and expenses incurred by Class Representative, Todd Labak, will be sought, not to exceed \$10,000.

IDENTIFICATION OF PLAINTIFFS' COUNSEL: Requests for further information regarding the Action and this Notice may be directed to Lead Counsel: Leigh Handelman Smollar, Esq., Pomerantz LLP, 10 South La Salle Street, Suite 3505, Chicago, IL 60603, lsmollar@pomlaw.com.

I. THE CLASS INVOLVED IN THE PROPOSED SETTLEMENT

The proposed Settlement affects the rights of the members of the Class. The Class consists of:

All persons or entities that purchased or otherwise acquired the common stock of Thoratec Corporation between May 11, 2011 and August 6, 2014, both dates inclusive.

Excluded from the Class are any parties who are or have been Defendants in this litigation, the present and former officers and directors of Thoratec and any subsidiary thereof, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which any current or former Defendant has or had a controlling interest.

The sending of this Notice should not be construed as any indication of the Court's view as to the merits of any claims or defenses asserted by any party to this Action.

II. THE LITIGATION

Summary of the Litigation

The Court handling this Action is the United States District Court for the Northern District of California, and the case is known as *Bradley Cooper v. Thoratec Corp.*, No. 14-cv-00360 CW. Todd Labak was appointed by the Court to represent the Class as Class Representative. The Defendants in this Action are Thoratec, Gerald F. Burbach, Taylor C. Harris, and David V. Smith.

This Action alleges violations of the Federal Securities Laws (specifically Sections 10(b) and 20(a) of the Exchange Act (15 U.S.C. §78j(b) and 78(t)(a)) and Rule 10b-5 promulgated thereunder (17 C.F.R. §240.10b-5)) against Defendants.

During the relevant period, Thoratec was a California corporation with its principal place of business at 6035 Stoneridge Drive, Pleasanton, CA 94588. The company was a medical device company that manufactured and marketed a Ventricular Assist System, the HeartMate II. Thoratec common stock traded on the NASDAQ Global Market under the symbol "THOR." The class action alleges that Defendants violated Sections 10(b) and 20(a) by making statements about rates of thrombosis occurring with the HeartMate II during the Class Period, and the anticipated impact of those thrombosis rates on the Company's projected revenues.

Plaintiffs allege that, during the Class Period, Thoratec's stock price was artificially inflated as a result of a series of materially misleading statements regarding the thrombosis rates of the HeartMate II and the effects on the Company's finances as result of the disclosure thereof. Plaintiffs further contend that Defendants made the alleged statements knowing them to be false or misleading, or recklessly disregarding their false or misleading natures, and that investors suffered injury as a result of the alleged inflation when the truth was disclosed.

The Defendants deny any and all allegations of misconduct alleged by Plaintiffs, and deny having engaged in any wrongdoing whatsoever.

Discovery, Investigation, and Research Conducted by Counsel

Before agreeing to the Settlement, Class Counsel conducted an investigation and research regarding the allegations of the Action. This investigation has included consultation with experts concerning the amount of damages suffered by the Class; interviews of confidential witnesses who previously worked at Thoratec; detailed reviews of Thoratec's public filings, SEC filings, press releases, and other public statements; review of over 96,000 documents produced by Third Parties and Defendants; review of analyst reports issued by financial and industry analysts relating to Thoratec; and research of the applicable law with respect to the claims asserted in the complaints filed in the Action, and the potential defenses thereto.

Proposed Settlement

Class Counsel and Defendants' Counsel participated in protracted negotiations in mediation with the assistance of Ms. Michelle Yoshida, Esq. During these negotiations, the parties discussed, among other things, the respective claims and defenses, damage analyses, legal analyses, the evidence to be offered by the parties at trial, and other important factual and legal issues.

These negotiations resulted in the agreement to settle all claims of the Class against the Defendants, *i.e.*, the Stipulation, entered into on February 1, 2019. Class Counsel believe that the claims asserted in the Action have merit and that the evidence developed to date in the action supports the claims asserted therein. Class Counsel assert, and believe the Class would present supporting evidence at trial establishing, liability against the Defendants under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934.

Class Counsel, however, recognize and acknowledge the expense and length of continued proceedings, trial, and appeals, and have taken into account the uncertain outcome and the risk of any litigation, especially complex actions such as here. They are also mindful of the inherent problems of proof under, as well as the defenses to, the federal securities laws violations asserted in this Action, including the defenses asserted or that may be asserted by Defendants.

In light of the foregoing, Class Counsel believe that the Settlement set forth in the Stipulation confers a meaningful benefit upon the Class. Based on their evaluation, Class Counsel have determined that the Settlement is in the best interests of the Class.

The Release

In return for the payment of the Settlement Fund, Class Members who do not file for exclusion from the Class will release, discharge and dismiss with prejudice all claims and causes of action of any nature whatsoever that have been or could have been asserted in the Action that arise out of, are based upon, or relate to in any way any of the allegations in the Action or otherwise arise out of, or relate to, the purchase, acquisition, or sale of Thoratec stock during the Class Period as against each and all of the Defendants and other released parties, without costs to any party except as provided herein (“Released Claims”), upon the Effective Date, as defined in §1(i) of the Stipulation of Settlement. Lead Plaintiffs and all Class Members, whether or not any such Person submits a Proof of Claim and Release Form or shares in the Net Settlement Fund, on behalf of themselves and each of their predecessors, successors, parents, subsidiaries, affiliates, custodians, agents, assigns, representatives, heirs, executors, trustees and administrators, will be deemed by this Settlement on the Effective Date to release and forever discharge the Defendants and other released parties from any and all of the Released Claims.

On the Effective Date, all Class Members, and anyone claiming through or on behalf of any of them, will be forever barred and enjoined from commencing, instituting, prosecuting or continuing to prosecute any action or other proceedings in any court of law or equity, arbitration tribunal, or administrative forum, asserting the Released Claims against Defendants or any of the released parties.

III. PROPOSED PLAN OF ALLOCATION

The \$11,900,000 Settlement Amount and any interest earned thereon shall be the Settlement Fund. The Settlement Fund less taxes, approved costs, fees and expenses (the “Net Settlement Fund”) shall be distributed to members of the Class who submit valid Claim Forms (“Authorized Claimants”).

The Settlement Administrator shall determine each Authorized Claimant’s *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant’s “Recognized Loss.” The Recognized Loss formula is not intended to be an estimate of the amount of what a Class Member lost or might have been able to recover after a trial; nor is it an estimate of the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Loss formula is simply the basis upon which the Net Settlement Fund will be proportionately allocated to Authorized Claimants.

The Plan of Allocation takes into consideration the limitation on damages provision of the PSLRA, 15 U.S.C. § 78u-4(e), the advice of Plaintiffs’ experts, and the principles of economic loss articulated by the Supreme Court in *Dura Pharmaceuticals, Inc. v. Broudo*, 544 U.S. 336 (2005). For purposes of this Settlement, the Recognized Loss shall be calculated as follows:

1. There is no Recognized Loss for shares purchased prior to May 11, 2011.

2. For shares purchased on or between May 11, 2011 and November 28, 2013, and

(a) sold on or before November 28, 2013, the Recognized Loss per share is \$0.00.

(b) sold on or between November 29, 2013 and August 6, 2014, the Recognized Loss per share is the lesser of

- \$2.64; or
- the purchase price minus the sale price (excluding all fees, taxes and commissions). If this calculation results in a negative number, then the Recognized Loss per share is \$0.

(c) sold on or between August 7, 2014 and November 4, 2014, the Recognized Loss per share is the lesser of

- \$12.19; or
- the purchase price minus the sale price (excluding all fees, taxes and commissions). If this calculation results in a negative number, then the Recognized Loss per share is \$0; or
- the purchase price minus the “90-Day Lookback Value” on the date of sale/disposition provided in Table 1 below. If this calculation results in a negative number, then the Recognized Loss per share is \$0.

(d) held through the close of trading on November 4, 2014, the Recognized Loss is the lesser of

- \$12.19; or
- the purchase price (excluding all fees, taxes and commissions) minus the average closing price of the shares during the 90-day period following the Class Period, which is \$25.66. If this calculation results in a negative number, then the Recognized Loss per share is \$0.

3. For shares purchased on or between November 29, 2013 and August 6, 2014, and

(a) sold on or before August 6, 2014, the Recognized Loss per share is \$0.

(b) sold on or between August 7, 2014 and November 4, 2014, the Recognized Loss per share is the lesser of

- \$9.55; or
- the purchase price minus the sale price (excluding all fees, taxes and commissions). If this calculation results in a negative number, then the Recognized Loss per share is \$0; or

- the purchase price minus the “90-Day Lookback Value” on the date of sale/disposition provided in Table 1 below. If this calculation results in a negative number, then the Recognized Loss per share is \$0.

(c) held through the close of trading on November 4, 2014 the Recognized Loss is the lesser of

- \$9.55; or
- the purchase price (excluding all fees, taxes and commissions) minus the average closing price of the shares during the 90-day period following the Class Period, which is \$25.66. If this calculation results in a negative number, then the Recognized Loss per share is \$0.

4 There is no Recognized Loss for shares purchased on or after August 7, 2014.

Sale/ Disposition Date	90-Day Lookback Value	Sale/ Disposition Date	90-Day Lookback Value	Sale/ Disposition Date	90-Day Lookback Value
8/7/2014	\$22.74	9/8/2014	\$24.25	10/7/2014	\$25.35
8/8/2014	\$23.01	9/9/2014	\$24.30	10/8/2014	\$25.38
8/11/2014	\$23.02	9/10/2014	\$24.36	10/9/2014	\$25.40
8/12/2014	\$23.06	9/11/2014	\$24.42	10/10/2014	\$25.42
8/13/2014	\$23.12	9/12/2014	\$24.48	10/13/2014	\$25.43
8/14/2014	\$23.17	9/15/2014	\$24.54	10/14/2014	\$25.44
8/15/2014	\$23.25	9/16/2014	\$24.60	10/15/2014	\$25.45
8/18/2014	\$23.32	9/17/2014	\$24.65	10/16/2014	\$25.45
8/19/2014	\$23.43	9/18/2014	\$24.71	10/17/2014	\$25.45
8/20/2014	\$23.55	9/19/2014	\$24.76	10/20/2014	\$25.47
8/21/2014	\$23.62	9/22/2014	\$24.85	10/21/2014	\$25.49
8/22/2014	\$23.68	9/23/2014	\$24.90	10/22/2014	\$25.50
8/25/2014	\$23.73	9/24/2014	\$24.96	10/23/2014	\$25.52
8/26/2014	\$23.80	9/25/2014	\$25.01	10/24/2014	\$25.53
8/27/2014	\$23.85	9/26/2014	\$25.06	10/27/2014	\$25.55
8/28/2014	\$23.91	9/29/2014	\$25.12	10/28/2014	\$25.56
8/29/2014	\$23.97	9/30/2014	\$25.16	10/29/2014	\$25.57
9/2/2014	\$24.02	10/1/2014	\$25.20	10/30/2014	\$25.58
9/3/2014	\$24.09	10/2/2014	\$25.23	10/31/2014	\$25.61
9/4/2014	\$24.14	10/3/2014	\$25.28	11/3/2014	\$25.64
9/5/2014	\$24.20	10/6/2014	\$25.32	11/4/2014	\$25.66

General Provisions:

- There shall be no Recognized Loss attributed to any Thoratec securities other than Thoratec common stock.
- The date of a purchase or sale of Thoratec common stock is the “trade” date, and not the “settlement” date.
- The first-in, first-out basis (“FIFO”) will be applied to both purchases and sales.
- The date of purchase covering a “short sale” is deemed to be the date of purchase of Thoratec common stock; and the date of a “short sale” is deemed to be the date of sale of Thoratec common stock. Shares originally sold short will have a Recognized Loss of zero.
- Exercise of option contracts into Thoratec common stock will be considered to be purchases or sales of Thoratec common stock as of the date of the exercise.
- No cash payment will be made on a claim where the potential distribution amount is less than \$20. Please be advised that if you did not incur a Recognized Loss as defined in the Plan of Allocation you will not receive a cash distribution from the Net Settlement Fund, but you will be bound by all determinations and judgments of the Court in connection with the Settlement, including being barred from asserting any of the Released Claims against the Defendants or any of the Released Parties.

7. The Court has reserved jurisdiction to allow, disallow or adjust the claim of any Class Member on equitable grounds.
8. No Person shall have any claim against Class Counsel, the Settlement Administrator or other agent designated by Class Counsel, or any Defendant or any Defendants' Counsel, or any of the Released Parties based on the distribution made substantially in accordance with the Stipulation and this Plan of Allocation, or further orders of the Court.
9. Class Members who do not submit valid Claim Forms will not share in the settlement proceeds. Class Members who do not either submit a request for exclusion or submit a valid Claim Form will nevertheless be bound by the settlement and the Order and Final Judgment of the Court dismissing this Action.

IV. REQUESTING EXCLUSION FROM THE CLASS

IF YOU ARE A MEMBER OF THE CLASS, YOU MAY BE ELIGIBLE TO SHARE IN THE BENEFITS OF THIS SETTLEMENT AND WILL BE BOUND BY ITS TERMS UNLESS YOU EXCLUDE YOURSELF FROM THE CLASS.

Each member of the Class shall be bound by all determinations and judgments of the Court in connection with the Settlement, whether favorable or unfavorable, unless such Class Member shall mail, by first class mail, sufficient postage prepaid, a written request for exclusion from the Class, **postmarked no later than June 11, 2019**, addressed to the Claims Administrator at: Thoratec Securities Litigation, EXCLUSIONS, c/o A.B. Data, Ltd. P.O. Box 173001. Milwaukee, WI 53217. Such request for exclusion shall be in a form that sufficiently identifies (1) the name and address of the person(s) or entity seeking exclusion, and (2) a list of all transaction(s) involving Thoratec common stock during the period May 11, 2011 through November 4, 2014, including the number of shares, principal amount and trade date of each purchase and sale. A request for exclusion shall not be effective unless submitted within the time and in the form and manner provided for herein. **You cannot exclude yourself by telephone, email or fax.**

If a person or entity who is a member of the Class duly requests to be excluded from the Class, such person or entity will not be bound by any orders or judgments entered in respect of the Settlement and shall not be entitled to receive any benefits provided by the Settlement in the event it is finally approved by the Court.

If a judgment approving the Settlement provided for in the Stipulation is finally entered, all members of the Class who have not requested exclusion shall conclusively be deemed to have released and shall thereafter be barred from asserting any of the Released Claims against the Defendants or any of the released parties.

V. STATEMENT OF ATTORNEYS' FEES AND COSTS SOUGHT

If the proposed Settlement is approved, Class Counsel intend to apply to the Court for an award of attorneys' fees and reimbursement of expenses from the Settlement Fund. Lead Counsel will seek no more than 25 percent of the Settlement Fund as fees, plus an additional amount not to exceed \$500,000 as reimbursement for the expenses and costs actually incurred, in prosecuting the action. Class Counsel believe their intended fee request to be fair and reasonable. Class Counsel have litigated this case on a wholly contingent basis and have received no compensation during the period the case has been pending, while expending considerable time and expense during the Action. Had the case not been successful, Class Counsel would have sustained a considerable financial loss.

In addition, Class Counsel intend to apply to the Court on behalf of the Court-appointed Class Representative, Todd Labak, for reimbursement from the Settlement Fund of his reasonable time, costs and expenses directly relating to his representation of the Class. Class Counsel will seek no more than \$10,000 for Labak.

VI. THE FINAL APPROVAL HEARING

The Final Approval Hearing shall be held before Honorable Claudia Wilken on June 25, 2019, 2019, at 2:30 p.m., in Courtroom 6 of the United States District Court for the Northern District of California, Ronald V. Dellums Federal Building & United States Courthouse 1301 Clay Street, Oakland, CA 94612 to determine: (1) whether the proposed Settlement of the Class's claims against the Defendants for \$11,900,000 should be approved as fair, reasonable and adequate; (2) whether the proposed Plan of Allocation is fair, just, reasonable, and adequate; (3) whether the Court should permanently enjoin the assertion of any claims that arise from or relate to the subject matter of the Action; (4) whether the Action should be dismissed with prejudice against the Defendants as set forth in the Stipulation of Settlement filed with the Court; (5) whether the application by Class Counsel for an award of attorneys' fees and expenses should be approved; and (6) whether the Class Representative's application for reimbursement of costs and expenses should be granted.

The Final Approval Hearing may be adjourned or continued from time to time by the Court without further notice to the Class . The Settlement Administrator will immediately post any changes to the Final Approval date/time to the Settlement website. Please consult with the Settlement website at www.thorateclitigation.com for updates on the Settlement and the date/time of the Final Approval Hearing. Class Members may also access the information through the Public Access to Court Electronic Records (PACER), an electronic public access service that allows users to obtain case and docket information online at <https://www.pacer.gov/>, and following the online registration process to access the case.

The Settlement website will be active immediately upon the initial mailing of Notice. Thereafter, additional relevant settlement documents and court orders will be uploaded to the Settlement website within one business day of them being filed with the Court.

Any Class Member who does not timely and validly request exclusion from the Class and who objects to the

Settlement, the adequacy of the representation provided by Class Representatives and Class Counsel, the proposed Plan of Allocation of the Net Settlement Fund, the Final Order and Judgment contemplated by the Stipulation, the application for attorneys' fees and reimbursement of expenses, and/or the application for the reimbursement of the reasonable costs and expenses of Class Representative Todd Labak, or who otherwise wishes to be heard with respect to any of the foregoing, may appear in person or by attorney at the Final Approval Hearing, at his or her own expense, and present any evidence or argument that may be proper and relevant. However, no person shall be heard, and no papers, briefs, pleadings or other documents submitted by any such person shall be considered by the Court unless, no later than June 11, 2019, (1) a notice of the person's intention to appear, (2) the case name and number and a statement of such person's objections to any matter before the Court, and (3) the grounds for such objections or the reason for such person's request to appear and to be heard, as well as the information requested in Section IV herein and all other documents and writings which such person desires the Court to consider, shall be submitted to the Court either by mailing them to the Class Action Clerk, United States District Court for the Northern District of California, Ronald V. Dellums Federal Building & United States Courthouse, Suite 400 S, 1301 Clay Street Oakland, CA 94612, or by filing them in person at any location of the United States District Court for the Northern District of California.

The Court can only approve or deny the Settlement. The Court cannot change the terms of the Settlement. Any person or entity who fails to object in the manner prescribed in the paragraph immediately above shall be deemed to have waived any objections that person may have and shall be barred from raising such objections in this or any other action or proceeding. Objections directed solely to the proposed Plan of Allocation, attorneys' fees and expenses, or awards to the Class Representatives will not affect the finality of either the Settlement or the Judgment to be entered thereto, if the Settlement is approved by the Court.

All members of the Class who do not request exclusion therefrom, in the manner provided herein, will be represented by Class Counsel in connection with the Settlement, but may, if they so desire, also enter an appearance through counsel of their own choice and at their own expense.

VII. PROOF OF CLAIM AND RELEASE FORM

To be eligible to receive a cash distribution from the Settlement Fund, you must timely complete, sign and file a Proof of Claim and Release Form ("Proof of Claim"). A Proof of Claim is annexed to this Notice. You may receive more than one copy of this Notice and the Proof of Claim, but you should **submit only one Proof of Claim** for each differently named account or ownership, such as an individual account, an IRA account, a joint account, a custodial account, etc.

The Proof of Claim (1) **must** be completed in accordance with the Instructions on the Proof of Claim, (2) **must** enclose all documentation required by the Instructions, and (3) **must** be filed with the Court-appointed Claims Administrator **postmarked on or before** June 18, 2019 at Thoratec Securities Litigation, Claims Administrator, c/o A.B. Data, Ltd., P.O. Box 173060, Milwaukee, WI 53217.

A Proof of Claim will be deemed filed when mailed via first-class mail, sufficient postage prepaid.

Members of the Class who do not exclude themselves from the Class and who fail to submit a valid and timely Proof of Claim will nevertheless be bound by the Settlement if finally approved, and all orders and judgments entered by the Court in connection therewith.

By Order of the Court, the Proof of Claim provides for and requires a release of all Released Claims ("Release") as described in Section II, above, by all members of the Class who file Proofs of Claim. The Release will become effective on the Effective Date of the Settlement.

Each person or entity submitting a Proof of Claim thereby submits to the jurisdiction of the Court for purposes of the Action, the Settlement and any proceedings relating to such Proof of Claim, and agrees that such a filed Proof of Claim will be subject to review and further inquiry as to such person's or entity's status as a member of the Class and the allowable amount of the claim.

If you would like acknowledgment of the receipt of your Proof of Claim by the Claims Administrator, please send it by certified mail, return requested, or its equivalent. **No other formal acknowledgment will be provided, and you will bear all risks of delay or non-delivery of your claim.**

VIII. SPECIAL NOTICE TO BROKERS AND OTHER NOMINEES

Brokerage firms, banks, financial institutions and other nominees ("Nominees") who, during the Class Period, purchased or sold Thoratec common stock in the name of the Nominees on behalf of beneficial owners who may be members of the Class, **must** within ten (10) days after you receive this Notice, either: (1) send a copy of this Notice by First-Class Mail to all such Persons; or (2) provide a list of the names and addresses of such Persons to the Claims Administrator at: *Thoratec Securities Litigation*, Claims Administrator, c/o A.B. Data, Ltd., P.O. Box 173060, Milwaukee, WI 53217. The Claims Administrator will then cause the Notice and the Proof of Claim to be mailed promptly to such beneficial owners.

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing. Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Claims Administrator.

IX. FURTHER INFORMATION

This Notice merely provides a brief summary of the Action and the proposed Settlement and is qualified by and subject in all respects to the full terms and conditions in the Stipulation. For a more detailed statement of the matters involved in the Action, you should refer to the pleadings, the Stipulation, and the orders entered by the Court and to the other papers filed in the Action. The records in the Action may be examined and copied at any time during regular office hours, and subject to customary copying fees, at the Clerk of the Court, United States District Court for the Northern District of California. In addition, all of the Settlement documents, including the Stipulation, this Notice, the Proof of Claim form and proposed Judgments may be obtained by viewing the website at www.ThoratecLitigation.com, or contacting the Claims Administrator at: *Thoratec Securities Litigation*, Claims Administrator, c/o A.B. Data, Ltd., P.O. Box 173060, Milwaukee, WI 53217, Phone: 1-866-905-8129, email: info@Thorateclitigation.com.

In addition, you may contact Leigh Handelman Smollar, Esq., Pomerantz LLP, 10 South LaSalle Street, Suite 3505, Chicago, IL 60603, 312-377-1181, if you have any questions about the Action or the Settlement.

**INQUIRIES SHOULD NOT BE DIRECTED TO THE COURT, THE
CLERK'S OFFICE, DEFENDANTS, OR DEFENDANTS' COUNSEL**

Dated: March 12, 2019

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA