

**IN THE SUPERIOR COURT OF FULTON COUNTY
STATE OF GEORGIA**

IN RE ENDOCHOICE HOLDINGS,)	
INC. SECURITIES LITIGATION,)	Civil Action No. 2016-CV-277772
)	
)	(Consolidated with
)	Civil Action No. 2016-CV-281193)
)	
)	CLASS ACTION

**UNDERWRITER DEFENDANTS’ MOTION
TO DISMISS THE CONSOLIDATED CLASS ACTION COMPLAINT**

NOW COME Defendants J.P. Morgan Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, William Blair & Company, LLC and Stifel, Nicolaus & Company, Incorporated (the “Underwriter Defendants”) and, pursuant to O.C.G.A. § 9-11-12(b)(1) and § 9-11-12(b)(6), move the Court for an order dismissing the Consolidated Class Action Complaint (“Complaint”) with prejudice. The Underwriter Defendants show the Court as follows:

1. Plaintiffs are two purported shareholders of EndoChoice, a medical device company, who allege that EndoChoice and its board of directors (the “EndoChoice Defendants”), along with the Underwriter Defendants, violated Sections 11 and 12(a)(2) of the federal Securities Act of 1933 (“Securities Act”) and are liable to Plaintiffs and a putative class consisting of certain other EndoChoice shareholders. Two counts apply to the Underwriter Defendants: Count One, which is brought under Section 11, and Count Two, which is brought under Section 12(a)(2).

2. Dismissal is warranted under O.C.G.A. § 9-11-12(b)(1) because the Court lacks subject matter jurisdiction over this matter. Federal courts have exclusive subject matter jurisdiction over class actions brought under the Securities Act such as this one.

3. Dismissal is also warranted under O.C.G.A. § 9-11-12(b)(6), because the Complaint fails to state a claim upon which relief may be granted. Specifically, the Complaint fails to allege that Plaintiffs have statutory standing to assert Section 11 and Section 12(a)(2) claims against the Underwriter Defendants. In addition, Plaintiffs cannot identify an actionable misstatement or omission that would give rise to liability under Sections 11 and 12(a)(2).

4. The grounds for dismissal of the counts brought against the Underwriter Defendants are set out more fully in their Memorandum in Support, which is filed contemporaneously with this Motion. In addition, the Underwriter Defendants fully adopt and incorporate the arguments for dismissal raised by the EndoChoice Defendants in their separate motion and brief.

WHEREFORE, the Underwriter Defendants request that the Court (i) grant their Motion and dismiss Counts One and Two against them with prejudice, and (ii) grant the Underwriter Defendants such other and further relief as the Court deems just and proper.

This 17th day of January, 2017.

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CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing motion upon counsel for all the parties by electronic filing and via e-mail as follows:

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