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7

8 UNITED STATES DISTRICT COURT
9 NORTHERN DISTRICT OF CALIFORNIA

10 LUKE ROTTMAN, Individually and on Behalf
11 of All Others Similarly Situated,

12 Plaintiff,

13 v.

14 E.L.F. BEAUTY, INC., TARANG P. AMIN,
15 and MANDY J. FIELDS,

16 Defendants.
17

Case No.

CLASS ACTION

COMPLAINT FOR VIOLATIONS OF THE
FEDERAL SECURITIES LAWS

DEMAND FOR JURY TRIAL

18 Plaintiff Luke Rottman (“Plaintiff”), individually and on behalf of all others similarly
19 situated, by Plaintiff’s undersigned attorneys, for Plaintiff’s complaint against Defendants, alleges
20 the following based upon personal knowledge as to Plaintiff and Plaintiff’s own acts, and
21 information and belief as to all other matters, based upon, *inter alia*, the investigation conducted
22 by and through Plaintiff’s attorneys, which included, among other things, a review of the
23 Defendants’ public documents, conference calls and announcements made by Defendants, United
24 States (“U.S.”) Securities and Exchange Commission (“SEC”) filings, wire and press releases
25 published by and regarding e.l.f. Beauty, Inc. (“Elf” or the “Company”), analysts’ reports and
26 advisories about the Company, and information readily obtainable on the Internet. Plaintiff
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1 believes that substantial, additional evidentiary support will exist for the allegations set forth
2 herein after a reasonable 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 that purchased or otherwise acquired Elf securities between
6 November 1, 2023 and November 19, 2024, both dates inclusive (the “Class Period”), seeking to
7 recover damages caused by Defendants’ violations of the federal securities laws and to pursue
8 remedies under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange
9 Act”) and Rule 10b-5 promulgated thereunder, against the Company and certain of its top
10 officials.
11

12 2. Elf, together with its subsidiaries, provides cosmetic and skin care products under
13 the e.l.f. Cosmetics, e.l.f. Skin, Well People, Naturium, and Keys Soulcare brand names. The
14 Company employs an “omni-channel distribution strategy” and sells its products with retailers in
15 the U.S., as well as internationally. Elf also sells its products online through its own direct e-
16 commerce channels, as well as through other e-commerce websites. According to the Company’s
17 “value proposition,” “[e]ach of [its] brands has accessible pricing relative to its competitive set
18 and furthers [the Company’s] mission of making the best of beauty accessible to every eye, lip,
19 face and skin concern. As an example, e.l.f. Cosmetics’ average product price point is
20 approximately \$6, as compared to other leading mass cosmetics brands which have average
21 product price points over \$9 and prestige cosmetics brands which have average product price
22 points over \$20, according to Nielsen.”
23
24

25 3. The Company purports to have developed a “scalable, asset-light supply chain
26 centered on the combination of speed to market, high-quality and low costs.” Substantially all of
27 the Company’s products are sourced and manufactured in China through “close collaboration
28

1 with a network of third-party manufacturers.” Elf has also touted that it has “ample manufacturing
2 capacity as well as redundant capabilities in the event that one or more suppliers cannot meet [its]
3 needs” and that its “broad supply base gives [it] the ability to fulfill [its] product requirements
4 and remain cost competitive.”

5
6 4. As a retail company, effective inventory management is critical to Elf’s financial
7 performance. Specifically, the Company derives revenue from “sales of [its] beauty products, net
8 of provisions for sales discounts and allowances, product returns, markdowns and price
9 adjustments.” Accordingly, Elf’s profitability depends, in large part, on ensuring that it maintains
10 a volume of inventory that will allow the Company to effectively sell its products at a level that
11 will meet customer demand. Conversely, Elf maintaining a level of inventory that is excessive
12 relative to customer demand will result in the Company holding products that cannot be
13 effectively sold and must therefore be written down or sold at a loss, thereby negatively impacting
14 its profitability.
15

16 5. As its investors would eventually learn, Elf’s inventory management was woefully
17 ineffective. In fiscal Q2 2024, the Company began identifying growth concerns when inventory
18 levels rose as a consequence of flagging sales. However, Elf concealed this issue from investors.
19 Instead, the Company described itself at all relevant times as one of a “rarified group of high-
20 growth companies” with “strong relationships with [its] retail customers such as Target, Walmart,
21 Ulta Beauty and other leading retailers that have enabled [it] to expand distribution both
22 domestically and internationally” and consistently maintained that “the combination of its value
23 proposition, innovation engine, ability to attract and engage consumers, and its world-class team’s
24 ability to execute with speed, has positioned the Company well to navigate the competitive beauty
25 market.”
26
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1 6. Throughout the Class Period, Defendants made materially false and misleading
2 statements regarding the Company’s business, operations, and prospects. Specifically,
3 Defendants made false and/or misleading statements and/or failed to disclose that: (i) contrary to
4 its representations to investors, the Company was experiencing rising inventory levels as a
5 consequence of flagging sales; (ii) Elf falsely attributed the rising inventory levels to, among other
6 things, changes in its sourcing practices; (iii) to maintain investor confidence, Elf reported inflated
7 revenue, profits, and inventory over several quarters; (iv) accordingly, the Company’s business
8 and/or financial prospects were overstated; (v) all of the foregoing, once revealed, would likely
9 have a material negative impact on the Company; and (vi) as a result, the Company’s public
10 statements were materially false and misleading at all relevant times.
11

12 7. On November 20, 2024, Muddy Waters Research (“Muddy Waters”) published a
13 report entitled “e.l.f. Beauty, Inc. A Revenue and Inventory Mystery” (the “Muddy Waters
14 Report”), alleging that Elf had “materially overstated revenue over the past three quarters,” and
15 that in “Q2 FY24, ELF management realized its growth narrative was in trouble as its inventory
16 built. It appears that ELF then began reporting inflated revenue and profits. Its reported inventory
17 also appears materially inflated as a result - i.e., to account for cash that has not really come in.”
18 Further, Muddy Waters accused the Company of concealing its inventory challenges from
19 investors by falsely attributing its rising inventory levels to supposed changes in its sourcing
20 practices rather than the true cause—insufficient sales.
21

22 8. On this news, Elf’s stock price fell \$2.71 per share, or 2.23%, to close at \$119.00
23 per share on November 20, 2024.
24

25 9. Elf’s share price continued to fall. After the Class Period ended, on February 6,
26 2025, Elf released its fiscal Q3 2024 results and provided its fiscal 2025 outlook. Specifically,
27 Elf revealed that it expected full-year fiscal 2025 net sales growth to be 27%-28%, down from
28

1 the previous guidance of 28-30%, and also revised its adjusted EBITDA guidance to \$289-293
2 million, down from \$304-308 million, resulting in part from the updated sales outlook and a \$7
3 million foreign currency loss. Further, the Company stated that it anticipated net sales growth
4 was lowered to -1% to +2%, with management explaining that this reflected prudence amid softer
5 consumption trends, challenging category conditions, and slower-than-expected new product
6 performance.
7

8 10. On March 5, 2025—*i.e.*, the last trading session before the filing of this
9 Complaint—Elf’s stock price closed at \$64.67 per share, representing a total decline of \$57.04
10 per share, or nearly 47%, since the truth about the Company’s inventory management and revenue
11 first came to light.

12 11. As a result of Defendants’ wrongful acts and omissions, and the precipitous
13 decline in the market value of the Company’s securities, Plaintiff and other Class members have
14 suffered significant losses and damages.
15

16 **JURISDICTION AND VENUE**

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

21 13. This Court has jurisdiction over the subject matter of this action pursuant to 28
22 U.S.C. § 1331 and Section 27 of the Exchange Act.

23 14. Venue is proper in this District pursuant to Section 27 of the Exchange Act (15
24 U.S.C. § 78aa) and 28 U.S.C. § 1391(b). Elf is headquartered in this District, Defendants conduct
25 business in this District, and a significant portion of Defendants’ activities took place within this
26 District.
27
28

1 from the public, and that the positive representations being made were then materially false and
2 misleading. The Individual Defendants are liable for the false statements and omissions pleaded
3 herein.

4 22. Elf and the Individual Defendants are collectively referred to herein as
5 “Defendants.”
6

7 **SUBSTANTIVE ALLEGATIONS**

8 **Background**

9 23. Elf, together with its subsidiaries, provides cosmetic and skin care products under
10 the e.l.f. Cosmetics, e.l.f. Skin, Well People, Naturium, and Keys Soulcare brand names
11 worldwide. The Company uses multiple third-party suppliers, primarily based in China, to source
12 all of its products. Elf has historically designated these products as Company inventory upon
13 their physical delivery to its U.S. distribution center in Ontario, California.
14

15 24. As a retail company, effective inventory management is critical to Elf’s financial
16 performance. Specifically, the Company derives revenue from “sales of [its] beauty products, net
17 of provisions for sales discounts and allowances, product returns, markdowns and price
18 adjustments.” Accordingly, Elf’s profitability depends, in large part, on ensuring that it maintains
19 a volume of inventory that will allow the Company to effectively sell its products at a level that
20 will meet customer demand. Conversely, Elf maintaining a level of inventory that is excessive
21 relative to customer demand will result in the Company holding products that cannot be
22 effectively sold and must therefore be written down or sold at a loss, thereby negatively impacting
23 its profitability.
24

25 **Materially False and Misleading Statements Issued During the Class Period**

26 25. The Class Period begins on November 1, 2023, when Elf issued a press release
27 announcing the Company’s fiscal Q2 2024 results. The press release stated, in relevant part:
28

1 “We continue to deliver exceptional, consistent, category-leading sales growth,”
2 said [Defendant] Amin[.] “In Q2, *we grew net sales by 76% and category share by*
3 *330 basis points, marking our 19th consecutive quarter of growth in each. As we*
4 *look ahead, the significant whitespace we see across color cosmetics, skin care*
and international gives us confidence that we are in the early innings of
unlocking the full potential we see for e.l.f. Beauty.”

5 Three Months Ended September 30, 2023 Results

6 For the three months ended **September 30, 2023**, compared to the three months
7 ended September 30, 2022:

- 8 • **Net sales** increased 76% to \$215.5 million, primarily driven by strength in
9 both retailer and e-commerce channels.¹

10 26. That same day, Elf hosted an earnings call with investors and analysts to discuss
11 the Company’s fiscal Q2 2024 results (the “Q2 2024 Earnings Call”). During the scripted portion
12 of the Q2 2024 Earnings Call, Defendant Amin stated, in relevant part:

13 In Q2, we grew net sales by 76%, increased gross margin by 570 basis points and
14 delivered \$60 million in adjusted EBITDA, up 122% versus prior year.

15 Q2 marked our 19th consecutive quarter of net sales growth, putting e.l.f. Beauty
16 in a select group of consistent, high-growth consumer companies. We’re 1 of only
17 5 public consumer companies out of 274 that has grown for 19 straight quarters and
average at least 20% sales growth per quarter.

18 ***

19 Our fifth strategic imperative is to *deliver profitable growth*. Since 2019, we’ve
20 been focused on the flywheel of investing behind our high ROI marketing and
21 digital initiatives to drive top line growth, while also expanding our adjusted
22 EBITDA margin. *We again delivered on this winning formula in Q2 with both*
strong top line growth and adjusted EBITDA margin expansion. Supported by a
combination of our strong sales growth, gross margin expansion and leverage in
our non-marketing [selling, general, and administrative] expenses.

23 27. Also during the scripted portion of the Q2 2024 Earnings Call, Defendant Fields
24 stated, in relevant part:

25 Moving to the balance sheet and cash flow. Our balance sheet remains strong, and
26 we believe positions us well to execute our long-term growth plans. *Our ending*
27

28 ¹ All emphases included herein are added unless otherwise indicated.

1 *inventory balance was \$147 million, in line with our expectations and up from*
2 *\$81 million a year ago. The difference is a combination of 2 things. As we said*
3 *last quarter, we plan to build back our inventory levels through fiscal '24 to*
4 *support the strong consumer demand we're seeing.*

5 *In addition, approximately \$37 million of the increase is the result of taking*
6 *ownership of inventory from China when it ships versus when it enters our*
7 *distribution center here in the U.S. We ended the quarter with approximately*
8 *\$168 million in cash on hand compared to a cash balance of \$85 million a year*
9 *ago. I'm also pleased with the approximately \$27 million in free cash flow we*
10 *generated in Q2. We ended the quarter with a net cash position and less than 1x*
11 *leverage in terms of total debt to adjusted EBITDA.*

12 ***

13 Turning to gross margin. In fiscal '24, we now expect our consolidated gross
14 margin to be up approximately 225 basis points year-over-year as compared to our
15 expectation for up 150 basis points previously. The improved outlook is largely a
16 result of our outperformance in Q2, aided by lower inventory adjustments in the
17 quarter and favorable mix. In terms of the key puts and takes for the rest of the year,
18 we continue to expect gross margin to benefit from lower transportation costs,
19 favorable FX rates, margin accretive mix and cost savings, which are expected to
20 more than offset costs related to retailer activity and space expansion.

21 ***

22 We are quite pleased to be again in this position to meaningfully raise both our net
23 sales growth and profitability outlook. In summary, we delivered a phenomenal
24 second quarter. Our disciplined execution behind our 5 strategic imperatives has
25 driven category-leading results over the last 19 quarters. The significant white
26 space we see across color cosmetics, skin care and internationally, gives us
27 confidence that we are still in the early innings of unlocking the full potential
28 behind our brands.

29 28. On November 2, 2023, Elf filed a Quarterly Report on Form 10-Q with the SEC,
30 reporting the Company's financial and operational results for the fiscal quarter ended September
31 30, 2023 (the "Q2 2024 10-Q"). In providing an overview of the Company, the Q2 2024 10-Q
32 stated, in relevant part:

33 The Company believes its ability to deliver cruelty-free, clean, vegan and premium-
34 quality products at accessible prices with broad appeal differentiates it in the beauty
35 industry. *The Company believes the combination of its value proposition,*
36 *innovation engine, ability to attract and engage consumers, and its world-class*
37 *team's ability to execute with speed, has positioned the Company well to navigate*
38 *the competitive beauty market.*

1 The Company’s family of brands includes e.l.f. Cosmetics, e.l.f. SKIN, Well People
2 and Keys Soulcare. The Company’s brands are available online and across leading
3 beauty, mass-market and specialty retailers. The Company has strong relationships
4 with its retail customers such as Target, Walmart, Ulta Beauty and other leading
retailers that have enabled the Company to expand distribution both domestically
and internationally.

5 29. Appended to the Q2 2024 10-Q as an exhibit was a signed certification pursuant
6 to the Sarbanes-Oxley Act of 2002 (“SOX”) by the Individual Defendants, attesting that “[t]he
7 information in the [Q2 2024 10-Q] fairly presents, in all material respects, the financial condition
8 and results of operations of the Company.”

9 30. On February 6, 2024, Elf issued a press release announcing the Company’s fiscal
10 Q3 2024 results. The press release stated, in relevant part:

11
12 “Our vision is to create a different kind of beauty company and you can see that in
13 the *exceptional, consistent, category-leading growth we’ve delivered,*” said
14 *[Defendant] Amin[.] “In Q3, we grew net sales by 85% and market share by 305*
15 *basis points, marking our 20th consecutive quarter of growth in each.* I’m
extremely proud of our team and the progress we continue to make across color
cosmetics, skin care and internationally.”

16 **Three Months Ended December 31, 2023 Results**

17 For the three months ended **December 31, 2023**, compared to the three months
18 ended December 31, 2022:

- 19 • **Net sales** increased 85% to \$270.9 million, primarily driven by strength in
20 both retailer and e-commerce channels.

21 31. That same day, Elf hosted an earnings call with investors and analysts to discuss
22 the Company’s fiscal Q3 2024 results (the “Q3 2024 Earnings Call”). During the scripted portion
23 of the Q3 2024 Earnings Call, Defendant Amin stated, in relevant part:

24 In Q3, we grew net sales by 85%, increased gross margin by nearly 350 basis points,
25 and delivered \$59 million in adjusted EBITDA, up 61% versus prior year. Our
26 vision is to create a different kind of beauty company by building brands that
disrupt norms, shape culture, and connect communities through positivity,
inclusivity, and accessibility.

27 We’ve executed against this vision and delivered exceptional, consistent category
28 leading growth. Q3 marked our 20th consecutive quarter of net sales growth,

1 putting e.l.f. Beauty in a rarefied group of consistent, high growth consumer
2 companies. We're one of only five public consumer companies out of 274, that has
grown for 20 straight quarters and averaged at least 20% sales growth per quarter.

3 ***

4 In summary, as we enter our 20th year as a company, we continue to deliver
5 exceptional results. What gives me confidence for the future is a significant white
6 space we see in color cosmetics, skin care, and international. We continue to believe
we are still in the early innings of unlocking the full potential for our brands.

7 32. Also during the scripted portion of the Q3 2024 Earnings Call, Defendant Fields
8 stated, in relevant part:

9 ***Our balance sheet remains strong and we believe positions us well to execute our
10 long-term growth plans. We ended the quarter with approximately \$72 million in
11 cash on hand compared to a cash balance of \$87 million a year ago. Our ending
12 inventory balance was \$205 million in-line with our expectations and up from
\$81 million a year ago.*** The difference is primarily a combination of three things.

13 First, as we said last quarter, ***we continued to build back our inventory levels
14 through fiscal '24 to support strong consumer demand.***

15 Second, approximately 28 million of the increase is the result of taking ownership
16 of inventory from China when it ships versus when it enters our distribution center
here in the U.S.

17 Lastly, our consolidated results include Naturium for the first time, which added
18 approximately \$25 million of inventory. ***We believe we have the appropriate levels
19 of inventory across the business to service our customers and support the demand
we're seeing.***

20 ***

21 In summary, our third quarter results underscore our ability to drive exceptional,
22 consistent, category leading growth. We have a significant white space opportunity
23 in front of us as we continue our vision of creating a different kind of beauty
company, one, that is purpose led and results driven.

24 33. On February 7, 2024, Elf filed a Quarterly Report on Form 10-Q with the SEC,
25 reporting the Company's financial and operational results for the fiscal quarter ended December
26 31, 2023 (the "Q3 2024 10-Q"). The Q3 2024 10-Q contained a substantively similar description
27 of the Company as discussed, *supra* in ¶ 28.

1 34. Appended to the Q3 2024 10-Q as an exhibit was a signed certification pursuant
2 to SOX by the Individual Defendants, attesting that “[t]he information in the [Q3 2024 10-Q]
3 fairly presents, in all material respects, the financial condition and results of operations of the
4 Company.”

5 35. On May 22, 2024, Elf issued a press release announcing the Company’s fiscal Q4
6 and full year 2024 results. The press release stated, in relevant part:
7

8 “Fiscal 2024 marked our strongest year of net sales growth on record, *a*
9 *continuation of the exceptional, consistent, category-leading growth we’ve*
10 *delivered,” said [Defendant] Amin[.] “In Q4, we grew net sales by 71% and*
11 *expanded our market share by 325 basis points, marking our 21st consecutive*
12 *quarter of net sales and market share growth.* As we look ahead, we believe we
13 are still in the early innings of unlocking the full potential we see for e.l.f. Beauty
14 across cosmetics, skin care and international markets.”

15 **Fourth Quarter Fiscal 2024 Review**

16 For the three months ended March 31, 2024, compared to the three months ended
17 March 31, 2023:

- 18 • **Net sales** increased 71% to \$321.1 million, primarily driven by strength
19 across our retailer and e-commerce channels.

20 36. That same day, Elf hosted an earnings call with investors and analysts to discuss
21 the Company’s fiscal Q4 2024 results (the “Q4 2024 Earnings Call”). During the scripted portion
22 of the Q4 2024 Earnings Call, Defendant Amin stated, in relevant part:
23

24 In fiscal ‘24, we grew net sales by 77%, increased gross margin by approximately
25 330 basis points, grew adjusted EBITDA by 101%, and increased market share of
26 305 basis points, well above our original expectations.

27 ***

28 Q4 marked our 21st consecutive quarter of both net sales growth and market share
gains, putting e.l.f. Beauty in a rarified group of high-growth companies. We are
one of only five public consumer companies out of 274 that has grown for 21
straight quarters and average at least 20% sales growth per quarter.

In Q4, we grew net sales by 71%, increased gross margin by approximately 180
basis points and grew adjusted EBITDA 93%.

1 ***

2 Our value proposition, powerhouse innovation and disruptive marketing engine has
3 allowed us to drive exceptional consistent category-leading growth. And with the
4 significant white space we see in color cosmetics, skin care and international, we
believe we're in the early innings of unlocking the full potential for our brands.

5 37. Also during the scripted portion of the Q4 2024 Earnings Call, Defendant Fields
6 stated, in relevant part:

7 Our balance sheet remains strong, and we believe positions us well to execute our
8 long-term growth plans. We ended the quarter with \$108 million in cash on hand
9 compared to a cash balance of \$121 million a year ago.

10 Our ending inventory balance was \$191 million, in line with our expectations and
11 up from \$81 million a year ago. The difference is primarily a combination of three
12 things. ***First, as we've said the past few quarters, we continue to build back our
inventory levels to support strong consumer demand.***

13 Second, our consolidated results now include Naturium, which added
14 approximately \$26 million of inventory; lastly, an additional \$8 million of the
increase is the result of taking ownership of inventory from China when it ships
15 versus when it enters our distribution center here in the U.S.

16 Our liquidity position remains strong. We ended the quarter with less than 1x
leverage in terms of net debt-to-adjusted EBITDA.

17 ***

18 In Q1, we expect our net sales growth to come in well ahead of our 20% to 22%
19 annual growth, reflecting the ongoing strong consumption trends we are seeing and
20 the incremental contribution from the acquisition of Naturium.

21 38. On May 23, 2024, Elf filed an Annual Report on Form 10-K with the SEC,
22 reporting the Company's financial and operational results for the fiscal quarter and year ended
23 March 31, 2024 (the "2024 10-K"). The 2024 10-K contained a substantively similar description
24 of the Company as discussed, *supra*, in ¶ 28.

25 39. Appended to the 2024 10-K as an exhibit was a signed certification pursuant to
26 SOX by the Individual Defendants, attesting that "[t]he information in the [2024 10-K] fairly
27
28

1 presents, in all material respects, the financial condition and results of operations of the
2 Company.”

3 40. On August 8, 2024, Elf issued a press release announcing the Company’s fiscal
4 Q1 2025 results. The press release stated, in relevant part:

5
6 *“We are off to a strong start this fiscal year, delivering 50% net sales growth and*
7 *260 basis points of market share gains in Q1,” said [Defendant] Amin[.] “This*
8 *marked our 22nd consecutive quarter of both net sales growth and market share*
9 *gains--putting e.l.f. Beauty in a rarified group of high growth consumer*
10 *companies. We continue to make progress across color cosmetics, skin care and*
11 *international and believe our unique areas of advantage will fuel our ability to win*
12 *in fiscal 2025 and beyond.”*

13 **Three Months Ended June 30, 2024 Results**

14 For the three months ended June 30, 2024, compared to the three months ended
15 June 30, 2023:

- 16 • **Net sales** increased 50% to \$324.5 million, primarily driven by strength in
17 both retailer and e-commerce channels.

18 41. That same day, Elf hosted an earnings call with investors and analysts to discuss
19 the Company’s fiscal Q1 2025 results (the “Q1 2025 Earnings Call”). During the scripted portion
20 of the Q1 2025 Earnings Call, Defendant Amin stated, in relevant part:

21 In Q1 we grew net sales 50% increased gross margin by approximately 80 basis
22 points and delivered \$77 million in adjusted EBITDA. Q1 marked our 22nd
23 consecutive quarter of both net sales growth and market share gains, putting off
24 beauty in a verified growth of high growth companies. We are one of only five
25 public consumer companies out of 274 that has grown for 22 straight quarters and
26 averaged at least 20% sales growth per quarter. We’ve continued to prioritize three
27 areas with significant runway for growth.

28 42. Also during the scripted portion of the Q1 2025 Earnings Call, Defendant Fields
stated, in relevant part:

Our balance sheet remains strong and we believe positions us well to execute our
long-term growth plans. We ended the quarter with \$109 million in cash on hand,
compared to a cash balance of \$143 million a year ago. Our ending inventory
balance was \$200 million in line with our expectations and up from \$98 million a
year ago.

1 The difference is primarily a combination of three things. First, as we've said in the
2 past few quarters, we continue to build back our inventory levels to support strong
3 consumer demand. Second, our consolidated results now include Naturium, which
4 added approximately \$26 million of inventory.

5 Lastly, an additional \$23 million of the increase is the result of taking ownership of
6 inventory from China when it ships versus when it enters our distribution center
7 here in the U.S. Our liquidity position remained strong. We ended the quarter with
8 less than one times leverage in terms of net debt to adjusted EBITDA. We expect
9 our cash priorities for the year to remain on investing behind our growth initiatives
10 and supporting our strategic extensions.

11 43. On August 9, 2024, Elf filed a Quarterly Report on Form 10-Q with the SEC,
12 reporting the Company's financial and operational results for the fiscal quarter ended June 30,
13 2024 (the "Q1 2025 10-Q"). The Q1 2025 10-Q contained a substantively similar description of
14 the Company as discussed, *supra* in ¶ 28.

15 44. Appended to the Q1 2025 10-Q as an exhibit was a signed certification pursuant
16 to SOX by the Individual Defendants, attesting that "[t]he information in the [Q1 2025 10-Q]
17 fairly presents, in all material respects, the financial condition and results of operations of the
18 Company."

19 45. On November 6, 2024, Elf issued a press release announcing the Company's fiscal
20 Q2 2025 results. The press release stated, in relevant part:

21 *"Q2 marked another quarter of consistent, category-leading growth. In Q2, we*
22 *delivered 40% net sales growth, fueled by 195 basis points of market share gains*
23 *in the U.S. and 91% net sales growth internationally," said [Defendant] Amin.]*
24 *"This was our 23rd consecutive quarter of both net sales growth and market*
25 *share gains. We continue to make progress across color cosmetics, skin care and*
26 *international and believe our unique areas of advantage will fuel our ability to win*
27 *in fiscal 2025 and beyond."*

28 **Three Months Ended September 30, 2024 Results**

For the three months ended **September 30, 2024**, compared to the three months
ended September 30, 2023:

- **Net sales** increased 40% to \$301.1 million, primarily driven by strength in both our retailer and e-commerce channels, in the U.S. and internationally.

1 46. That same day, Elf hosted an earnings call with investors and analysts to discuss
2 the Company's fiscal Q2 2025 results (the "Q2 2025 Earnings Call"). During the scripted portion
3 of the Q2 2025 Earnings Call, Defendant Amin stated, in relevant part:

4 Q2 marked yet another quarter of consistent category leading growth. In Q2, we
5 grew net sales 40%, delivered \$69 million in adjusted EBITDA, and increased our
6 U.S. market share by 195 basis points. Q2 marked our 23rd consecutive quarter of
7 both net sales growth and market share gains, putting e.l.f. Beauty in a rarefied
8 group of high growth companies. We are one of only six public consumer
9 companies out of 546 that has grown for 23 straight quarters and average at least
10 20% sales growth per quarter. e.l.f. is the only brand of the nearly 1,000 cosmetics
11 brands tracked by Nielsen to gain share for 23 consecutive quarters.

12 Our net sales growth of 40% in Q2 came in above our outlook with stronger than
13 expected growth across international retailers and digital commerce helping to
14 offset U.S. tracked channel trends that were slightly below our expectations. Our
15 international net sales grew 91% in Q2, fueled by growth in our existing markets
16 as well as expansion into new markets. International drove 21% of our net sales in
17 Q2, up from 16% a year ago. We continue to see significant runway for growth in
18 our largest existing markets. e.l.f. outpaced category growth by more than 20 times
19 in Canada and more than 7 times in the UK, fueling share gains in each.

20 47. Also during the scripted portion of the Q2 2025 Earnings Call, Defendant Fields
21 stated, in relevant part:

22 Moving to the balance sheet and cash flow, our balance sheet remains strong and
23 we believe positions us well to execute our long-term growth plans. We ended the
24 quarter with \$97 million in cash on hand compared to a cash balance of \$108
25 million at the end of fiscal 2024. Our ending inventory balance was \$239 million
26 in line with our expectations and up from \$147 million a year ago. Consistent with
27 the last few quarters, the increase was driven by timing of when we take ownership
28 of inventory from China, the addition of NATURIUM and supporting the demand
we're seeing.

Our liquidity position remains strong. We ended the quarter with less than 1 times
leverage in terms of net debt to adjusted EBITDA. We expect our cash priorities
for the year to remain on investing behind our growth initiatives and supporting
strategic extensions. The specific growth initiatives we're focused on this year
include investing in our people and infrastructure, our ERP transition to SAP, as
well as increased distribution capacity to support strong global consumer demand.

Now, let's turn to our raised outlook for fiscal 2025. We are pleased to be in a
position to raise our outlook across both the top and bottom line. ***For the full year,***

1 *we now expect net sales growth of approximately 28% to 30%, up from 25% to*
2 *27% previously. Our raised outlook reflects the outperformance in Q2 relative to*
3 *our expectations, pipeline related to the space gains we talked about with Target,*
4 *Dollar General, and Walgreens as well as ongoing international momentum.*

4 48. On November 7, 2024, Elf filed a Quarterly Report on Form 10-Q with the SEC,
5 reporting the Company's financial and operational results for the fiscal quarter ended September
6 30, 2024 (the "Q2 2025 10-Q"). The Q2 2025 10-Q contained a substantively similar description
7 of the Company as discussed, *supra* in ¶ 28.

8 49. Appended to the Q2 2025 10-Q as an exhibit was a signed certification pursuant
9 to SOX by the Individual Defendants, attesting that "[t]he information in the [Q2 2025 10-Q]
10 fairly presents, in all material respects, the financial condition and results of operations of the
11 Company."

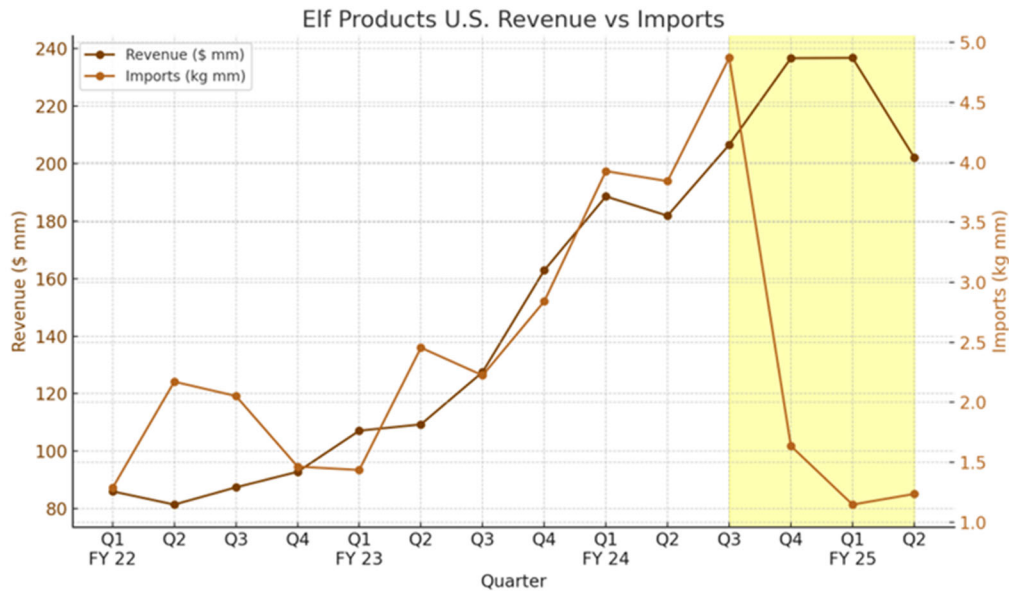
12 50. The statements referenced in ¶¶ 25-49 were materially false and misleading
13 because Defendants made false and/or misleading statements, as well as failed to disclose material
14 adverse facts about the Company's business, operations, and prospects. Specifically, Defendants
15 made false and/or misleading statements and/or failed to disclose that: (i) contrary to its
16 representations to investors, the Company was experiencing rising inventory levels as a
17 consequence of flagging sales; (ii) Elf falsely attributed the rising inventory levels to, among other
18 things, changes in its sourcing practices; (iii) to maintain investor confidence, Elf reported inflated
19 revenue, profits, and inventory over several quarters; (iv) accordingly, the Company's business
20 and/or financial prospects were overstated; (v) all of the foregoing, once revealed, would likely
21 have a material negative impact on the Company; and (vi) as a result, the Company's public
22 statements were materially false and misleading at all relevant times.
23
24
25

26 **The Truth Emerges**

27 51. On November 20, 2024, Muddy Waters published a report entitled "e.l.f. Beauty,
28 Inc. A Revenue and Inventory Mystery". The Muddy Waters Report accused Elf of overstating

1 its revenue by approximately \$135 million to \$190 million over several quarters. Citing, *inter*
 2 *alia*, a review of Elf’s inventory accounts and import data, as well as discussions with “a former
 3 China-side manager and three of ELF’s largest suppliers,” the report alleges that Elf began
 4 reporting inflated revenue, profits, and inventory in fiscal Q2 2024 after management identified
 5 growth concerns related to rising inventory levels caused by flagging sales.
 6

7 52. In concluding that Elf had massively overstated its revenue, the Muddy Waters
 8 Report began by reviewing the correlation between (1) Elf’s imports of products to the U.S. from
 9 China, the source of roughly 80% of Elf’s products, and (2) the Company’s U.S. sales, observing
 10 that historically, “there was almost a 1:1 relationship between growth in imports and e.l.f. product
 11 U.S. sales”. Given the historical correlation, then, “tracking U.S. imports should be the best data
 12 to understand end demand in the U.S.”.
 13

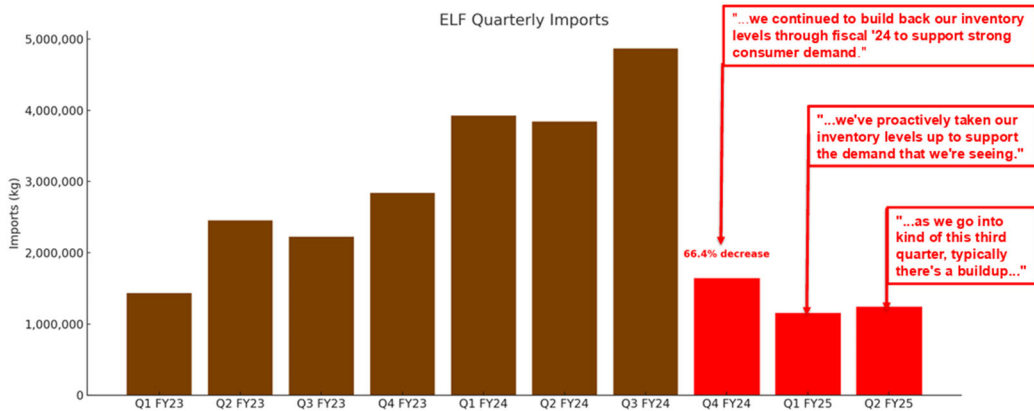


23 53. Then, in the second quarter of fiscal year 2024, Elf “announced that a recent
 24 change to its sourcing practices was responsible for the sudden appearance of an additional \$36.9
 25 million in inventory.” Elf claimed that, while it had historically designated product as inventory
 26 only after its physical delivery to the Company’s warehouse in Ontario, California, “it had just
 27
 28

1 begun taking ownership of the product on the China side,” which supposedly caused a sharp
 2 increase in Elf’s reported product inventory. In other words, Elf attributed the \$36.9 million spike
 3 in its reported inventory to the inclusion of product while it was “on the water”—*i.e.*, in transit
 4 between China and California—which purportedly represented a change from the Company’s
 5 prior practice.

6
 7 54. However, discussions with Elf’s employees and suppliers in China significantly
 8 undermined Elf’s explanation for the additional \$36.9 million in inventory. Significantly, “a
 9 former China-side manager and three of ELF’s largest suppliers” indicated that Elf’s
 10 “longstanding general practice was to take title to goods on the China side[.]” Accordingly, the
 11 Company’s increase in inventory instead appeared to be “due to insufficient sales—not a change
 12 in buying practices”—an indication that Elf had also been misleading its auditor.

13
 14 55. Considering the timing of Elf’s order placement (“at least 90 days in advance”) and its reported imports, which peaked in the third quarter of 2024 before falling sharply, Muddy
 15 Waters concluded that Elf must have “greatly reduced its planned purchased by the time of its Q2
 16 FY24 call on November 1, 2023”. Nevertheless, Elf raised its guidance not only on that call, but
 17 on the next three quarterly earnings calls as well, even as its imports from China were
 18 plummeting.



1 decline of \$57.04 per share, or nearly 47%, since the truth about the Company’s inventory
2 management and revenue first came to light.

3 62. As a result of Defendants’ wrongful acts and omissions, and the precipitous
4 decline in the market value of the Company’s securities, Plaintiff and other Class members have
5 suffered significant losses and damages.
6

7 **SCIENTER ALLEGATIONS**

8 63. During the Class Period, Defendants had both the motive and opportunity to
9 commit fraud. For example, during the Class Period, while disseminating the materially false and
10 misleading statements alleged herein to maintain artificially inflated prices for Elf securities, the
11 Individual Defendants enriched themselves by millions of dollars by engaging in insider sales of
12 the Company’s shares while those shares traded at artificially high prices. Specifically, during
13 the Class Period, Defendant Amin sold at least 435,574 shares of Elf stock for total proceeds of
14 at least \$68.7 million and Defendant Fields sold at least 28,168 shares of Elf stock for total
15 proceeds of at least nearly \$5 million.
16

17 64. Defendants also had actual knowledge of the misleading nature of the statements
18 they made, or acted in reckless disregard of the true information known to them at the time. In
19 so doing, Defendants participated in a scheme to defraud and committed acts, practices, and
20 participated in a course of business that operated as a fraud or deceit on purchasers of the
21 Company’s securities during the Class Period.
22

23 **PLAINTIFF’S CLASS ACTION ALLEGATIONS**

24 65. 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 Elf securities during the Class Period (the “Class”); and were damaged upon the
27 revelation of the alleged corrective disclosures. Excluded from the Class are Defendants herein,
28

1 the officers and directors of the Company, at all relevant times, members of their immediate
2 families and their legal representatives, heirs, successors or assigns and any entity in which
3 Defendants have or had a controlling interest.

4 66. The members of the Class are so numerous that joinder of all members is
5 impracticable. Throughout the Class Period, Elf securities were actively traded on the NYSE.
6 While the exact number of Class members is unknown to Plaintiff at this time and can be
7 ascertained only through appropriate discovery, Plaintiff believes that there are hundreds or
8 thousands of members in the proposed Class. Record owners and other members of the Class
9 may be identified from records maintained by Elf or its transfer agent and may be notified of the
10 pendency of this action by mail, using the form of notice similar to that customarily used in
11 securities class actions.
12

13 67. Plaintiff's claims are typical of the claims of the members of the Class as all
14 members of the Class are similarly affected by Defendants' wrongful conduct in violation of
15 federal law that is complained of herein.
16

17 68. Plaintiff will fairly and adequately protect the interests of the members of the Class
18 and has retained counsel competent and experienced in class and securities litigation. Plaintiff
19 has no interests antagonistic to or in conflict with those of the Class.
20

21 69. Common questions of law and fact exist as to all members of the Class and
22 predominate over any questions solely affecting individual members of the Class. Among the
23 questions of law and fact common to the Class are:

- 24 • whether the federal securities laws were violated by Defendants' acts as alleged
25 herein;
- 26 • whether statements made by Defendants to the investing public during the Class
27 Period misrepresented material facts about the business, operations and
28 management of Elf;

- 1 • whether the Individual Defendants caused Elf to issue false and misleading
2 financial statements during the Class Period;
- 3 • whether Defendants acted knowingly or recklessly in issuing false and
4 misleading financial statements;
- 5 • whether the prices of Elf securities during the Class Period were artificially
6 inflated 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 70. 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
11 the damages suffered by individual Class members may be relatively small, the expense and
12 burden of individual litigation make it impossible for members of the Class to individually redress
13 the wrongs done to them. There will be no difficulty in the management of this action as a class
14 action.

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

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

1 72. Based upon the foregoing, Plaintiff and the members of the Class are entitled to a
2 presumption of reliance upon the integrity of the market.

3 73. Alternatively, Plaintiff and the members of the Class are entitled to the
4 presumption of reliance established by the Supreme Court in *Affiliated Ute Citizens of the State*
5 *of Utah v. United States*, 406 U.S. 128, 92 S. Ct. 2430 (1972), as Defendants omitted material
6 information in their Class Period statements in violation of a duty to disclose such information,
7 as detailed above.
8

9 **COUNT I**

10 **(Violations of Section 10(b) of the Exchange Act and Rule 10b-5 Promulgated Thereunder**
11 **Against All Defendants)**

12 74. Plaintiff repeats and re-alleges each and every allegation contained above as if
13 fully set forth herein.

14 75. This Count is asserted against Defendants and is based upon Section 10(b) of the
15 Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder by the SEC.

16 76. During the Class Period, Defendants engaged in a plan, scheme, conspiracy and
17 course of conduct, pursuant to which they knowingly or recklessly engaged in acts, transactions,
18 practices and courses of business which operated as a fraud and deceit upon Plaintiff and the other
19 members of the Class; made various untrue statements of material facts and omitted to state
20 material facts necessary in order to make the statements made, in light of the circumstances under
21 which they were made, not misleading; and employed devices, schemes and artifices to defraud
22 in connection with the purchase and sale of securities. Such scheme was intended to, and,
23 throughout the Class Period, did: (i) deceive the investing public, including Plaintiff and other
24 Class members, as alleged herein; (ii) artificially inflate and maintain the market price of Elf
25 securities; and (iii) cause Plaintiff and other members of the Class to purchase or otherwise
26 acquire Elf securities and options at artificially inflated prices. In furtherance of this unlawful
27
28

1 scheme, plan and course of conduct, Defendants, and each of them, took the actions set forth
2 herein.

3 77. Pursuant to the above plan, scheme, conspiracy and course of conduct, each of the
4 Defendants participated directly or indirectly in the preparation and/or issuance of the quarterly
5 and annual reports, SEC filings, press releases and other statements and documents described
6 above, including statements made to securities analysts and the media that were designed to
7 influence the market for Elf securities. Such reports, filings, releases and statements were
8 materially false and misleading in that they failed to disclose material adverse information and
9 misrepresented the truth about Elf's finances and business prospects.
10

11 78. By virtue of their positions at Elf, Defendants had actual knowledge of the
12 materially false and misleading statements and material omissions alleged herein and intended
13 thereby to deceive Plaintiff and the other members of the Class, or, in the alternative, Defendants
14 acted with reckless disregard for the truth in that they failed or refused to ascertain and disclose
15 such facts as would reveal the materially false and misleading nature of the statements made,
16 although such facts were readily available to Defendants. Said acts and omissions of Defendants
17 were committed willfully or with reckless disregard for the truth. In addition, each Defendant
18 knew or recklessly disregarded that material facts were being misrepresented or omitted as
19 described above.
20

21 79. Information showing that Defendants acted knowingly or with reckless disregard
22 for the truth is peculiarly within Defendants' knowledge and control. As the senior managers
23 and/or directors of Elf, the Individual Defendants had knowledge of the details of Elf's internal
24 affairs.
25

26 80. The Individual Defendants are liable both directly and indirectly for the wrongs
27 complained of herein. Because of their positions of control and authority, the Individual
28

1 Defendants were able to and did, directly or indirectly, control the content of the statements of
2 Elf. As officers and/or directors of a publicly-held company, the Individual Defendants had a
3 duty to disseminate timely, accurate, and truthful information with respect to Elf's businesses,
4 operations, future financial condition and future prospects. As a result of the dissemination of the
5 aforementioned false and misleading reports, releases and public statements, the market price of
6 Elf securities was artificially inflated throughout the Class Period. In ignorance of the adverse
7 facts concerning Elf's business and financial condition which were concealed by Defendants,
8 Plaintiff and the other members of the Class purchased or otherwise acquired Elf securities at
9 artificially inflated prices and relied upon the price of the securities, the integrity of the market
10 for the securities and/or upon statements disseminated by Defendants, and were damaged thereby.
11

12 81. During the Class Period, Elf securities were traded on an active and efficient
13 market. Plaintiff and the other members of the Class, relying on the materially false and
14 misleading statements described herein, which the Defendants made, issued or caused to be
15 disseminated, or relying upon the integrity of the market, purchased or otherwise acquired shares
16 of Elf securities at prices artificially inflated by Defendants' wrongful conduct. Had Plaintiff and
17 the other members of the Class known the truth, they would not have purchased or otherwise
18 acquired said securities, or would not have purchased or otherwise acquired them at the inflated
19 prices that were paid. At the time of the purchases and/or acquisitions by Plaintiff and the Class,
20 the true value of Elf securities was substantially lower than the prices paid by Plaintiff and the
21 other members of the Class. The market price of Elf securities declined sharply upon public
22 disclosure of the facts alleged herein to the injury of Plaintiff and Class members.
23

24 82. By reason of the conduct alleged herein, Defendants knowingly or recklessly,
25 directly or indirectly, have violated Section 10(b) of the Exchange Act and Rule 10b-5
26 promulgated thereunder.
27
28

1 83. As a direct and proximate result of Defendants’ wrongful conduct, Plaintiff and
2 the other members of the Class suffered damages in connection with their respective purchases,
3 acquisitions and sales of the Company’s securities during the Class Period, upon the disclosure
4 that the Company had been disseminating misrepresented financial statements to the investing
5 public.
6

7 **COUNT II**

8 **(Violations of Section 20(a) of the Exchange Act Against the Individual Defendants)**

9 84. Plaintiff repeats and re-alleges each and every allegation contained in the
10 foregoing paragraphs as if fully set forth herein.

11 85. During the Class Period, the Individual Defendants participated in the operation
12 and management of Elf, and conducted and participated, directly and indirectly, in the conduct of
13 Elf’s business affairs. Because of their senior positions, they knew the adverse non-public
14 information about Elf’s misstatement of income and expenses and false financial statements.
15

16 86. As officers and/or directors of a publicly owned company, the Individual
17 Defendants had a duty to disseminate accurate and truthful information with respect to Elf’s
18 financial condition and results of operations, and to correct promptly any public statements issued
19 by Elf which had become materially false or misleading.
20

21 87. Because of their positions of control and authority as senior officers, the Individual
22 Defendants were able to, and did, control the contents of the various reports, press releases and
23 public filings which Elf disseminated in the marketplace during the Class Period concerning Elf’s
24 results of operations. Throughout the Class Period, the Individual Defendants exercised their
25 power and authority to cause Elf to engage in the wrongful acts complained of herein. The
26 Individual Defendants, therefore, were “controlling persons” of Elf within the meaning of Section
27
28

1 20(a) of the Exchange Act. In this capacity, they participated in the unlawful conduct alleged
2 which artificially inflated the market price of Elf securities.

3 88. Each of the Individual Defendants, therefore, acted as a controlling person of Elf.
4 By reason of their senior management positions and/or being directors of Elf, each of the
5 Individual Defendants had the power to direct the actions of, and exercised the same to cause, Elf
6 to engage in the unlawful acts and conduct complained of herein. Each of the Individual
7 Defendants exercised control over the general operations of Elf and possessed the power to
8 control the specific activities which comprise the primary violations about which Plaintiff and the
9 other members of the Class complain.
10

11 89. By reason of the above conduct, the Individual Defendants are liable pursuant to
12 Section 20(a) of the Exchange Act for the violations committed by Elf.
13

14 **PRAYER FOR RELIEF**

15 **WHEREFORE**, Plaintiff demands judgment against Defendants as follows:

16 A. Determining that the instant action may be maintained as a class action under Rule
17 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the Class representative;

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

20 C. Awarding Plaintiff and the other members of the Class prejudgment and post-
21 judgment interest, as well as their reasonable attorneys' fees, expert fees and other costs; and
22

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

24 **DEMAND FOR TRIAL BY JURY**

25 Plaintiff hereby demands a trial by jury.
26
27
28

1 Dated: March 6, 2025

Respectfully submitted,

2 POMERANTZ LLP

3 /s/ Jennifer Pafiti

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