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10 *Attorneys for Defendants*  
*OSI Systems, Inc., Deepak Chopra,*  
11 *Alan Edrick, and Ajay Mehra*

12 **UNITED STATES DISTRICT COURT**  
13 **CENTRAL DISTRICT OF CALIFORNIA**

14  
15 ARKANSAS TEACHER RETIREMENT  
16 SYSTEM and JOHN A. PROKOP,  
17 Individually and on Behalf of All Others  
Similarly Situated,

18 Plaintiffs,

19 v.

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21 OSI SYSTEMS, INC., DEEPAK  
22 CHOPRA, ALAN EDRICK, and AJAY  
MEHRA

23 Defendants.  
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Case No.: 2:17-cv-08841-FMO-SKx

**CLASS ACTION**

**DEFENDANTS' BRIEF IN  
SUPPORT OF LEAD  
PLAINTIFFS' MOTION FOR  
FINAL APPROVAL OF  
SETTLEMENT AND PLAN OF  
ALLOCATION**

Date: May 12, 2022

Time: 10:00 a.m.

Ctrm.: 6D

Judge: Hon. Fernando M. Olguin

1 OSI Systems, Inc. (“OSI” or the “Company”), Deepak Chopra, Alan Edrick,  
2 and Ajay Mehra (collectively, “Defendants”) have reached a proposed settlement in  
3 the above-captioned securities class action (the “Action”) with Lead Plaintiff  
4 Arkansas Teacher Retirement System (“Lead Plaintiff”), named plaintiff John A.  
5 Prokop, and other members of the Settlement Class.<sup>1</sup> In advance of the May 12,  
6 2022 hearing on Final Approval, Defendants respectfully submit this brief in support  
7 of Lead Plaintiff’s Motion for Final Approval of Settlement and Plan Allocation.

8 Last fall, Defendants submitted a Brief In Support of Lead Plaintiff’s Motion  
9 for Preliminary Approval of Settlement Agreement. Dkt. 126. Defendants  
10 incorporate that brief here, and the events of the last few months confirm that the  
11 Court should grant final settlement approval. That is because, as Lead Plaintiff  
12 pointed out in its brief, no one objected to the settlement and very few purported  
13 class members opted out. “The absence of a large number of objectors supports the  
14 fairness, reasonableness, and adequacy of the settlement.” *Valezquz v. Int’l Marine*  
15 *& Indus. Applicators, LLC*, 2018 WL 828199, at \*6 (S.D. Cal. Feb. 9, 2018); *see*  
16 *also* Reply Mem. (Dkt. 138) at 4. The March 28, 2022 deadline for members of the  
17 Settlement Class to object to the Proposed Settlement has passed without any  
18 objections. *See* Reply Mem. (Dkt. 138) at 2. And only fourteen Settlement Class  
19 members opted out. *See id.*

20 Separately, in the Preliminary Approval Order, the Court noted that the  
21 Stipulation did not address whether there was a “clear sailing” agreement that  
22 required Defendants not to oppose Lead Counsel’s request for attorneys’ fees. *See*  
23 Dkt. 131 at 3 n.2, at 7 n.4. There was and is no such agreement—implicit or  
24 otherwise—between the Parties regarding fees. Dkt. 135 ¶ 108. Defendants take no  
25 position on Lead Counsel’s fee application.

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27 <sup>1</sup> All capitalized terms used herein that are not otherwise defined shall have the  
28 meanings provided in the Stipulation and Agreement of Settlement with Defendants  
(the “Stipulation”), which is attached to Lead Plaintiff’s Motion for Preliminary  
Approval of Settlement.

1           Although Defendants believe they have a strong case and would prevail at  
2 summary judgment or trial, resolving the Action avoids the costs and inherent  
3 uncertainty of litigation. Defendants therefore respectfully request that the Court  
4 grant Lead Plaintiff’s Motion for Final Approval of Settlement.

5  
6  
7 Dated: April 18, 2022

Respectfully submitted,

8 By /s/ Peter A. Wald  
9 Peter A. Wald

10 *Attorneys for Defendants*  
11 *OSI Systems, Inc., Deepak Chopra,*  
12 *Alan I. Edrick, and Ajay Mehra*  
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