

United States District Court
Northern District of California

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IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

PEOPLE CENTER, INC.,
Plaintiff,
v.
DEEL, INC., et al.,
Defendants.

Case No. 25-cv-02576-CRB

**ORDER DENYING MOTIONS TO
DISMISS IN PART AND
GRANTING IN PART; DENYING
MOTION TO STRIKE; DENYING
MOTION FOR ATTORNEY FEES**

People Center, Inc. d/b/a Rippling (“Rippling”) brings its First Amended Complaint against Deel, Inc. (“Deel”); Alexandre “Alex” Bouaziz, Philippe Bouaziz, and Daniel “Dan” Westgarth (collectively the “Individual Defendants”) for permanent injunctive relief and compensatory, exemplary, punitive, and treble damages. FAC (dkt. 54) ¶¶ 64–65. Rippling alleges that Defendants carried out a corporate espionage scheme by directing a former Rippling employee to access and transmit confidential trade secrets and internal documents. Rippling brings six claims against the Defendants including a civil action under the Racketeering Influenced and Corrupt Organizations Act (“RICO”), conspiracy to violate RICO, misappropriation of trade secrets, and other federal and state law claims. Defendants move to dismiss Rippling’s claims under the doctrine of forum non conveniens, for a lack of personal jurisdiction, for insufficient service of process, and for a failure to state a claim. Deel also filed a special motion to strike Rippling’s state law claims as well as a motion for attorneys’ fees based on its prior motion to strike. The Court **GRANTS** in part Deel’s motion to dismiss for a failure to state a claim as to Rippling’s state law claims and **DENIES** the remaining motions.

1 **I. BACKGROUND**

2 **A. Parties and Claims**

3 Rippling is a Delaware corporation with its principal place of business in San
4 Francisco, California. Id. ¶ 13. Founded in 2016, Rippling is a software company that
5 offers a global workforce management system for businesses to manage internal
6 workflows, including human resources (“HR”), IT, and finance. Id. Rippling has offices
7 worldwide, including a subsidiary in Dublin, Ireland. Id.

8 Deel is a Delaware corporation with its registered headquarters in San Francisco,
9 California. Id. ¶ 16. Founded in 2019, Deel is a global workforce management software
10 that connects employers in over 150 countries with remote workers through a platform that
11 manages global human resources, payroll, and compliance. Id. Alex Bouaziz is the co-
12 founder and Chief Executive Officer. Id. ¶ 17. Philippe Bouaziz is Alex’s father and
13 Deel’s Chief Financial Officer, chairman, and purported whistleblowing contact. Id. ¶ 18.
14 Dan Westgarth is the Chief Operating Officer. Id. ¶ 19.

15 Rippling alleges the Defendants and others conspired to, and did conduct, a
16 corporate espionage scheme to steal Rippling’s trade secrets. FAC ¶ 1. In executing the
17 alleged scheme, CEO Alex Bouaziz hired Keith O’Brien, a Rippling employee based in
18 Ireland, to act as a corporate spy for Deel. Id. ¶ 2. In exchange for cryptocurrency
19 payments, O’Brien allegedly followed Deel’s direction to unlawfully obtain confidential
20 information from Rippling’s internal databases and sent this information directly to Deel.
21 Id. Rippling brings six causes of action:

- 22 1) RICO, 18 U.S.C. § 1962: against Deel, Alex Bouaziz, and Philippe Bouaziz
23 2) Conspiracy to Violate RICO, 18 U.S.C. § 1962(d): against Deel, Alex Bouaziz,
24 Philippe Bouaziz, Dan Westgarth
25 3) Misappropriation of Trade Secrets in Violation of the Defend Trade Secrets Act,
26 18 U.S.C. § 1836, et seq.: against Deel
27 4) Tortious Interference with Contract: against Deel
28 5) Aiding and Abetting Breach of Fiduciary Duty: against Deel

1 6) Unfair Competition, Cal. Bus. & Prof. Code § 17200 et seq.: against Deel
2 Id. ¶¶ 64–65.

3 Deel filed two separate motions to dismiss: one for forum non conveniens (“FNC”) and another for a failure to state a claim. Deel FNC MTD (dkt. 88); Deel 12(b)(6) MTD (dkt. 89). Alex and Phillippe Bouaziz filed a motion to dismiss—joining Deel’s arguments on FNC and failure to state a claim and further asserting a lack of personal jurisdiction under Rule 12(b)(2) and insufficient service of process under Rule 12(b)(5). Bouaziz MTD (dkt. 111).

9 Dan Westgarth also moved to dismiss, joining the other defendants’ arguments on FNC and failure to state a claim, as well as on the separate grounds of lack of personal jurisdiction and insufficient service of process. Westgarth MTD (dkt. 112). Because the arguments for FNC and failure to state a claim are common to all Defendants, the Court addresses them together. The issues of personal jurisdiction and service of process are specific to the Individual Defendants and are discussed separately.

15 **B. Jurisdictionally Relevant Facts**

16 **1. Deel**

17 Deel is a Delaware corporation with its registered headquarters in San Francisco. FAC ¶¶ 13, 18. Deel concedes that its principal place of business is located in San Francisco but argues that this location does not demonstrate a meaningful connection to the forum. Deel FNC MTD at 14. Deel asserts that this address is merely a mailing address; Deel does not run its company operations out of California, maintain any documents there, and is in the process of changing the address to another state. Deel FNC MTD at 11. Deel executives assert that Deel does not have any physical presence in California, and its key executives and decision-making personnel do not reside or work in San Francisco or California. Shuo Wang Decl. (dkt. 48-2) ¶¶ 6–8. Rather, they are concentrated in countries in Europe and the Middle East and only travel to California for trade conferences that “have nothing to do with this action.” Id.

28 Deel lists its San Francisco address in its SEC filings, Terms of Service, and

1 Privacy Policy. FAC ¶ 16 n.4. Additionally, Rippling identifies two civil lawsuits in San
2 Francisco County against foreign customers, where Deel cites the San Francisco forum and
3 venue clauses in its customer agreements. Opp’n Deel FNC MTD Ex. 1, Ex. 10 ¶ 3.
4 Notably, Deel filed one of these lawsuits after Rippling brought the underlying claims in
5 this Court. Id. Furthermore, Deel has many employees, directors, funders, and Board
6 Members who work remotely from the Bay Area. Id. Ex. 9.¹

7 **2. Alex Bouaziz**

8 Alex is a citizen of Israel and France and, since 2020, he has resided in Tel Aviv,
9 Israel. A. Bouaziz Decl. (dkt. 111-1) ¶¶ 2–3. Alex has visited California four times since
10 2021 for short trips. Id. ¶ 8. Rippling points to his three-month stay in San Francisco in
11 2018 to show his connection to this forum, but that stay occurred before the alleged
12 conduct and appears to have been a business trip. Opp’n Individual Def. MTD at 17–18.

13 **3. Philippe Bouaziz**

14 Philippe² is a citizen of Israel and France, and resided in Tel Aviv, Israel from 2012
15 to 2023. P. Bouaziz Decl. (dkt. 111-2) ¶¶ 1–2. Since 2023, Philippe moved to Dubai and
16 has lived and worked there. Id. Philippe has visited California nine times since 2021 for
17 short trips. Id. ¶ 8.

18 **4. Dan Westgarth**

19 Westgarth is a U.K. citizen who has lived in Dubai since June 2022. Westgarth
20 Decl. (dkt. 112-2) ¶¶ 2–3. He owns property in New York and South Dakota but states
21 that neither has ever been his primary residence. Id. ¶ 3. A June 2025 Deel event
22

23 ¹ Deel and Rippling disagree on several jurisdictionally relevant facts, and related discovery
24 disputes are currently pending before Judge Cisneros. See Dkt. 148. At this preliminary stage,
25 and based on the available facts, the Court determines that Deel has substantial connections to this
26 forum because it has availed itself of the benefits of this jurisdiction by listing San Francisco in its
27 regulatory forms here, conducting substantial business here, and filing its own lawsuits in this
28 forum.

² Rippling cites an exhibit (dkt. 129-13) to purportedly show that Philippe is associated with
various addresses in the United States. Opp’n Individual Def.’s MTD at 19. Importantly, this
exhibit appears to be a record of a different person with the same name. The person listed in this
exhibit is ten years younger than Philippe, has a Social Security number (while Philippe does not),
and Philippe attested that he has no connection to the listed addresses. Bouaziz Reply (dkt. 145) at
6; P. Bouaziz Supp. Decl. ¶¶ 1–3.

1 described him as “now calling New York City home.” Opp’n Indv. Def.’s MTD (dkt. 129)
 2 Ex. 8. He briefly visited California in 2022 to do “some limited work for Deel.” Westgarth
 3 Decl. ¶ 4.

4 C. Factual Background

5 In 2022, Deel was a Rippling customer and developed similar HR software
 6 products. Id. ¶ 42. As Deel expanded, Rippling raised concerns about growing
 7 competitive interests and Deel’s access to its intellectual property as a customer, so
 8 Rippling terminated the customer relationship with Deel in November 2022. Id. ¶ 44.
 9 Following their split, Rippling alleges Deel attempted to gather confidential information
 10 from Rippling, like “positively encouraging” employees to bring information from prior
 11 employers to Deel and using misleading email accounts to impersonate potential
 12 customers. Id. ¶¶ 52, 55. Rippling also alleges that two of its former employees,
 13 Conspirator-1 and Conspirator-2,³ shared confidential information with Deel when they
 14 began working for Deel in early 2024. Id. ¶¶ 49–50. Conspirator-1 served as Director of
 15 National Accounts at Rippling before becoming a Director of Partnerships at Deel in
 16 January 2024. Id. ¶ 27. Rippling alleges that Conspirator-1 downloaded sensitive trade
 17 secret documents before his termination from Rippling. Id. ¶ 49. When Rippling
 18 demanded Conspirator-1 return the documents, as required by his contract, Deel’s
 19 attorneys hired a third-party forensic investigator to erase the records. Id.

20 Conspirator-2 began working at Deel in February 2024. Id. ¶¶ 28, 50. According to
 21 Deel whistleblowers, he improperly retained confidential Rippling documents in
 22 anticipation of exchanging them for payment by the Individual Defendants. Id. ¶ 50.
 23 When Conspirator-2 joined Deel, he shared stolen Rippling materials with Deel
 24 executives, including Alex Bouaziz, to benefit Deel at Rippling’s expense. Id. ¶¶ 50–51.

25
 26
 27 _____
 28 ³ Notably, these former employees are not parties to the action, but Rippling intends to call them
 as witnesses. Opp’n Individual Def.’s MTD (dkt. 129) at 18. Both Conspirator-1 and
 Conspirator-2 are residents of California. FAC ¶ 21–22.

1. Alleged Corporate Espionage Scheme with O'Brien

1 In March 2024, Alex Bouaziz connected with Keith O'Brien on LinkedIn, who was
2 then a payroll compliance manager at Rippling. Id. ¶ 57. O'Brien applied for a similar
3 role at Deel but was not offered the job and, after the application process, they exchanged
4 messages about interview feedback. Id. They continued messaging, and a few months
5 later, O'Brien told Alex he had started a new payroll consulting company called Global
6 Payroll Geeks. Id. ¶ 58. Alex referred O'Brien to Dan Westgarth to explore a service
7 provider arrangement. Id. ¶¶ 57–58. When O'Brien told Alex he was considering leaving
8 Rippling to dedicate himself full-time to his payroll business, Alex suggested they speak
9 by phone. Id. During this call, Alex allegedly recruited O'Brien to serve as a “spy” for
10 Deel. Id. ¶ 59. When O'Brien agreed to the arrangement, Alex made a three-way phone
11 call with O'Brien and his father, Philippe Bouaziz, to discuss the logistics of the alleged
12 scheme. Id.

13 Alex allegedly instructed O'Brien to send him stolen Rippling information via
14 Telegram, where messages cannot be forwarded and auto-delete after 24 hours. Id. ¶¶ 60–
15 61. Payments would be made in a separate Telegram channel with Philippe and a third
16 individual, the “Watchman.” Id. O'Brien began receiving compensation for his spying
17 activities when he received a \$6,000 bank transfer from Westgarth's wife. Id. ¶ 64.
18 Philippe informed O'Brien that all subsequent payments would be in cryptocurrency to
19 make the financial transfers harder to trace. Id. ¶ 65. These payments continued until
20 March 13, 2025. Id.

21 On a near-daily basis, Alex instructed O'Brien to access secure internal Rippling
22 databases hosted by Salesforce, Slack, and Google, all of which are in the United States.
23 Id. ¶ 67–68. O'Brien transmitted confidential information from Rippling, such as Slack
24 searches and content within Salesforce and Google Drive repositories, directly to Alex via
25 Telegram, for his use at Deel. Id. ¶ 68. Rippling alleges that vast amounts of trade secrets
26 were stolen and used to give Deel an unfair competitive advantage in poaching Rippling
27 customers and employees and misappropriating private product roadmaps. Id. ¶ 100.
28

1 Once Deel gained access to Rippling’s internal roadmaps, Deel gained “significant
2 competitive advantages,” and Rippling alleges none of this information would have been
3 available to Deel “but-for its spying scheme.” Id. ¶ 103. Rippling alleges that access to its
4 trade secrets “gave Deel an unlawful head start in launching or developing competing
5 products” and “where Deel benefitted, so did Alex and Philippe personally via their
6 investment vehicles.” Id. ¶ 127. This alleged scheme included “stolen product roadmaps,
7 competitive battlecards, and over 6,000 queries through Rippling’s Slack channels,” all of
8 which provided distinct customer or product information. Id. ¶ 129.

9 For example, Rippling alleges O’Brien accessed or downloaded its customer list on
10 more than 600 occasions between November 2024 and March 2025. Id. ¶¶ 104–05.
11 Additionally, O’Brien allegedly acted on Alex’s instructions and stole contact information
12 for Rippling employees. Id. ¶ 109. Alex and Westgarth then used that information to
13 contact at least 21 Rippling employees via LinkedIn and WhatsApp, and at least ten were
14 offered jobs at Deel, often without a substantive interview. Id. ¶¶ 110–12.

15 When O’Brien told Alex he wanted to leave Rippling to focus on Global Payroll
16 Geeks, Alex also directed O’Brien to contact Dan Westgarth. Id. ¶ 72. Alex said
17 Westgarth would “see to it that [his] consulting company Global Payroll Geeks[] would
18 get money from Deel.” Id. In January 2025, Alex created a WhatsApp group with
19 himself, Westgarth, and O’Brien called “Keith < Dan.” Id. Alex also promised to make
20 Global Payroll Geeks a preferred partner if the scheme continued. Id.

21 In February 2025, Rippling became aware of a possible spy accessing its internal
22 databases when a reporter contacted Rippling about its sanctions compliance program,
23 citing internal Slack messages related to the reporter’s assertions. Id. ¶¶ 113–15. Learning
24 that the messages were in the possession of a non-employee, Rippling opened a security
25 investigation. Id. ¶ 115. Rippling’s forensic team identified O’Brien as the source of the
26 shared messages that the reporter referenced. Id.

27 To confirm O’Brien’s involvement stemmed from Deel, on March 3, 2025,
28 Rippling’s General Counsel initiated a “honeypot operation” and sent a letter to three

1 individuals: Philippe Bouaziz, Deel’s Head of U.S. Legal, and an employment attorney at
2 Deel’s outside law firm. Id. ¶ 119. The letter included a screenshot of a fake Slack
3 channel named #d-defectors where former Deel employees, now employed by Rippling,
4 shared negative information about Deel. Id. ¶ 120. This channel “was set up as part of a
5 ruse to confirm that Deel was instructing O’Brien to search for specific information in
6 Rippling’s Slack.” Id. ¶ 121. That same day, at Alex’s instruction, O’Brien accessed the
7 #d-defectors channel five times. Id. ¶¶ 123, 125.

8 2. Alleged “Cover-Up” and Irish Proceedings

9 On March 12, 2025, Rippling sought and obtained an emergency form of relief to
10 prevent O’Brien from destroying evidence after the honeypot operation. FAC ¶ 130.
11 Rippling filed an ex parte motion for an Anton Piller order, an order from the High Court
12 in Ireland requiring O’Brien to turn over his electronic devices to an independent third
13 party for forensic imaging. Id. ¶ 2 n.2. “[N]on-compliance with the order has a likely risk
14 of imprisonment in the Irish legal system.” Id. This order began proceedings in Ireland
15 (“the Irish Proceedings”).

16 On March 14, 2025, a court-appointed, independent solicitor visited Rippling’s
17 Dublin office to serve O’Brien with the court order. Id. ¶ 131. O’Brien “hid in the
18 bathroom to delete evidence” and fled the office when warned about the potential for
19 imprisonment for violating the order. Id. Over the course of two weeks, O’Brien allegedly
20 maintained daily contact with Deel attorneys, including Asif Malik, who said “Deel would
21 move O’Brien and his family to Dubai,” cover his legal costs, and “financially reward[]”
22 O’Brien if he “kept quiet and stuck with the plan.” Id. ¶ 134. O’Brien then destroyed his
23 phone with an axe and flushed it down the drain of his mother-in-law’s house. Id. ¶¶ 135–
24 36. That evening, O’Brien’s wife spoke with Malik for about an hour to discuss Deel’s
25 plan for O’Brien. Id. ¶ 137.

26 On March 17, Rippling filed its initial Complaint in this Court (the “U.S.
27 Proceedings”), and Deel responded with a series of public statements. Id. ¶ 138. These
28 statements included allegations that Rippling purportedly made payments to Russia that

1 violated government sanction policies, and that O’Brien reported these payments to the
 2 Central Bank of Ireland.⁴ Id. ¶ 139. On March 19, O’Brien appeared in Irish court to hand
 3 over his devices, specifically his phone, in compliance with the Anton Piller Order. Id. ¶
 4 140. O’Brien informed the judge that he had previously destroyed his phone, and the court
 5 reprimanded him. Id. ¶ 141. Rippling’s First Amended Complaint further details
 6 allegations of a complex “cover-up” by O’Brien, Deel, the Individual Defendants, Malik,
 7 and others that include deleting evidence, making false statements to media outlets, and
 8 obstructing justice—most of which are not relevant to the U.S. Proceedings and are being
 9 litigated in the Irish Proceedings.⁵ Id. ¶¶ 142–59. On March 27, O’Brien agreed to
 10 cooperate, met with the court-appointed independent solicitor, handed over his personal
 11 devices for imaging, and swore an affidavit disclosing everything he knew about the
 12 scheme. Id. ¶ 149; see O’Brien Decl.

13 **a. Procedural Posture of the Irish Proceedings**

14 In Ireland, an Anton Piller order can only be issued within a substantive proceeding
 15 pending before the Irish courts. Justice Clarke Decl. (dkt. 102-1) ¶¶ 7–8. It cannot be
 16 obtained in a standalone motion, in aid of a substantive U.S. proceeding, or through letters
 17 rogatory. Id. ¶ 7. The plaintiff must identify and plead the underlying claim so the court
 18 can assess the requested relief, supervise the execution of the order, and enforce
 19 compliance through attachment for contempt if needed. Id. ¶ 8.

20 When Rippling brought the proceedings in the Irish High Court to obtain the Anton
 21 Piller Order, it listed O’Brien as the sole defendant and had claims related to violations of
 22 Trade Secret Regulations. Anton Piller Mot. (dkt. 102-13) ¶¶ 9–11. After O’Brien failed
 23 to comply with the order on March 14 by deleting evidence and refusing to hand over his
 24

25 ⁴ In O’Brien’s sworn declaration, he states that he knew these allegations were false when he made
 26 them, and only did so at Malik’s instruction. O’Brien Decl. (dkt. 56-1) ¶ 34.

27 ⁵ The Amended Irish Complaint distinguishes the scope of the U.S. Proceedings and the Irish
 28 Proceedings: “As appears from the complaint in the U.S. Proceedings, [Rippling]’s claims against
 Deel in the U.S. Proceedings are confined to Deel’s conduct prior to the time on 14 March 2025
 when Deel learned that Rippling had discovered its wrongful conduct including civil racketeering
 and misappropriation of trade secrets.” Amended Irish Compl. (dkt. 111-4) ¶ 15.

1 devices, Rippling applied to the High Court of Ireland for an order to enforce compliance.
 2 FAC ¶ 131; Anton Piller Mot. ¶ 13–14. While this application was before the High Court,
 3 on March 27, Rippling, its Irish subsidiary, and O’Brien signed an agreement
 4 (“Cooperation Agreement”). FAC ¶ 153 n.37. The Cooperation Agreement stated
 5 O’Brien would fully cooperate with and assist in the U.S. Proceedings and, on March 31,
 6 Rippling would notify the Irish court that the Anton Piller order was no longer required
 7 because O’Brien had remedied his breach of the order. Justice Clarke Decl. ¶ 12;
 8 Cooperation Agreement (dkt. 102-16 Ex. 14) § F.

9 On April 2, two days after the Anton Piller application against O’Brien was
 10 resolved, Rippling added Deel, Alex Bouaziz, Mr. Mieli, and Asif Malik to the
 11 proceedings. *Id.* ¶13. Rippling subsequently filed a Statement of Claim focusing solely on
 12 these parties (“Ireland Defendants”) and their alleged involvement in O’Brien’s breach of
 13 the Anton Piller order after March 14, 2025. *Id.* ¶¶ 14–15; *see* Amended Irish Compl. at
 14 15 ¶¶ 62–68, at 16 ¶¶ 1–15.

15 **b. Scope of the Irish Proceedings**

16 The pleadings establish that Rippling’s claims in the Irish Proceedings against the
 17 Ireland Defendants only concern their alleged conduct after March 14.⁶ Amended Irish
 18 Compl. ¶ 16 (“The Plaintiffs’ claims against the Deel Defendants in these proceedings is
 19 confined to their unlawful conduct to frustrate the Order subsequent to the time on 14
 20 March 2025 when Deel learned that Rippling had discovered its wrongful conduct and to
 21 defamatory statements made by the Deel Defendants to that end.”). Facts alleged relating
 22 to events before March 14 are listed for the limited purpose of providing background
 23 evidence supporting Rippling’s claim that the Ireland Defendants made defamatory
 24 statements. *Id.* ¶¶ 19–24. The claims listed in the Amended Irish Complaint all relate to
 25

26 ⁶ The Irish Proceedings arise from the same core factual allegations and will require consideration
 27 of much of the same evidence and testimony as this case. The disputes are closely related, but the
 28 claims and parties differ, and the Irish Proceedings concern a distinct period—the events after
 March 14—whereas the U.S. Proceedings address conduct primarily before that date. For purposes
 of the FNC analysis, they are more appropriately characterized as related proceedings, not
 identical or dependent actions.

1 obstruction of justice, defamation, and damages arising from conduct after March 14. *Id.*
2 ¶¶ 59–68, at 16 ¶¶ 1–15. No trade secrets claims are asserted in the Irish Proceedings. *Id.*
3 Notably, Rippling’s claims in the Irish Proceedings “can only succeed if and to the extent
4 that the Court becomes satisfied that the wrongdoing alleged to have occurred after March
5 14 is established and amounts to actionable wrong or wrongs.” Justice Clarke Decl. ¶ 17.

6 **II. DISCUSSION**

7 First, the Court addresses the order in which the issues should be decided. Second,
8 it turns to the Individual Defendants’ motions to dismiss for lack of personal jurisdiction.
9 Third, the Court evaluates the Defendants’ motions to dismiss for FNC. Fourth, it
10 determines whether the Court’s alternative service order was invalid, such that the claims
11 should be dismissed for improper service of process. Fifth, the Court addresses
12 Defendants’ 12(b)(6) motions to dismiss for failure to state a claim. And last, the Court
13 analyzes Deel’s special motion to strike and motion for attorneys’ fees.

14 **A. Order of Issues**

15 The Defendants all move to dismiss on FNC grounds, asserting that Ireland is the
16 more appropriate forum. *See* Deel FNC MTD; Bouaziz MTD; Westgarth MTD. They
17 argue the Court should address FNC before the other pending motions, describing this as a
18 “textbook case for immediate forum non conveniens dismissal.” Deel FNC MTD at 5
19 (quoting Sinochem Int’l Co. v. Malaysia Int’l Shipping Corp., 549 U.S. 422 (2007)); *see*
20 Bouaziz MTD at 3; Westgarth MTD at 3.

21 Under Sinochem, a court may dismiss on FNC grounds without first resolving
22 jurisdictional issues because FNC is a non-merits basis for dismissal, and “jurisdiction is
23 vital only if the court proposes to issue a judgment on the merits.” Sinochem, 549 U.S. at
24 431–32. However, that approach is appropriate only when the FNC determination does
25 not depend on disputed jurisdictional facts. *Id.* at 435. When facts central to personal
26 jurisdiction are disputed, a court should not assume their truth for purposes of resolving
27 FNC without first analyzing them under a personal jurisdiction framework. *Id.* (“[W]here
28 subject-matter or personal jurisdiction is difficult to determine, and forum non conveniens

1 considerations weigh heavily in favor of dismissal, the court properly takes the less
2 burdensome course.”)

3 Here, Defendants dispute the location of the alleged wrongful conduct, contending
4 that the relevant acts occurred in Ireland, where O’Brien accessed Rippling’s databases,
5 rather than in San Francisco, where Rippling alleges the harm was felt at its headquarters.
6 Deel FNC MTD at 11; Bouaziz MTD at 6; Westgarth MTD at 3. The Individual
7 Defendants also challenge personal jurisdiction, asserting they lack the requisite forum
8 contacts, while Rippling argues that they purposefully directed their conduct in the alleged
9 espionage scheme at California. Bouaziz MTD at 15–20; Westgarth MTD at 5–9; see Deel
10 FNC MTD at 11. These disputes over the Defendants’ forum contacts and the alleged
11 wrongdoings are jurisdictional in nature and overlap with the FNC analysis.

12 Because these overlapping facts must be resolved to determine whether dismissal is
13 appropriate, the Court, under the guidance from Sinochem, first decides the personal
14 jurisdiction motions to resolve the factual disputes. Sinochem, 549 U.S. at 432. It is only
15 after those issues are resolved that the Court considers dismissal on FNC grounds.

16 **B. Personal Jurisdiction**

17 Rippling argues that the Individual Defendants are subject to jurisdiction in
18 California for three reasons: (1) specific jurisdiction under purposeful direction of tortious
19 conduct at the forum; (2) jurisdiction under Federal Rule of Civil Procedure 4(k)(2); (3)
20 personal jurisdiction under the RICO statute, 18 U.S.C. § 1965(b). Opp’n Indv. Def.’s
21 MTD at 6–16. The Court concludes that the Individual Defendants are subject to specific
22 jurisdiction and does not reach the remaining bases for jurisdiction.

23 **1. Specific Jurisdiction**

24 Under Rule 12(b)(2) of the Federal Rules of Civil Procedure, a defendant may move
25 to dismiss for lack of personal jurisdiction. It is the plaintiff’s burden to establish the
26 court’s personal jurisdiction over a defendant. Cabbage v. Merchant, 744 F.2d 665, 667
27 (9th Cir. 1984). The court may consider evidence presented in affidavits or order
28 discovery on jurisdictional issues. Data Disc, Inc. v. Sys. Tech. Assoc.’s, Inc., 557 F.2d

1 1280, 1285 (1977). “When a district court acts on a defendant’s motion to dismiss under
2 Rule 12(b)(2) without holding an evidentiary hearing, the plaintiff need make only a prima
3 facie showing of jurisdictional facts to withstand the motion to dismiss.” Ballard v.
4 Savage, 65 F.3d 1495, 1498 (9th Cir. 1995) (internal citations omitted). In this context, a
5 prima facie showing is established if the plaintiff has produced admissible evidence which,
6 if believed, would be sufficient to establish the existence of personal jurisdiction.

7 Rippling does not contend the Individual Defendants are subject to general
8 jurisdiction. Accordingly, the Court only retains jurisdiction if the Individual Defendants
9 are subject to specific jurisdiction in California. Specific jurisdiction depends on the
10 relationship between “the defendant, the forum, and the litigation.” Walden v. Fiore, 571
11 U.S. 277, 284 (2014) (quoting Keeton v. Hustler Mag., Inc., 465 U.S. 770, 775 (1984)).
12 “Although a nonresident defendant’s physical presence within the territorial jurisdiction of
13 the court is not required,” such a defendant must still have “minimum contacts” with the
14 forum state, “such that the suit does not offend traditional notions of fair play and
15 substantial justice.” Id. at 283 (citation omitted). As a framework for applying these
16 principles, the Ninth Circuit has “established a three-prong test for analyzing a claim of
17 specific personal jurisdiction.” Schwarzenegger, 374 F.3d at 802. In particular:

- 18 (1) The non-resident defendant must purposefully direct his activities or
19 consummate some transaction with the forum or resident thereof; or perform some
20 act by which he purposefully avails himself of the privilege of conducting activities
21 in the forum, thereby invoking the benefits and protections of its laws;
- 22 (2) the claim must be one which arises out of or relates to the defendant’s forum-
23 related activities; and
- 24 (3) the exercise of jurisdiction must comport with fair play and substantial justice,
25 i.e., it must be reasonable.

26 Id. (citation omitted).

27 The Court finds that the Individual Defendants are subject to specific personal
28 jurisdiction, since all elements of the Schwarzenegger test are met.

ii. Express Aim

1 The express aiming inquiry centers on whether the defendant specifically targeted
2 the forum state. See Morrill v. Scott Fin. Corp., 873 F.3d 1136, 1143 (9th Cir. 2017). The
3 defendant’s forum contacts “must be the defendant’s own choice and not ‘random,
4 isolated, or fortuitous.’” Ford Motor Co., 592 U.S. at 359, 141 (quoting Keeton v. Hustler
5 Magazine, Inc., 465 U.S. 770, 774 (1984)). Accordingly, express aiming requires
6 “something more” than a “foreign act with foreseeable effects in the forum state.”
7 Washington Shoe v. A-Z Sporting Goods, Inc., 704 F.3d 668, 675 (9th Cir. 2012),
8 abrogated on other grounds by Axiom Foods, Inc. v. Acerchem Int’l, Inc., 874 F.3d 1064
9 (9th Cir. 2017).

10 Moreover, a court’s analysis “must focus on the defendant’s contacts with the
11 forum state, not the defendant’s contacts with the resident of the forum.” Picot v. Weston,
12 780 F.3d 1206, 1214 (9th Cir. 2015). A defendant does not purposefully direct its
13 activities at the forum state when the only link to the forum is the unilateral activity of the
14 plaintiff or a third party. See Walden, 571 U.S. at 284–85. Accordingly, “mere injury to a
15 forum resident is not a sufficient connection to the forum” because an injury is
16 “jurisdictionally relevant only insofar as it shows that the defendant has formed a contact
17 with the forum State.” Id. at 290. The proper question is “whether the defendant’s
18 conduct connects him to the forum in a meaningful way,” not where the plaintiff felt the
19 injury. Id.

20 The First Amended Complaint alleges a coordinated scheme in which the Individual
21 Defendants collectively directed O’Brien to access Rippling’s internal databases and steal
22 trade secrets, thereby interfering with Rippling’s customer relationships and gaining an
23 advantage in product development and market competition. FAC ¶¶ 4–6. Rippling
24 primarily develops and maintains its trade secrets, proprietary technology, customer
25 relationships, and strategic business information at Rippling’s headquarters in San
26 Francisco. Opp’n to Deel FNC Mot. (dkt. 102) at 3. The Individual Defendants are
27 alleged to have played a role in planning, facilitating, and benefitting from the acquisition
28

1 of this information to help Deel compete with Rippling in the California marketplace. Id.
2 at 9.

3 Notably, O’Brien was directed to obtain and share information about 31 Rippling
4 customers located in California, a majority of whom were located in San Francisco.
5 O’Brien Decl. ¶¶ 3–6; Nardinelli Decl. (dkt. 128-9) ¶¶ 13–43. The identity of these
6 customers constituted valuable trade secrets and the Individual Defendants’ alleged
7 misappropriation of this information caused Rippling to lose business in San Francisco.
8 FAC ¶ 107; O’Brien Decl. ¶¶ 3–6; Opp’n Individual Def.’s MTD at 9. As Deel is a direct
9 competitor of Rippling, acquiring this information benefited Deel and its executives by
10 giving them an advantage in the California marketplace. FAC ¶¶ 45, 47.

11 The Individual Defendants argue Rippling alleges no forum contacts other than
12 O’Brien’s conduct, all of which occurred in Ireland, and that a defendant cannot be said to
13 purposefully direct activities at the forum when the only connection to the forum arises
14 through the actions of a third party. Westgarth MTD at 6–7; Bouaziz MTD at 16–17.
15 While the Individual Defendants are correct in principle, Rippling alleges specific conduct
16 by each Individual Defendant that furthered the alleged conspiracy. These acts establish
17 express aiming because they show a California-specific focus: the use of trade secrets to
18 interfere with Rippling’s California-based customers. Rather than basing the forum
19 contacts solely on the conduct of O’Brien, Rippling alleges actions by each Individual
20 Defendant relating to these customers, establishing their personal connection to California.
21 For example, Rippling alleges Alex directed O’Brien’s search for these customers, Phillippe
22 coordinated the payment for this information, and Westgarth used this information to
23 poach customers and employees. FAC ¶ 6. These actions were allegedly in furtherance of
24 helping Deel compete with Rippling in California. Opp’n Individual Def.’s MTD at 9;
25 Nardinelli Decl. ¶¶ 13–43.

26 Case law is in accord. In Enertrode, Inc. v. Gen. Capacitor Co. Ltd., the court found
27 express aiming where defendants, knowing the company’s principal place of business was
28 in California, allegedly downloaded and copied the company’s trade secrets, used them in

1 direct competition, and disclosed the information to third parties. No. 16-cv-02458-HSG,
2 2016 WL 7475611, at *4 (N.D. Cal. Dec. 29, 2016). Similarly, in Mee Indus. Inc. v.
3 Adamson, the court found express aiming where a former employee of a California-based
4 company remotely downloaded trade secrets from the plaintiff’s California-based
5 computer network for a competitor’s benefit. 2018 WL 6136813, at *4 (C.D. Cal. July 27,
6 2018). The court emphasized that even though the defendant was not located in California
7 when he allegedly stole the trade secrets, “physical presence in the forum is not a
8 prerequisite to jurisdiction.” Id. (quoting Walden, 571 U.S. at 285). It was the defendant’s
9 act of accessing a California-based computer network and the use of that information to
10 compete against the plaintiff that established conduct aimed at California. Id. In both
11 cases, the courts emphasized the defendants’ intentional decision to exploit California-
12 based networks or compete directly in California markets, satisfying the requirement that
13 the defendants’ own actions create the forum contact.

14 Rippling’s allegations are on all fours with this rationale. While O’Brien accessed
15 information from Ireland and the Individual Defendants’ physical acts occurred abroad, the
16 Individual Defendants directed their conduct toward California. Opp’n Individual Def.’s
17 MTD at 9. The Individual Defendants targeted Rippling and its California customers
18 because they “knew their misconduct would injure Rippling at its principal place of
19 business.” Id. at 8–9.

20 There are sufficient facts to support the allegations that the Individual Defendants
21 knew Rippling would likely suffer harm at its headquarters in San Francisco; that each
22 Individual Defendant took actions to direct and facilitate the theft of confidential
23 information that was developed and used in San Francisco; and that the Individual
24 Defendants used this information to interfere with Rippling’s California-based customers.
25 Therefore, the Court finds that Rippling has sufficiently demonstrated that each of the
26 Individual Defendants expressly aimed their conduct at California.

27 **iii. Foreseeable Harm**

28 The third part of the purposeful direction test is whether the defendants knew their

1 intentional act would cause harm in the forum. See Schwarzenegger, 374 F.3d at 803. The
2 focus of the inquiry “is not the magnitude of the harm, but rather its foreseeability.”
3 Lindora, LLC v. Isagenix Int’l, LLC, 198 F.Supp.3d 1127, 1141 (S.D. Cal. 2016). For
4 jurisdictional purposes, a corporation incurs economic loss in the forum of its principal
5 place of business. See CollegeSource, Inc. v. AcademyOne, Inc., 653 F.3d 1066, 1079
6 (9th Cir. 2011). “If a jurisdictionally sufficient amount of harm is suffered in the forum
7 state, it does not matter that even more harm might have been suffered in another state.”
8 Yahoo! Inc. v. La Ligue Contre Le Racisme Et L’Antisemitisme, 433 F.3d 1199, 1207 (9th
9 Cir. 2006).

10 Here, Rippling alleges Defendants carried out a corporate espionage scheme to
11 obtain confidential trade secrets, thereby unfairly competing with Rippling and causing
12 damage to Rippling’s relationships with customers and employees in California. See FAC
13 ¶¶ 187-88. Accordingly, it is foreseeable that the impact of the harm would also be felt at
14 its headquarters in California. Id. ¶ 13. Therefore, Rippling has made a sufficient showing
15 of foreseeable harm.

16 **b. Arises Out of or Relates To**

17 Claims “arise out of” the defendant’s contacts with the forum state when there is a
18 causal connection between the contacts and the claims. See Bristol-Myers Squibb Co. v.
19 Super. Ct. of Cal., San Francisco Cnty., 582 U.S. 255, 255 (2017). Claims that do not
20 “arise out of” the defendant’s contacts may nonetheless “relate to” those contacts. Ford
21 Motor Co. v. Mont. Eighth Jud. Dist. Ct., 592 U.S. 351, 362 (2021). “The ‘arises out of or
22 relates to’ standard requires a connection, relationship, or nexus between the plaintiff’s
23 claims and the defendant’s contacts with the forum.” X Corp. v. Center for Countering
24 Digital Hate Ltd., 724 F. Supp.3d 921, 943 (N.D. Cal. March 25, 2024) (quoting Bluestar
25 Genomics v. Song, No. 21-CV-04507-JST, 2024 WL 54701, at *7 (N.D. Cal. Jan 4,
26 2024)). Further, the connection to the forum state must be “analyzed with regard to the
27 defendant’s contacts with the forum itself, not with persons residing there.” See Walden,
28 571 U.S. at 277.

1 The Individual Defendants argue Rippling’s claims arise out of conduct that
 2 occurred abroad, emphasizing that O’Brien’s conduct “from Ireland” did not take place in
 3 California. Bouaziz MTD at 17–18. They rely on X Corp., where sharing login
 4 credentials between two European actors did not satisfy the “arises out of or relates to”
 5 requirement because the only link to the forum was the plaintiff’s location in the forum
 6 state. 724 F.Supp.3d at 934; Bouaziz MTD at 17–18. But X Corp. is distinguishable.
 7 There, the foreign conduct had no connection to California operations or markets when the
 8 alleged conduct occurred. X Corp., 724 F. Supp.3d at 943. Whereas here, Rippling
 9 alleges that the Individual Defendants sought to obtain trade secrets in California
 10 specifically to target California customers, employees, and their competing market in the
 11 state. See FAC ¶¶ 187-88.

12 Because Rippling’s claims against the Individual Defendants derive from the above
 13 conduct, the claims necessarily arise out of the Individual Defendants’ forum-related
 14 activities.

15 c. Reasonableness of Exercising Jurisdiction

16 Lastly, the Individual Defendants bear the burden of showing the exercise of
 17 jurisdiction would be unreasonable. See Ayla, 11 F.4th at 983. To carry this burden, the
 18 Individual Defendants must “present a ‘compelling case’ that the exercise of jurisdiction
 19 would be unreasonable and therefore violate due process.” See id. at 983–84 (citing
 20 Boschetto, 539 F.3d at 1016) (internal citations omitted). Courts use seven factors to
 21 evaluate whether jurisdiction would be reasonable:

22 [i] the extent of the [defendant’s] purposeful interjection into
 23 the forum state; [ii] the burden on the defendant of defending
 24 in the forum; [iii] the extent of conflict with the sovereignty of
 25 the defendant’s state; [iv] the forum state’s interest in
 26 adjudicating the dispute; [v] the most efficient judicial
 27 resolution of the controversy; [vi] the importance of the forum
 28 to the plaintiff’s interest in convenient and effective relief; and
 [vii] the existence of an alternative forum.

26 Paccar Intern., Inc. v. Commercial Bank of Kuwait, S.A.K., 757 F.2d 1058, 1065
 27 (9th Cir. 1985).

28 iv. The Extent of Purposeful Interjection

1 Under the “purposeful interjection” factor, courts examine the extent and
 2 significance of the defendant’s contacts in the forum state. See Harris Rutsky & Co. Ins.
 3 Servs., Inc. v. Bell & Clements Ltd., 328 F.3d 1122, 1132 (9th Cir. 2003). This factor
 4 weighs in favor of a defendant when the defendant’s contacts are attenuated. See id. The
 5 Individual Defendants argue Deel’s involvement in the forum state—specifically, its
 6 principal place of business as San Francisco—cannot be imputed to them merely because
 7 they are corporate officers. Bouaziz MTD at 18 (citing Corwin v. Swanson, No. 10-CV-
 8 769-PSG, 2010 WL 11598013, at *5 (C.D. Cal. Apr. 27, 2010)). While that is correct as a
 9 general principle, as explained above, Rippling alleges individualized conduct by the
 10 Individual Defendants that connects them to California, independent of Deel’s
 11 headquarters.

12 Because purposeful interjection evaluates the strength of the same contacts that
 13 satisfied the express aim prong, and because those contacts were directly targeted at
 14 California, this factor weighs in favor of jurisdiction.

15 **v. Burden on the Defendant**

16 Next, the Court considers the burden on the defendant of litigating in the forum
 17 state. Courts have recognized that foreign defendants face a “unique [burden]” when they
 18 must defend themselves “in a foreign legal system” that should be given “significant
 19 weight in assessing the reasonableness of stretching the long arm of personal jurisdiction
 20 over national borders.” Shields v. Federation of Internationale de Natation, 419 F.Supp.3d
 21 1188, 1211 (N.D. Cal. 2019) (citing Asahi Metal Indus. Co., Ltd. v. Sup. Ct. of Cal., 480
 22 U.S. 102, 114 (1987)). However, this factor does not tip the scales because “modern
 23 advances in communications and transportation have significantly reduced the burden of
 24 litigating in another forum.” Freestream Aircraft (Bermuda) Ltd. v. Aero Law Grp., 905
 25 F.3d 597, 608 (9th Cir. 2018) (quoting Sinatra v. Nat’l Enquirer, Inc. 854 F.2d 1191, 1199
 26 (9th Cir. 1988)).

27 The Individual Defendants argue that litigating in California would impose a
 28 substantial burden, citing travel distance, time differences, and the availability of Ireland as

1 an adequate alternative forum. Bouaziz MTD at 18–19; Westgarth MTD at 8. However,
2 the availability of Ireland is a FNC consideration and does not alter the personal
3 jurisdiction analysis. Nonetheless, the Individual Defendants do not reside in Ireland and
4 litigating there would also require long-distance travel and time-zone changes.

5 Although litigation in California is inconvenient for the Individual Defendants,
6 these burdens do not outweigh the contacts underlying Rippling’s claims. See Asahi, 480
7 U.S. at 114 (“When minimum contacts have been established, often the interests of the
8 plaintiff and the forum in the exercise of jurisdiction will justify even the serious burdens
9 placed on the [foreign] defendant.”). Considering the mitigating effect of modern
10 transportation and technology, this factor weighs in favor of the Individual Defendants,
11 albeit only slightly.

12 **vi. Conflict with Sovereignty of Foreign States**

13 Next, the Court assesses whether asserting personal jurisdiction would conflict with
14 the sovereignty of the Individual Defendants’ foreign states. See X Corp., 724 F.Supp.3d
15 at 921. Because Rippling’s claims arise under United States and California law, the
16 resolution of these claims is unlikely to undermine the sovereignty of Israel and the UAE.
17 Ayla, LLC v. Alya Skin Pty. Ltd., 11 F.4th 972, 984 (9th Cir. 2021) (holding Australian
18 sovereignty was unlikely to be undermined where Plaintiff sought enforcement of its rights
19 under United States trademark law and California unfair competition law); Sinatra, 854
20 F.2d at 1200 (because the foreign defendant served and benefited from the United States
21 market, the “sovereignty considerations weigh less heavily than if no United States-based
22 relationships were established.”). Therefore, this factor also favors exercising jurisdiction.

23 **vii. Forum State’s Interest**

24 “The forum state has a substantial interest in adjudicating the dispute of one of its
25 residents who alleged injury due to the tortious conduct of another.” CE Distrib., LLC v.
26 New Sensor Corp., 380 F.3d 1107, 1112 (9th Cir. 2004). The Individual Defendants argue
27 that California has little, if any, interest in resolving a dispute involving foreign parties
28 because the alleged misconduct occurred in Ireland. Westgarth MTD at 8–9; Bouaziz

1 MTD at 19. Here, Rippling, not its Irish subsidiary, brings the underlying claims against
2 the Individual Defendants. If the allegations are taken as true, and the Individual
3 Defendants facilitated the theft of California-based trade secrets to compete with a
4 California company for California customers, then California has a strong interest in
5 adjudicating the dispute. FAC ¶ 13; X Corp., 724 F.Supp.3d at 945. This factor supports
6 jurisdiction.

7 **viii. Most Efficient Judicial Resolution**

8 The Individual Defendants argue “it would be more efficient to resolve the case in
9 the ongoing Irish proceedings that Plaintiff initiated, which . . . center on the same subject
10 matter and facts.” Westgarth MTD at 8–9. But the most efficient judicial resolution
11 analysis is primarily based on the location of evidence and witnesses. Freestream, 905
12 F.3d at 609 (internal quotations omitted). Notably, this factor is “no longer weighed
13 heavily given the modern advances in communication and transportation.” Harris Rutsky,
14 328 F.3d at 1133 (quoting Panavision Int’l v. Toeppen, 141 F.3d 1316, 1323 (9th Cir.
15 1998)).

16 The primary witness to this action is Keith O’Brien and, while he is located in
17 Ireland, has agreed in a sworn declaration to testify in the United States. O’Brien Decl.
18 (dkt. 102-16) § 1.3(d). The physical evidence is largely made up of electronic evidence,
19 which has been forensically imaged for ease of access. Vanessa Wu Decl. (dkt 48-4) ¶ 25.
20 Rippling intends to call witnesses who reside in California and Seattle including Rippling
21 employees who developed the trade secrets, the security team that identified O’Brien as the
22 spy, and the executives who will explain the harm to Rippling. Opp’n Individual Def.’s
23 MTD at 18–19. The Individual Defendants argue that many witnesses reside in Ireland,
24 focusing on witnesses who will testify about O’Brien’s state of mind during and following
25 the alleged espionage scheme. Bouaziz MTD at 7; Westgarth MTD at 3. These witnesses
26 include O’Brien’s friends and family, as well as collateral witnesses who may testify that
27 Rippling coerced O’Brien to testify by financing him and intimidating him to the point of a
28 mental breakdown. Bouaziz MTD at 7; Deel FNC MTD at 2–3. The Defendants admit,

1 however, that this evidence is also available through emails, phone records, and other
 2 exhibits. Deel FNC MTD at 2. While the admissibility of this physical evidence may
 3 implicate issues of hearsay under the Federal Rules of Evidence, and live witness
 4 testimony is preferred, evidence of O'Brien's state of mind can be provided by O'Brien's
 5 own testimony.

6 Because the majority of witnesses testifying about central issues are in or near
 7 California, and most of the physical evidence is available electronically, at this preliminary
 8 stage, the Court finds that this factor weighs in favor of jurisdiction, as well.

9 **ix. Plaintiff's Interest**

10 The Ninth Circuit gives little weight to a plaintiff's interest in the forum. See, e.g.,
 11 Freestream, 905 F.3d at 609. Although this factor weighs in favor of Rippling, the focus in
 12 asserting specific jurisdiction is on "the defendant, the forum, and the litigation" so it
 13 should not sway the analysis in any significant way. Walden, 571 U.S. at 284 (quoting
 14 Keeton, 465 U.S. at 775).

15 **x. Existence of an Alternative Forum**

16 "[W]hether another reasonable forum exists becomes an issue only when the forum
 17 state is shown to be unreasonable." Ayla, 11 F.4th at 984 (quoting CollegeSource, Inc.,
 18 653 F.3d at 1066) (cleaned up). As discussed above, the Individual Defendants have not
 19 shown that California would be an unreasonable forum. Accordingly, any further analysis
 20 regarding Ireland as an alternative forum is reserved for the parties' FNC arguments.

21 On balance, the factors tip towards jurisdiction, and the Court finds that California
 22 is a reasonable forum. Therefore, Rippling has made a sufficient showing that the Court
 23 has specific jurisdiction over the Individual Defendants.

24 The Court **DENIES** the Individual Defendants' motions to dismiss for lack of
 25 personal jurisdiction.

26 **C. Forum Non-Conveniens**

27 A party moving to dismiss based on FNC bears the burden of showing (1) there is
 28 an adequate alternative forum, and (2) the balance of private and public interest factors

1 favors dismissal. See Lueck v. Sundstrand Corp., 236 F.3d 1137, 1142–43 (9th Cir. 2001).
2 A domestic plaintiff’s forum choice is entitled to considerable deference. Ravelo
3 Monegro v. Rosa, 211 F.3d 509, 513 (9th Cir. 2000) (citing Piper Aircraft Co. v. Reyno,
4 454 U.S. 235, 256 (1981)).

5 The threshold to overcome a plaintiff’s chosen forum is high. The choice will not
6 be disturbed unless the private and public interest factors strongly favor trial in the foreign
7 country. See Gates Learjet Corp. v. Jensen, 743 F.2d 1325, 1334 (9th Cir. 1984). “[T]he
8 standard to be applied is whether . . . defendants have made a clear showing of facts which
9 . . . establish such oppression and vexation of a defendant as to be out of proportion to
10 plaintiff’s convenience, which may be shown to be slight or nonexistent.” Cheng v.
11 Boeing Co., 708 F.2d 1406, 1410 (9th Cir. 1983) (internal quotation marks and citation
12 omitted).

13 “The doctrine of forum non conveniens is a drastic exercise of the court’s ‘inherent
14 power’ because, unlike a mere transfer of venue, it results in the dismissal of a plaintiff’s
15 case.” Carijano v. Occidental Petroleum Corp., 643 F. 3d 1216, 1224 (9th Cir. 2011).
16 Because dismissal denies the plaintiff access to a domestic forum, the Ninth Circuit has
17 emphasized that FNC is “an exceptional tool to be employed sparingly, and not a doctrine
18 that compels plaintiffs to choose the optimal forum for their claim.” Id. (quoting Dole, 303
19 F.3d at 1118 (9th Cir. 2002) (internal quotations omitted). The doctrine’s application,
20 therefore, must be limited to more compelling circumstances, and courts should not
21 dismiss cases merely because they involve foreign parties or events. Id. As the Ninth
22 Circuit explained, “[j]uries routinely address subjects that are totally foreign to them,
23 ranging from the foreign language of patent disputes to cases involving foreign companies,
24 foreign cultures and foreign languages.” Tuazon v. R.J. Reynolds Tobacco Co., 433 F.3d
25 1163, 1181–82 (9th Cir. 2006).

26 1. Adequacy of the Alternative Forum

27 “The defendant bears the burden of proving the existence of an adequate alternative
28 forum.” Lueck, 236 F.3d at 1143 (quoting Cheng v. Boeing Co., 708 F.2d 1406, 1411 (9th

1 Cir.1983)). This ordinarily requires that the defendant is “amenable to service of process
2 in the foreign forum” and that plaintiff may receive a remedy in that forum. Id. at 1143–
3 45.

4 **a. Amenable to Process**

5 Deel: Deel has already shown it is amenable to service of process in Ireland. It was
6 served, and then consented to jurisdiction, in the Irish Proceedings. O’Malley Decl. (dkt.
7 88-1) ¶ 8. “[V]oluntary submission to service of process suffices to meet the first
8 requirement for establishing an adequate alternative forum.” Carijano, 643 F. 3d at 1225
9 (internal quotations omitted).

10 Individual Defendants: The Individual Defendants have also shown they are
11 amenable to service in Ireland. Rippling disagrees. It argues that because Alex Bouaziz is
12 contesting jurisdiction in the Irish proceedings, this undermines Defendants’ assertion that
13 Ireland is an adequate alternative forum. Opp’n to Deel FNC MTD at 7–8. Further,
14 Rippling argues that Philippe Bouaziz and Dan Westgarth are not named in the Irish
15 proceedings, have no connection to Ireland, and there “is no suggestion that either Bouaziz
16 or Westgarth ‘could be compelled to appear in a court there.’” Id. Rippling cites Dole for
17 the proposition that a non-resident defendant who contests personal jurisdiction cannot be
18 compelled to appear in a foreign court. Id. at 8 (citing 303 F.3d at 1118). But Dole is
19 distinguishable. In Dole, only one defendant agreed to submit to personal jurisdiction in
20 the foreign forum, and the defendant who did not consent could not be compelled to
21 appear. 303 F.3d at 1118.

22 Here, in contrast, all Individual Defendants have submitted sworn declarations
23 agreeing to appear in Ireland for this case if the FNC motion is granted. A. Bouaziz Decl.
24 ¶ 10; P. Bouaziz Decl. ¶ 10; Westgarth Decl. ¶ 8. Courts routinely find that voluntary
25 submission to jurisdiction in an alternative forum means defendants are amenable to
26 service of process there for purposes of FNC. See, e.g., Lueck, 236 F.3d at 1143 (foreign
27 forum was available where all defendants agreed to submit to jurisdiction there).
28 Accordingly, the Court finds that the Individual Defendants have demonstrated that they

1 are amenable to service process in Ireland.

2 **b. Satisfactory Remedy**

3 The next issue is whether Ireland provides “some remedy” for the wrong suffered
4 by Rippling. Carijano, 643 F.3d at 1225–26. A foreign country is not inadequate merely
5 because its laws differ from American law or “offer the plaintiff a lesser remedy than he
6 could expect to receive in the United States.” Lueck, 236 F.3d at 1145. “[T]ypically, a
7 forum will be inadequate only where the remedy provided is ‘so clearly inadequate or
8 unsatisfactory, that it is no remedy at all.’” Carijano, 643 F.3d at 1226 (quoting Tuazon,
9 433 F.3d at 1178).

10 Here, Rippling does not contest that Ireland offers a satisfactory remedy for the
11 underlying claims. See Rippling Opp’n Deel FNC Mot. at 7–8; Rippling Opp’n Individual
12 Def.’s MTD at 16. Moreover, Irish courts provide civil causes of action for tort damages
13 similar to those available in the United States. See Flynn v. National Asset Management
14 Agency, 42 F.Supp.3d 527, 537 (S.D.N.Y. 2014). Although Ireland lacks a direct
15 equivalent to RICO, Irish law recognizes claims addressing fraud and misappropriation of
16 trade secrets and allows recovery of damages under the European Union Trade Secrets
17 Directive. Id.; Peter Bredin Decl. (dkt. 48-1) ¶ 22–23. Courts have consistently held that
18 similar Irish causes of action constitute adequate substitutes for civil RICO and related tort
19 claims. See, e.g., Flynn, 42 F.Supp.3d at 537 (holding Ireland was an adequate forum even
20 though it lacked an identical analogue to civil RICO); Transunion Corp. v. PepsiCo. Inc.,
21 811 F.2d 127, 129 (2d Cir. 1987) (holding that the foreign forum was adequate where
22 plaintiffs could not bring a RICO civil claim or obtain treble damages); Princeton Football
23 Partners LLC, v. Football Ass’n of Ireland, 2012 WL 2995199, at *5 (D.N.J. July 23,
24 2012) (holding that Irish fraud and tort claims were an adequate substitute to provide
25 redress for plaintiff’s civil RICO claims). Irish law also provides remedies for tortious
26 interference with contracts, breach of fiduciary duty, and the other related claims. See,
27 e.g., In re Banco Santander, 732 F.Supp.2d 1305, 1333 (S.D. Fla. 2010) (Ireland provided
28 a remedy for common law claims of breach of fiduciary duty, gross negligence, and unjust

1 enrichment); In re Herald, Primeo, & Thema Securities Litigation, 2011 WL 5928952, at
2 *14 (S.D.N.Y. Nov. 29, 2011).

3 Because Ireland provides Rippling with a remedy for each of its claims and all the
4 Defendants are amenable to service of process in Ireland, the Court finds that Ireland is an
5 adequate alternative forum.

6 2. Deference to Rippling's Choice of Forum

7 "When a domestic plaintiff initiates litigation in its home forum, it is presumptively
8 convenient." Carijano, 643 F.3d at 1227. This presumption is "strong" and may be
9 overcome only "when the private and public interest factors clearly point towards trial in
10 the alternative forum." Piper, 454 U.S. at 255. The degree of deference depends on
11 whether the chosen forum has a genuine connection to the dispute rather than the plaintiff
12 selecting the forum for tactical advantages. Iragorri v. United Techs. Corp., 274 F.3d 65,
13 72–73 (2d. Cir. 2001). Courts have recognized that little deference is accorded to
14 situations where "plaintiff's choice of forum is the result of forum shopping." Williams,
15 157 F.Supp.2d at 1106.

16 Rippling is a U.S. corporation and alleges that it suffered injury primarily at its
17 principal place of business in San Francisco. FAC ¶¶ 13, 187-88. Its choice of a U.S.
18 forum is therefore presumptively convenient. Carijano, 643 F.3d at 1227. Rippling also
19 identifies several witnesses in the United States, and notes that Deel maintains a U.S.
20 headquarters. Opp'n FNC MTD at 6. These facts establish a substantial connection
21 between the forum and the alleged wrongdoing and support that Rippling selected this
22 forum for reasons of convenience. See Iragorri, 274 F.3d at 72–73 (reduced deference
23 where plaintiffs lacked meaningful U.S. ties); Vivendi SA v. T-Mobile USA Inc., 586,
24 F.3d 689, 690 (9th Cir. 2009) (little deference where a French plaintiff sued European
25 defendants over conduct occurring largely in Europe).

26 Defendants rely on Flynn, but that case is distinguishable. 42 F.Supp.3d at 537.
27 There, the plaintiffs' strongest ties were to Ireland, several plaintiffs were domiciled in
28 Ireland, and related litigation had already been initiated in Ireland. Id. Those facts

1 supported an inference that the plaintiffs selected a U.S. forum for tactical reasons. Id.
2 Here, although the Individual Defendants reside outside the United States and Rippling
3 sought emergency relief in Ireland, Rippling’s connection to this forum is substantial as a
4 U.S. corporation alleging injury in the U.S. and identifying relevant witnesses in the
5 country.

6 Defendants further argue that Rippling’s selection of a U.S. forum should be given
7 little weight because it is motivated by forum shopping to obtain the benefits of civil RICO
8 and treble damages. Deel FNC MTD at 4–5; Bouaziz MTD at 10. The record does not
9 support Defendants’ conclusion. As explained, Rippling’s connection to this forum is
10 substantial: it is headquartered here, alleges injury here, and identifies relevant witnesses
11 here. Moreover, Rippling’s related action in Ireland does not undermine its reliance on
12 this forum. Additionally, Rippling initiated the Irish Proceedings to secure emergency
13 relief concerning evidence located there, and they involve different claims based on
14 different factual timelines. FAC ¶ 131; Anton Piller Mot. ¶ 13–14. The circumstances do
15 not show that Rippling viewed Ireland as a more convenient forum for the underlying
16 dispute; rather, the Irish Proceedings were responsive to immediate events and addressed a
17 harm (the obstruction of the Anton Piller order) distinctly felt in Ireland. Id.

18 The Court finds that Rippling’s choice of forum is entitled to meaningful deference.
19 While that deference is not dispositive, it weighs against dismissal absent a strong showing
20 that the balance of private and public interest factors favors litigation elsewhere.

21 3. Private Interest Factors

22 The private interest factors include:

- 23 (1) the residence of the parties and witnesses;
- 24 (2) the forum’s convenience to the litigants;
- 25 (3) access to physical evidence and other sources of proof;
- 26 (4) whether unwilling witnesses can be compelled to testify;
- 27 (5) the cost of bringing witnesses to trial;
- 28 (6) the enforceability of the judgment; and

1 (7) all other practical problems that make trial of a case easy, expeditious and
2 inexpensive.

3 Lueck, 236 F.3d at 1145 (citations and internal quotation marks omitted). As explained
4 below, the private interest factors weigh against dismissal of Rippling’s claims.

5 **a. Residence of the Parties and Witnesses and Forum**
6 **Convenience**

7 The Court’s focus “should not rest on the number of witnesses or quantity of
8 evidence in each locale” but instead on “the materiality and importance of the anticipated
9 evidence and witness’ testimony and then determine their accessibility and convenience to
10 the forum.” Lueck, 236 F.3d at 1146 (quoting Gates Learjet Corp. v. Jensen, 743 F.2d
11 1325, 1335–36 (9th Cir. 1984)) (internal quotations omitted).

12 The first private interest factor is the residence of the parties and witnesses. Here,
13 three out of five of the parties live internationally but, notably, none live in Ireland. FAC
14 ¶¶ 17–19. The parties are scattered globally, neither Ireland nor the United States is
15 naturally convenient for everyone, so this factor looks at which forum imposes less of an
16 aggregate burden. See generally Lueck, 236 F.3d at 1146. The Individual Defendants do
17 not reside in California: Alex Bouaziz lives in Israel, and Philippe Bouaziz and Dan
18 Westgarth live in the UAE. FAC ¶¶ 17–19. Rippling is headquartered in San Francisco
19 and Deel’s registered headquarters are also in the city. FAC ¶¶ 13, 18. However, Deel
20 asserts its address is merely a mailing address; it does not run its company operations out
21 of California, maintain any documents there, and is actively changing the address to
22 another state. Deel FNC MTD at 11. Deel executives assert that Deel does not have any
23 physical presence in California, and its key executives and decision-making personnel do
24 not reside or work in San Francisco or California. Shuo Wang Decl. (dkt. 48-2) ¶¶ 6–8.
25 However, in California, a “corporate defendant’s state of incorporation and principal place
26 of business is presumptively a convenient forum.” Morris v. AGFA Corp., 144
27 Cal.App.4th 1452, 1465 (2006). This presumption of convenience may be overcome by
28 “evidence that the alternative jurisdiction is a more convenient place for trial of the

1 action.” Id. (internal citation omitted). As discussed, Deel has significant connections to
2 the forum state, including maintaining a San Francisco address for its regulatory and legal
3 filings. At this stage, the Court finds it reasonable to conclude that Deel is a resident of
4 San Francisco.

5 The primary witness, Keith O’Brien, is located in Ireland but agreed in a sworn
6 declaration to testify in the United States. O’Brien Decl. (dkt. 102-16) § 1.3(d).
7 And Defendants plan to call witnesses who will testify about O’Brien’s mental health to
8 demonstrate that Rippling allegedly coerced his testimony. Deel FNC MTD at 2–3.
9 Rippling intends to call witnesses who reside in California and Seattle, including Rippling
10 employees who developed the trade secrets, the security team that identified O’Brien as the
11 spy, and the executives who will explain the harm to Rippling. Opp’n Individual Def.’s
12 MTD at 18–19.

13 The second private interest factor is the forum’s convenience to the litigants. As
14 discussed, while Rippling and Deel are headquartered in San Francisco, the Individual
15 Defendants live abroad. However, courts often consider the burden of litigating in another
16 forum “significantly reduced” because of modern advances in transportation. Freestream
17 Aircraft (Bermuda) Ltd. v. Aero Law Grp., 905 F.3d 597, 608 (9th Cir. 2018).

18 In sum, neither forum is clearly convenient, however, given that three of the five
19 litigants and the primary witness do not reside in this forum, the first two factors weigh
20 slightly in favor of dismissal.

21 **b. Evidentiary Considerations**

22 The third private interest factor is the ease of access to evidence. The Defendants
23 assert that the key physical evidence is located in Ireland: O’Brien’s mobile phone and
24 computer, his iCloud account, and Rippling’s Irish subsidiary’s office system. Deel FNC
25 MTD at 10. But as Rippling notes, O’Brien’s mobile phone was destroyed, a computer
26 can easily be transported, and the electronic evidence has been forensically imaged and is
27 available electronically. Opp’n Deel FNC MTD at 12–13; Vanessa Wu Decl. ¶ 25.

28 Deel further argues that obtaining electronic records from Deel or Rippling’s Irish

1 entities for use in this Court could present challenges due to European and Irish data
2 protection regulations. Deel FNC MTD at 11. But as the Ninth Circuit has recognized,
3 evidence in the possession of the parties themselves “can be brought to court, no matter the
4 forum.” Lueck, 236 F.3d at 1146. Deel notes that Lueck observed that foreign documents
5 and witnesses “are not so easily summoned to the United States,” but the issue there was
6 about evidence outside the parties’ control. Id.; Deel FNC MTD at 4. Here, by contrast,
7 the relevant materials are primarily in the parties’ or their affiliates’ possession and do not
8 present the same obstacles. Deel’s Irish subsidiary follows a privacy compliance
9 framework that permits it to transfer data to its U.S. parent. See Deel Privacy Framework
10 (dkt. 102-23) at 1 (showing EU-U.S. data privacy framework certification). On the other
11 end, Rippling stores its information on U.S. servers, so there are no compliance obstacles.
12 Opp’n Deel FNC MTD at 13; FAC ¶ 67. Most evidence is purportedly electronically
13 stored and accessible online, so the difficulty of obtaining it in either forum is minimal.

14 As discussed above, the Defendants plan to call witnesses who will testify about
15 O’Brien’s mental health to demonstrate that Rippling allegedly coerced his testimony.
16 Deel FNC MTD at 2–3. However, this evidence is also available through O’Brien’s
17 testimony. Deel FNC MTD at 2. On the other side, Rippling’s California and
18 Washington-based witnesses plan to testify about their firsthand account of the underlying
19 events and the harm Rippling allegedly suffered. Opp’n Individual Def.’s MTD at 18–19.
20 At this preliminary stage, it appears that the U.S.-based witnesses and O’Brien, who has
21 agreed to testify here, plan to provide testimony about the substantive underlying facts,
22 which is more material than the testimony of Ireland-based witnesses testifying about
23 O’Brien’s state of mind. Deel FNC MTD at 2. Accordingly, the Court finds that this
24 factor weighs against dismissal.

25 The fourth private interest factor is whether unwilling witnesses can be compelled
26 to testify. The Ninth Circuit emphasized that this factor is not about whether there are
27 witnesses “beyond the reach of the compulsory process, but whether it has been alleged or
28 shown that witnesses would be unwilling to testify.” Carijano, 643 F.3d at 1231 (holding

1 the defendant had not shown nor represented any witness unwilling to testify where it
2 merely listed witnesses outside of its control to call to testify).

3 Defendants argue that the outcome of the claims turns on O’Brien’s credibility and
4 that his mental state is “central to this action.” Deel Reply MTD (dkt. 113) at 3–5.
5 Because he is accused of lying, Deel argues, there is no reason to think he would
6 voluntarily travel to this forum to testify. *Id.* Additionally, Defendants assert that
7 O’Brien’s wife, whom they plan to call to testify as to O’Brien’s state of mind, is an
8 unwilling witness. Deel FNC MTD at 7. But O’Brien has already signed an agreement to
9 testify in the United States and does not qualify as an “unwilling witness” who would need
10 to be compelled to testify. At this stage, Defendants have not provided facts—beyond
11 speculation—demonstrating that any of the Irish witnesses, including O’Brien and his
12 wife, are unwilling to testify. Deel FNC MTD at 8–12; Bouaziz MTD at 7; Westgarth
13 MTD at 3–4. As Defendants fail to show any witness is unwilling to testify, this factor
14 weighs against dismissal.

15 The fifth private interest factor is the cost of bringing witnesses to trial. Rippling
16 asserts that it plans to pay O’Brien’s travel costs if the trial occurs in San Francisco.
17 Opp’n Deel FNC MTD at 13. As discussed, most of the material witnesses are located in
18 or near California, and the cost of traveling to San Francisco would be less than traveling
19 to Ireland. However, the Individual Defendants and several other witnesses will be
20 required to travel, presumably at a significant cost. On balance, because Rippling assumes
21 the cost of the primary international witness, several witnesses are in California, but other
22 witnesses are located abroad, this factor is neutral

23 c. Enforceability of the Judgment

24 The sixth private interest factor considers the enforceability of the judgement
25 against Defendants. “California generally enforces foreign judgments, as long as they are
26 issued by impartial tribunals that have afforded the litigants due process.” *Carijano*, 643
27 F.3d at 1231–32. Deel asserts that it “can satisfy any judgment with its Irish assets, and if
28 those are insufficient, will agree to satisfy any judgment awarded.” Deel FNC MTD at 13.

1 Rippling responds that, because the Individual Defendants are not parties to the ongoing
2 Irish Proceedings and “have not committed to satisfying an Irish judgment,” they could
3 resist enforcing the judgment. Opp’n Individual Def.’s MTD at 20.

4 Neither argument address the central inquiry: whether a judgment issued by Ireland
5 is enforceable against Defendants. Rippling offers no evidence that an Irish judgment
6 would be unenforceable or that Ireland lacks adequate mechanisms for enforcement
7 against the Individual Defendants if they are joined. Adding the Individual Defendants to
8 the Irish Proceedings is Rippling’s choice, not a barrier to enforcement. On this record,
9 there is no showing that an Irish judgment could not be enforced, and this factor weighs in
10 favor of dismissal.

11 **d. Other Practical Problems**

12 The last private interest factor considers all other practical problems that make the
13 trial of a case easy, expeditious, and inexpensive. Rippling asserts that the underlying
14 claims involve misconduct that is allegedly criminal in nature and “should the U.S.
15 Attorney’s Office pursue charges here against the Conspiring Executives, there will be
16 additional convenience to litigating both the civil and criminal cases in the United States.”
17 Opp’n Individual Def.’s MTD at 20–21. This argument lacks any credible facts suggesting
18 that it is likely to happen; for now, it is pure speculation.

19 Additionally, Defendants argue that the Irish Proceedings surround the same
20 overarching conspiracy and that the existence of a parallel action in a foreign forum
21 “weighs heavily in favor of dismissal.” Deel FNC MTD at 12–13; Bouaziz MTD at 8–10.
22 The Amended Irish Complaint, however, distinguishes the scope of the two actions: “As
23 appears from the complaint in the U.S. Proceedings, [Rippling]’s claims against Deel in
24 the U.S. Proceedings are confined to Deel’s conduct prior to the time on 14 March 2025
25 when Deel learned that Rippling had discovered its wrongful conduct including civil
26 racketeering and misappropriation of trade secrets.” Amended Irish Compl. ¶ 15.

27 There is substantial overlap in the underlying facts, relevant evidence, and
28 witnesses in both actions, which lends some support to Defendants’ argument that it would

1 be more efficient to litigate in a single forum. But the cases involve different claims,
2 distinct time periods, and separate legal interests. On this record, the existence of the Irish
3 Proceedings does not meaningfully tip the private interest factors in either direction.

4 The Court finds that the private interest factors weigh slightly against dismissal.
5 The first and second factors, concerning the residence and convenience of the parties and
6 witnesses, favor dismissal. However, the third factor, the ease of access to sources of
7 proof, weighs against dismissal and is more significant because it focuses on the location
8 and materiality of key evidence and witnesses. Defendants do not identify any unwilling
9 witnesses, and the cost of bringing witnesses to trial is neutral. The enforceability of the
10 judgment factor favors dismissal, while the seventh factor, addressing other practical
11 problems, is neutral. On balance, the private interest factors weigh slightly against
12 dismissal.

13 **4. Public Interest Factors**

14 The public interest factors include:

- 15 (1) the local interest of the lawsuit;
- 16 (2) the court's familiarity with governing law;
- 17 (3) the burden on local courts and juries;
- 18 (4) congestion in the court; and
- 19 (5) the costs of resolving a dispute unrelated to this forum.

20 Lueck, 236 F.3d at 1147 (citations omitted).

21 **a. Local Interest**

22 The first public interest factor is the local interest in hearing the dispute. It focuses
23 on whether “the forum in which the lawsuit was filed has its own identifiable interest in the
24 litigation which can justify proceeding in spite of these burdens.” Carijano, 643 F.3d at
25 1232. California has such an interest here. As discussed, California has a significant
26 interest in adjudicating this dispute because Rippling, a California resident, alleges that it
27 suffered injury at its principal place of business in California. See Dole Food Co., 303
28 F.3d at 1119 (finding a California interest in protecting California-based corporation where

1 the core claims alleged fraud and breach of fiduciary duty against Dole U.S.). Moreover,
2 Deel is a corporate citizen of California, and California has a “significant interest in
3 providing a forum for those harmed by the actions of its corporate citizens.” Carijano, 643
4 F.3d at 1232. While the Individual Defendants are not California citizens, they directed
5 their conduct at a California entity and caused local harm here. See FAC ¶¶ 13, 187–88.
6 Because California has a meaningful interest in adjudicating claims involving injury to a
7 resident corporation, and that interest applies to all defendants, the local interest factor
8 weighs against dismissal.

9 **b. Judicial Considerations**

10 “The remaining factors all relate to the effects of hearing the case on the respective
11 judicial systems.” Carijano, 643 F.3d at 1234.

12 The second public interest factor is the effect of the governing law. Here, the
13 claims are brought under federal law and California law, which the Court is familiar with.
14 FAC ¶¶ 170–220. This factor weighs against dismissal.

15 The third public interest factor considers the burden on local courts and juries.
16 Defendants cite Van Schijndel for the proposition that trying this case would impose an
17 unfair burden on local jurors. Deel FNC MTD at 15. But there, the court made that
18 observation where there was no meaningful connection to the forum. Van Schijndel, 434
19 F.Supp.2d at 782. But here, California does have a concrete interest in the dispute, so local
20 courts and jurors are not unfairly burdened beyond the congestion already present in the
21 courts. Furthermore, courts generally recognize a burden on jurors where specific
22 circumstances—such as language barriers or other factors that complicate the presentation
23 of evidence—would make the case unusually difficult to try. See Fabian v. LeMahieu,
24 2020 WL 3402800, at *13 (June 19, 2020) (burden on local courts and juries considered
25 evidence that had to be translated from Italian into English). Because no specific
26 circumstances suggest a burden on the court and jurors, this factor weighs against
27 dismissal.

28 The fourth public interest factor considers the congestion in the courts. This factor

1 compares which forum—this Court or the alternative one—would result in a speedier trial.
2 Summa Resource Holdings LLC v. Carbon Energy Ltd., No. 15-cv-05334-THE, 2015 WL
3 2593868, at *7 (N.D. Cal. May 5, 2016). As the Defendants note, the “Northern District is
4 one of the busiest courts in the nation.” Deel FNC MTD at 13. Comparatively, in the Irish
5 Commercial Court in 2022 and 2023, 195 of the 232 cases admitted during that period
6 were resolved. Id. (quoting Peter Bredin Decl. ¶ 34). Consequently, it is more likely that
7 Ireland would be a speedier forum, and this factor weighs in favor of dismissal.

8 The fifth public interest factor looks at the costs of resolving a dispute unrelated to
9 this forum. As explained, California has a significant interest in hearing this litigation and
10 the dispute is related to this forum. As a forum-related dispute, this factor weighs against
11 dismissal.

12 Because only one factor weighs in Defendants’ favor, the Court finds that the public
13 interest factors weigh against dismissal.

14 **5. Weighing the Factors**

15 Viewing the factors together, dismissal on FNC grounds is not warranted.
16 Rippling’s choice of forum is entitled to meaningful deference, and Defendants have not
17 carried their burden to show that the balance of factors “strongly favors” trial in the
18 alternative forum. Piper, 454 U.S. at 255. The private interest factors weigh slightly
19 against dismissal and the public interest factors do so overwhelmingly.

20 Considering the deference entitled to Rippling’s choice of forum, the Court
21 **DENIES** Defendants’ motions to dismiss for FNC.

22 **D. Individual Defendants’ Challenge to the Alternative Service Order**

23 The Individual Defendants move to dismiss under Rule 12(b)(5) because they argue
24 this Court’s alternative service order under Rule 4(f)(3) was predicated on factual
25 misrepresentations, and that alternative service is unwarranted when these errors are
26 remedied. Bouaziz MTD at 11–13; Westgarth MTD 10–11. The Court reaffirms the
27 alternative service order because the facts and circumstances Rippling submitted support a
28 finding that the alternative service order was warranted under the Court’s discretionary

1 authority. See Rio Props., Inc. v. Rio Intern. Interlink, 284 F.3d 1007, 1016 (9th Cir.
2 2002). Therefore, service of process was sufficient, and the Court **DENIES** the Individual
3 Defendants’ motion to dismiss under Rule 12(b)(5).

4 **1. Procedural and Factual Background**

5 Rippling filed a motion requesting to serve the summons and related papers on the
6 Individual Defendants through Deel’s registered agent and via the email addresses of the
7 Individual Defendants. Alternative Service Mot. (dkt. 68) at 4. This Court granted
8 Rippling’s motion and ordered that Rippling effect initial service on the Individual
9 Defendants by serving Deel’s registered agent and by serving the Individual Defendants at
10 their email addresses. Alternative Service Order (dkt. 70) at 2. That same day, Rippling
11 effected service in accordance with the Court’s order. See Certificate of Service (dkt. 98).

12 **2. Legal Standard**

13 Under Federal Rule of Civil Procedure 12(b)(5), a party may move to dismiss for
14 insufficient service of process. Fed. R. Civ. Proc. 12(b)(5). A motion to dismiss under
15 12(b)(5) “is a challenge to the mode or method of service of the summons and complaint.”
16 McZeal v. Solon House, LLC, No. 23-cv-00297-KAW, 2023 WL 5002209 at *1 (N.D.
17 Cal. Aug. 4, 2023).

18 Service of an individual in a foreign country is governed by Rule 4(f). Juicero, Inc.
19 v. Itaste Co., No. 17-cv-1921-BLF, 2017 WL 3996196, at *2 (N.D. Cal. June 5, 2017).
20 “Under Rule 4(f)(3), courts can order service through a variety of methods, ‘including
21 publication, ordinary mail, mail to the defendant’s last known address, delivery to the
22 defendant’s attorney, telex, and most recently, email,’ provided that there is no
23 international agreement directly to the contrary.” Juicero, 2017 WL 3996196, at *2
24 (quoting Rio Props., 284 F.3d at 1016). “[T]he method of service crafted by the district
25 court ‘must be reasonably calculated, under all the circumstances, to apprise interested
26 parties of the pendency of the action and afford them an opportunity to present their
27 objections.’” Rio Props., 284 F.3d at 1016–17 (quoting Mullane v. Cent. Hanover Bank &
28 Tr. Co., 339 U.S. 306, 314 (1950)).

1 that the court must dismiss an action where the plaintiff complied with the court order
2 governing service and the defendant has actual notice of the suit. See Javier v. Kaiser
3 Foundation Health Plan Inc., No. 20-cv-00725-JD, 2020 WL 5630020, at *1 (“Defects in
4 service are generally excused when the defendant has actual notice of the suit and is not
5 prejudiced by the defects, and the plaintiff has a justification for failing to effect proper
6 service.”)

7 The Individual Defendants rely on In re Levander, 180 F.3d 1114 (9th Cir. 1999), to
8 argue “the Court is within its discretion to dismiss the case for insufficient service of
9 process” because of Rippling’s purported deception. Westgarth Reply at 12–13; see
10 Bouaziz Mot. at 13. But Levander does not support dismissal under Rule 12(b)(5). There,
11 the Ninth Circuit held that when a judgment or order is “obtained through fraud on the
12 court,” a federal court may exercise its inherent power to amend or vacate that judgment.
13 Levander, 180 F.3d at 1119 (holding that a bankruptcy court may use its inherent power
14 and California Code of Civil Procedure § 187 to amend a judgment to add a judgment-
15 debtor based on fraud on the court). These concerns are addressed by seeking to amend or
16 vacate the prior order through a motion for relief under Rule 60(b)(3), not by dismissing
17 the underlying claims under Rule 12(b)(5). See Levander, 180 F.3d at 1119.

18 Nonetheless, the alleged misrepresentation is that the Individual Defendants were
19 not evading service because Rippling knew of their addresses before filing its motion for
20 alternative service. Bouaziz MTD at 11. The Ninth Circuit describes “fraud on the court”
21 as “an unconscionable plan or scheme which is designed to improperly influence the court
22 in its decision.” Abatti v. C.I.R., 859 F.2d 115, 118 (9th Cir. 1988) (quoting Toscano v.
23 Commissioner, 441 F.2d 930, 934 (9th Cir. 1971) (Byrne J. dissenting)).

24 In its motion, Rippling alleged facts that demonstrated the Individual Defendants
25 were evading service including: (1) Deel did not respond to Rippling’s request to identify
26 the Individual Defendants’ counsel or provide their contact information; (2) an attempt to
27 serve Alex Bouaziz at his disclosed Paris address was unsuccessful after a family member
28 stated he was in Dubai; and (3) contrary to Deel’s recent SEC filings, the Individual

1 Defendants now reside in in Israel and Dubai. Alternative Service Mot. at 2. The
2 Individual Defendants argue the prior service attempts on Alex Bouaziz in Paris are related
3 to the Irish Proceedings and the SEC filing addresses are irrelevant because Rippling knew
4 of their current addresses before filing its motion for alternative service. Bouaziz Mot. at
5 11–12; Westgarth Mot. at 11. But that information was properly considered, alongside
6 evidence Rippling was unsuccessful in contacting the Individual Defendants’ counsel, as
7 part of the overall factual record demonstrating the difficulty of effectuating personal
8 service. See Alternative Service Mot. (dkt. 68) at 6–8. The Court considered all the
9 information in the papers filed in connection with the motion and found good cause to
10 authorize alternative service. Alternative Service Order at 2. The Court finds that these
11 facts are insufficient to demonstrate “fraud on the court” because they reasonably show
12 Rippling encountered difficulties in serving the Individual Defendants.

13 **b. Compliance with International Agreements**

14 Second, the alternative service ordered was not prohibited by international
15 agreement and complied with the Hague Convention procedures. Alternative service
16 under Rule 4(f)(3) is “not an extraordinary form of relief” and all the Rule requires is that
17 service “must be (1) directed by the court; and (2) not prohibited by international
18 agreement. No other limitations are evident from the text.” Rio Props., 284 F.3d at 1014.
19 The Individual Defendants argue that Rippling sought to avoid the procedures required by
20 the Hague Convention because Israel, where Defendant Alex Bouaziz is located, is a
21 signatory. Bouaziz Mot. at 12.

22 Phillipe Bouaziz and Dan Westgarth purportedly reside in the United Arab Emirates
23 (“UAE”). Initial Disclosures (dkt. 68-3) at 2–3. The UAE is not a signatory to the Hague
24 Convention or any other international agreement with the United States regarding service
25 of process, and there are no international agreements prohibiting service by email to a
26 resident of the UAE. See Facebook, Inc. v. Trabi, No. 20-CV-07348-SK, 2021 WL
27 4942678, at *1 (N.D. Cal. May 3, 2021) (holding that alternative service by email in the
28 UAE is not prohibited by international agreement). Alex Bouaziz is purportedly a resident

1 of Israel, a signatory to the Hague Convention. Initial Disclosures at 2. However,
2 “numerous courts have authorized effective alternative service under Rule 4(f)(3) even
3 where the Hague Convention applies.” Gen. Star Indem. Co. v. First Am. Title Ins. Co. of
4 Napa, No. 20-cv-03210-TSH, 2020 WL 8614189, at *3. Notably, the court in Gen. Star
5 held that service through a defendant’s U.S.-based counsel and by the defendant’s email
6 was not prohibited by the Hague Convention. Id., at *3–4. The Court finds that the
7 alternative service order complied with international procedures because alternative
8 service by email is not prohibited in the UAE or Israel.

9 **c. Basis of Rule 4(f)(3) Order for Alternative Service**

10 Next, Rippling provided sufficient facts and circumstances justifying the Court to
11 order alternative service under Rule 4(f)(3). Nevertheless, the Individual Defendants
12 advance three arguments to explain why the Court did not have a basis to order alternative
13 service: (1) Rippling misrepresented to the Court that the Individual Defendants “fled” or
14 were “evading service;” (2) Rippling failed to attempt personal service, despite knowing
15 the Individual Defendants’ addresses; and (3) Rippling sought alternative service to
16 “manufacture personal jurisdiction” by claiming it served the Individual Defendants in the
17 United States through personal service on Deel’s authorized agent. Bouaziz MTD at 11–
18 12.

19 First, whether the Individual Defendants actually “fled” or were “evading service”
20 does not invalidate the basis of the alternative service order. Even without these
21 statements in Rippling’s motion, the facts and circumstances of the case permitted the
22 Court to use its discretion to authorize alternative service under Rule 4(f)(3). In its motion,
23 Rippling accurately asserted that because the Individual Defendants are “in locales half a
24 world away” and because no international agreement forecloses Rippling’s proposed
25 means of service, “that is reason enough for the Court to grant the motion.” Alternative
26 Service Mot. at 1.

27 Second, Rippling was not required to attempt personal service by other means
28 before requesting alternative service. Rule 4(f)(3) does not require a plaintiff to attempt

1 personal service simply because a defendant’s address is known. As the Ninth Circuit
2 explained, “Rule 4(f)(3) includes no qualifiers or limitations which indicate its availability
3 only after attempting service of process by other means.” Rio Props., 284 F.3d at 1015. A
4 plaintiff moving for alternative service under Rule 4(f)(3) “is not required to show that it
5 attempted service through the Hague Convention and did not succeed, or that [the
6 defendant] has evaded or is likely to evade personal service.” Gen. Star, 2020 WL
7 8614189, at *5.

8 Third, as explained above, this Court has specific personal jurisdiction over the
9 Individual Defendants. Therefore, service on Deel’s agent in the United States does not
10 need to be the basis to “manufacture personal jurisdiction” upon the Individual
11 Defendants.

12 The Court finds that the alternative service order was based on sufficient facts and
13 circumstances and ordered methods reasonably calculated to provide notice consistent with
14 Rule 4(f)(3). Alternative Service Order at 2. Because Rippling complied with the Court’s
15 alternative service order and the service was effective under Rule 4(f)(3), the Court denies
16 the Individual Defendants’ motion to dismiss for insufficient service of process under Rule
17 12(b)(5).

18 **E. Failure to State a Claim**

19 Deel argues there is a failure to state a claim for all of Rippling’s causes of action.
20 See Deel 12(b)(6) MTD. The Individual Defendants move to dismiss the RICO claims
21 against them. See Bouaziz MTD; Westgarth MTD. The Court **GRANTS** Deel’s motion
22 in part and **DENIES** the remainder, including the Individual Defendants’ motion.

23 **1. Legal Standard**

24 Under Rule 12(b)(6), a district court must dismiss a complaint if it fails to state a
25 claim upon which relief can be granted. To survive a Rule 12(b)(6) motion to dismiss, the
26 plaintiff must allege “enough facts to state a claim to relief that is plausible on its face.”
27 Bell Atl. Corp. v. Twombly, 550 U.S. 544, 570 (2007). A claim is facially plausible when
28 the plaintiff pleads facts that “allow the court to draw the reasonable inference that the

1 defendant is liable for the misconduct alleged.” Ashcroft v. Iqbal, 556 U.S. 662, 678
2 (2009) (internal citation omitted). And a court must construe the alleged facts in the light
3 most favorable to the plaintiff. See Retail Prop. Trust v. United Bhd. of Carpenters &
4 Joiners of Am., 768 F.3d 938, 945 (9th Cir. 2014) (providing the court must “draw all
5 reasonable inferences in favor of the nonmoving party” for a Rule 12(b)(6) motion).
6 Courts, however, are not “required to accept as true allegations that are merely conclusory,
7 unwarranted deductions of fact, or unreasonable inferences.” Khoja v. Orexigen
8 Therapeutics, Inc., 899 F.3d 988, 1008 (9th Cir. 2018) (internal citation omitted).

9 In addition, a plausible RICO claim must satisfy Rule 9(b)’s heightened pleading
10 standard and a variety of specific pleading allegations under the statute with respect to the
11 alleged enterprise, predicate acts, injury, and causation. See Edwards v. Marin Park, Inc.,
12 356 F.3d 1058, 1065–66 (9th Cir. 2004) (“Rule 9(b)’s requirement that ‘in all averments of
13 fraud or mistake, the circumstances constituting fraud or mistake shall be stated with
14 particularity’ applies to civil RICO fraud claims.” (cleaned up)).

15 2. Discussion

16 a. RICO, 18 U.S.C. § 1962

17 To state a claim under Section 1962(c), a plaintiff must allege: “(1) conduct (2) of
18 an enterprise (3) through a pattern (4) of racketeering activity.” Odom v. Microsoft Corp.,
19 486 F.3d 541, 547 (9th Cir. 2007) (en banc). “In addition, the plaintiff only has standing
20 if, and can only recover to the extent that, he has been injured in his business or property
21 by the conduct constituting the violation.” Sedima, S.P.R.L. v. Imrex Co., Inc., 473 U.S.
22 479, 496 (1985) (citing 18 U.S.C. § 1962(c)).

23 Deel:

24 Deel first takes aim at Rippling’s alleged injury and asserts that it is insufficient,
25 arguing that Rippling fails to even allege that it was proximately caused by the predicate
26 racketeering acts. See Deel 12(b)(6) MTD at 5–6. But that is not true. Rippling identifies
27 at least two prospective customers that purportedly chose Deel instead due to stolen trade
28 secrets. FAC ¶ 85. That is sufficient at this stage.

1 Deel then challenges the sufficiency of allegations that there was a RICO enterprise,
2 as well as a pattern of racketeering. Deel 12(b)(6) MTD at 7–9. The test for an associated-
3 in-fact enterprise does not have “a high threshold for pleading.” Hamana v. Kholi, 2011
4 WL 5077614, at *2 (S.D. Cal. Oct. 25, 2011). Rippling sufficiently alleges that there was
5 a coordinated enterprise including more than just Deel and its employees that had a
6 common purpose among members to enrich themselves through racketeering conduct. For
7 example, Rippling alleges that a member of the enterprise, LiquiFi, misappropriated trade
8 secrets with Alex Bouaziz’s participation. See FAC ¶ 33.

9 Rippling also demonstrates a pattern of racketeering. A “pattern” of racketeering
10 activity requires at least two acts of racketeering activity, occurring within a 10-year
11 period. 18 U.S.C. § 1961(5). Rippling plausibly asserts three predicate acts: obstruction of
12 justice, wire fraud, and theft of trade secrets. On obstruction, Rippling sufficiently alleges
13 conduct that, while mostly relating to the Irish Proceedings, also impacts the current
14 litigation. See FAC ¶¶ 130–56; see also Pugin v. Garland, 599 U.S. 600, 608 (2023)
15 (noting that Section 1503 and many other federal obstruction offenses “proscribe
16 obstruction when an investigation or proceeding is not pending”). And despite Deel’s
17 argument to the contrary, it is of no consequence that the allegations of wire fraud are not
18 directed at Deel specifically. See Odom v. Microsoft Corp., 486 F.3d 541, 552 (9th Cir.
19 2007) (not every member has to be involved in each predicate act). And as discussed
20 below, the Court determines that Rippling has at least plausibly stated a claim for
21 misappropriation of trade secrets.

22 Deel also takes issue with the continuity of the enterprise. Deel 12(b)(6) MTD at 9.
23 But Rippling has adequately pleaded both open- and closed-ended continuity. Rippling
24 has alleged a potential threat of continued criminal activity (open-ended continuity) by
25 pointing to other victims of the purported enterprise. See FAC ¶¶ 33–35; see also Ticor
26 Title Ins. Co. v. Florida, 937 F.2d 447, 449 (9th Cir. 1991) (open-ended community can be
27 established by an ongoing scheme, multiple victims, or the risk of continuing illegal
28 activity). Rippling also alleges closed-ended continuity by showing that the enterprise

1 lasted at least a year. See FAC ¶¶ 43, 49, 134; Grimmett v. Brown, 75 F.3d 506, 512 (9th
2 Cir. 1996) (“[C]ontinuity cannot usually be proven unless the scheme has been in existence
3 for at least one year.”).

4 Bouaziz Defendants:

5 The Bouazizes argue that Rippling’s RICO claim fails since Rippling is unable to
6 show that it applies extraterritorially for any of the predicate acts. Bouaziz MTD at 21.

7 For wire fraud, they argue that Rippling’s allegations regarding Slack queries to
8 Rippling’s U.S. servers and payments through the U.S. banking system are not domestic
9 wires that make the alleged conduct the focus of the wire fraud statute. Id. at 22. But
10 Rippling adequately alleges that the Slack queries were used to receive trade secrets from
11 Rippling’s U.S. servers and databases. FAC ¶ 176. And the Bouazizes’ citation to
12 Daramola v. Oracle America, Inc. to show server access is insufficient for
13 extraterritoriality is inapposite, since the case had nothing to do with wire fraud. 92 F.4th
14 833 (9th Cir. 2024). The “focus of the wire fraud statute [for extraterritoriality] is the use
15 of wires in furtherance of a scheme to defraud.” United States v. Hussain, 972 F.3d 1138,
16 1143 (9th Cir. 2020). And Rippling has demonstrated a sufficient domestic nexus for these
17 queries. Moreover, Rippling also alleges that the Bouazizes bribed O’Brien by transferring
18 money “through the United States banking system.” FAC ¶ 176. That, too, is enough.

19 The Bouazizes also challenge the trade secrets predicate by arguing they did not
20 commit an act in furtherance of the trade secret offense in the U.S. Bouaziz MTD at 23;
21 18 U.S.C.A. § 1837(2) (expressly permitting extraterritorial application if “an act in
22 furtherance of the offense was committed in the United States”). But the relevant
23 provision “does not require the defendant to have committed such act.” vPersonalize Inc.
24 v. Magnetize Consultants Ltd., 437 F. Supp. 3d 860, 878 (W.D. Wash. 2020) (emphasis in
25 original). As explained, Rippling already alleges that Deel used Rippling’s trade secrets to
26 target its customers and prospects.

27 The argument regarding obstruction similarly fails. The Bouazizes raise the same
28 argument as Deel—that the alleged obstruction was related to the Irish Proceedings.

1 Bouaziz MTD at 23. And it fails for the same reasons the Court identified.

2 The Bouazizes again track Deel’s argument regarding a proximate RICO injury.
3 See id. at 23–25. But Rippling sufficiently alleges that at least two prospective customers
4 were lost due to the theft of trade secrets. FAC ¶ 85. The Bouazizes fare no better than
5 Deel.

6 **b. Conspiracy to Violate RICO**

7 Deel and the Bouaziz Defendants:

8 Both Deel and the Bouazizes rest their argument against conspiracy on their
9 perceived failure for Rippling to allege a substantive RICO violation. Deel 12(b)(6) MTD
10 at 9; Bouaziz MTD at 26. As the Court has covered, Rippling has successfully alleged a
11 substantive RICO violation. Deel makes the additional argument that Rippling fails to
12 allege a conspiracy “to commit a RICO violation itself.” Deel 12(b)(6) MTD at 9–10. Not
13 so. Rippling alleges that Defendants “violated 18 U.S.C. § 1962(d) by conspiring and
14 agreeing to violate 18 U.S.C. § 1962(c) . . . by knowingly agreeing to adopt the goal of
15 further facilitating the operation of the aforementioned enterprise through a pattern of
16 racketeering.” FAC ¶ 187. “Allegations that the defendants knowingly agreed to facilitate
17 a scheme which includes the operation or management of a RICO enterprise are sufficient
18 to state a claim under Section 1962(d).” Smith v. Levine Leichtman Cap. Partners, Inc.,
19 723 F. Supp. 2d 1205, 1216 (N.D. Cal. 2010).

20 Westgarth:

21 Westgarth mainly contends that Rippling does not sufficiently plead that he agreed
22 to be part of the conspiracy and that he knew the nature and scope of the enterprise.
23 Westgarth MTD at 11–13. He concedes that there are at least seven allegations that
24 implicate his purported involvement, but argues that they do not demonstrate that he
25 committed or agreed to commit multiple predicate acts. Id. at 12–13. But the allegation
26 that Westgarth’s wife, who is not employed by Deel, sent \$6,000 to O’Brien raises the
27 inference that Westgarth was aware of the promise to pay O’Brien €5,000 per month for
28 his espionage and did so surreptitiously through his wife’s account. See FAC ¶¶ 60, 64.

1 That would support Rippling’s allegations that Westgarth agreed to commit wire fraud.
 2 Similarly, Rippling alleges that Westgarth “worked to erase all digital traces of contact
 3 with O’Brien,” which Rippling claims is obstruction of justice. FAC ¶ 142. As to
 4 Westgarth’s knowledge, a “co-conspirator need not know of the existence or identity of
 5 other members of the conspiracy or the full extent of the conspiracy.” In re High-Tech
 6 Emp. Antitrust Litig., 856 F. Supp. 2d 1103, 1118 (N.D. Cal. 2012). Moreover, it is “clear
 7 that a defendant need not participate in all parts of the conspiracy in order to be a part of
 8 it.” United States v. Laykin, 886 F.2d 1534, 1540 n.8 (9th Cir. 1989).

9 Westgarth also briefly argues that Rippling has failed to allege a substantive RICO
 10 violation. Westgarth MTD at 14–15. For the reasons discussed above, for Deel and the
 11 Bouazizes, the Court disagrees.

12 **c. Misappropriation of Trade Secrets, 18 U.S.C. § 1836**

13 Deel seeks to dismiss Rippling’s trade secret claim based on its view that Rippling
 14 did not adequately take “reasonable measures to keep [Rippling’s] information secret.”
 15 Deel 12(b)(6) MTD at 12–13 (quoting 18 U.S.C. § 1839(3)(A)). But this is a fact question
 16 that “should be answered with evidence at the summary judgment or trial phase, not now.”
 17 Mastronardi Int’l Ltd. v. SunSelect Produce (California), Inc., 2019 WL 3996608, at *9
 18 (E.D. Cal. Aug. 23, 2019) (declining to resolve a question about reasonable measures on a
 19 motion to dismiss). Nevertheless, the Court notes that the complaint does include
 20 descriptions of measures that, when viewed holistically, could be deemed reasonable. See
 21 FAC ¶¶ 67 n.25, 192 (identifying restrictions for authorized users, activity logs, multi-
 22 factor authentication, biometrics, and confidentiality agreements).

23 **d. State Law Claims**

24 Deel argues that Rippling’s three state law claims are preempted by the California
 25 Uniform Trade Secrets Act (“CUTSA”). Deel 12(b)(6) MTD at 12–13. The Court agrees.
 26 CUTSA “preempt[s] claims based on the same nucleus of facts as trade secret
 27 misappropriation.” See K.C. Multimedia, Inc. v. Bank of America Tech. & Operations,
 28 Inc., 171 Cal. App. 4th 939, 962 (Cal. Ct. App. 2009). That is the case here. All three

1 state law claims are inextricably tied to the nucleus of facts of the trade secret theft
2 Rippling alleges. FAC ¶¶ 200–20. Accordingly, the claims are preempted.

3 **F. Motion to Strike and Motion for Attorneys’ Fees**

4 Deel also filed an anti-SLAPP motion to strike Rippling’s state law claims as well
5 as a motion for attorneys’ fees based on its pre-amendment anti-SLAPP motion. See Dkts.
6 90, 91. Deel argues that Rippling seeks to premise liability based on its protected activity
7 and free speech rights, requiring Rippling’s state law claims to be stricken. Dkt. 90 at 1.
8 For its fees motion, Deel asserts that it technically “prevailed” on its original anti-SLAPP
9 motion since Rippling removed its CUTSA claim in its amended complaint. Dkt. 91 at 1.
10 Although the Court has already dismissed Rippling’s state law claims, the Court briefly
11 addresses both motions.

12 Deel’s anti-SLAPP motion falls short at the gate. “[A] claim may be struck only if
13 the speech or petitioning activity itself is the wrong complained of, and not just evidence
14 of liability or a step leading to some different act for which liability is asserted.” Park v.
15 Bd. of Trs. of Cal. State Univ., 393 P.3d 905, 907 (Cal. 2017) (emphasis original). As
16 exhaustively discussed, Rippling’s claims are plainly based on corporate espionage and
17 trade secret theft, not Deel’s protected rights. And Deel’s fees motion fares no better
18 because fees are only warranted if Deel’s original anti-SLAPP motion (which has the same
19 fatal flaw) would have been successful. See Evans Hotels, LLC v. Unite Here! Loc. 30,
20 No. 23-55692, 2025 WL 17120, at *3 (9th Cir. Jan. 2, 2025) (“Where a plaintiff abandons
21 its claims after the defendant files an anti-SLAPP motion, the defendant is entitled to fees
22 and costs if it would have prevailed on the merits of its motion.”).

23 Accordingly, the Court **DENIES** Deel’s motion to strike and motion for attorneys’
24 fees.

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III. CONCLUSION

For the foregoing reasons, the Court **GRANTS** in part Deel’s motion to dismiss for a failure to state a claim and **DENIES** all other motions.

IT IS SO ORDERED.

Dated: February 23, 2026



CHARLES R. BREYER
United States District Judge

United States District Court
Northern District of California