

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

JOHN M. FLYNN, Individually and on Behalf of All  
Others Similarly Situated,

Plaintiff,

v.

SIENTRA, INC., HANI ZEINI, MATTHEW  
PIGEON, NICHOLAS SIMON, TIMOTHY  
HAINES, R. SCOTT GREER, KEVIN O'BOYLE,  
JEFFREY NUGENT, PIPER JAFFRAY & CO.,  
STIFEL, NICOLAUS & CO., INC., LEERINK  
PARTNERS LLC, and WILLIAM BLAIR & CO.,  
L.L.C.,

Defendants.

No. 2:15-cv-07548-SJO-RAO

**SUPERIOR COURT OF THE STATE OF CALIFORNIA  
COUNTY OF SAN MATEO**

OKLAHOMA POLICE PENSION & RETIREMENT  
SYSTEM, Individually and on Behalf of All Others  
Similarly Situated,

Plaintiff,

vs.

SIENTRA, INC., et al.,

Defendants.

Master File No. CIV 536013

CLASS ACTION

**PROOF OF CLAIM AND RELEASE**

**I. GENERAL INSTRUCTIONS**

1. To recover as a member of the Class based on your claims in the actions entitled *Flynn v. Sientra, Inc., et al.*, Case No. 2:15-cv-07548-SJO-RAO (C.D. Cal.) (the "Federal Action") and *Oklahoma Police Pension & Retirement System v. Sientra, Inc., et al.*, Master File No. CIV 536013 (California Superior Court, San Mateo County) (the "State Action," and collectively, the "Actions"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement of the Actions.

3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, **NO LATER THAN MAY 8, 2017**, ADDRESSED AS FOLLOWS:

*Sientra Shareholder Litigation*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 30252  
College Station, TX 77842-3252  
Online Submissions: [www.sientrashareholderlitigation.com](http://www.sientrashareholderlitigation.com)

If you are NOT a member of the Class (as defined in the Notice of Proposed Settlement of Class Actions ("Notice")) DO NOT submit a Proof of Claim.

4. If you are a member of the Class and you did not timely request exclusion in connection with the proposed Settlement, you are bound by the terms of any judgments entered in the Actions, including the releases provided therein, **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.**

## **II. CLAIMANT IDENTIFICATION**

1. If you purchased or otherwise acquired Sientra, Inc. (“Sientra” or the “Company”) common stock pursuant or traceable to the Registration Statement and Prospectus issued in connection with Sientra’s secondary offering in September 2015 and/or purchased or acquired Sientra common stock during the period May 14, 2015 through and including October 28, 2015 and held the certificate(s) in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or otherwise acquired Sientra common stock pursuant or traceable to Sientra’s secondary offering in September 2015 and/or during the period May 14, 2015 through and including October 28, 2015 and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser or acquirer and the third party is the record purchaser or acquirer.

2. Use Part I of this form entitled “Claimant Identification” to identify each purchaser or acquirer of record (“nominee”), if different from the beneficial purchaser or acquirer of the Sientra common stock which forms the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OF ACQUIRER(S) OF THE SIENTRA COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

3. All joint purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

## **III. CLAIM FORM**

1. Use Part II of this form entitled “Schedule of Transactions in Sientra Common Stock” to supply all required details of your transaction(s). If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to **all** of your purchases, acquisitions and sales of Sientra common stock which took place pursuant or traceable to Sientra’s secondary offering in September 2015, or which were purchased or acquired during the period May 14, 2015 through and including January 26, 2016, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to **all** of the shares of Sientra common stock you held at the close of trading on May 13, 2015, October 28, 2015 and January 26, 2016. Failure to report all such transactions may result in the rejection of your claim.

3. List each transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

4. The date of covering a “short sale” is deemed to be the date of purchase of Sientra common stock. The date of a “short sale” is deemed to be the date of sale of Sientra common stock.

5. Copies of broker confirmations or other documentation of your transactions in Sientra common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

**NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Proof of Claim whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at [edata@gilardi.com](mailto:edata@gilardi.com) to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

Official  
Office  
Use  
Only

UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
*Flynn v. Sientra, Inc., et al.*  
Case No. 2:15-cv-07548-SJO-RAO

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
COUNTY OF SAN MATEO  
*Oklahoma Police Pension & Retirement System v. Sientra, Inc., et al.*  
Master File No. CIV 536013

Must Be  
Postmarked (if  
Mailed) or Received  
(if Submitted  
Online) No Later  
Than May 8, 2017

SEF



**PROOF OF CLAIM AND RELEASE**

Please Type or Print in the Boxes Below  
Do NOT use Red Ink, Pencil, or Staples

**PART I: CLAIMANT IDENTIFICATION**

Last Name  M.I.  First Name

Last Name (Co-Beneficial Owner)  M.I.  First Name (Co-Beneficial Owner)

IRA  Joint Tenancy  Employee  Individual  Other \_\_\_\_\_  
Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA (specify)

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)

Last Four Digits of Social Security Number  or Taxpayer Identification Number

Telephone Number (Primary Daytime)  Telephone Number (Alternate)

Email Address

**MAILING INFORMATION**

Address

Address

City  State  Zip Code

Foreign Province  Foreign Postal Code  Foreign Country Name/Abbreviation

FOR CLAIMS PROCESSING ONLY | OB  | CB  |  ATP  BE  FL  OP  KE  DR  ME  RE  ICI  EM  ND  SH | MM / DD / YYYY | FOR CLAIMS PROCESSING ONLY





#### IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Central District of California and the Superior Court of the State of California, County of San Mateo, with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Actions. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases, acquisitions or sales of Sientra common stock which are subject to the litigation and know of no other person having done so on my (our) behalf.

#### V. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge from the Released Claims each and all of the "Released Persons," defined as (i) Defendants, (ii) any entity in which Defendants have a controlling interest or which is related to or affiliated with Defendants, (iii) the respective families, associates and affiliates of any of the Persons named in (i) and (ii) of this paragraph, and (iv) each and all of the respective past or present officers, directors, agents, employees, attorneys, advisors, auditors, accountants, insurers, co-insurers and reinsurers, current and future heirs, executors, trustees, general or limited partners or partnerships, limited liability companies, personal or legal representatives, estates, administrators, predecessors, successors and assigns of any of the Persons or entities named in (i), (ii) and (iii) of this paragraph, whether or not any such Released Persons were named, served with process or appeared in the Actions.

2. "Released Claims" shall collectively mean any and all claims, debts, demands, disputes, rights, causes of action, suits, damages, or liabilities of any kind, nature, and character whatsoever (including, but not limited to, any claims for damages, interest, attorneys' fees, expert or consulting fees, and any and all other costs, expert or consulting fees, and any and all other costs, expenses or liabilities whatsoever), whether under federal, state, local, statutory, common law, foreign law, or any other law, rule or regulation, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, including Unknown Claims (defined below), whether or not concealed or hidden that have been or could have been or in the future could be asserted in any forum by Plaintiffs or any Class Member, or any Person claiming through or on behalf of them, against any of the Released Persons that arise out of the purchase or sale of Sientra Common Stock during the Class Period and are based on or relate in any way, directly or indirectly, to the allegations, facts, events, transactions, acts, occurrences, statements, representations, misrepresentations, or omissions which were or could have been alleged in the Actions, including, but not limited to, allegations relating to the Prospectus or Registration Statement dated September 18, 2015. "Released Claims" further includes any and all claims arising out of, based upon or related to the Settlement or resolution of the Actions, except for any alleged breaches of the Stipulation.

3. "Unknown Claims" shall collectively mean all claims, demands, rights, liabilities, and causes of action of every nature and description that Plaintiffs or any Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons, and any Released Persons' Claims which Defendants did not know or suspect to exist in his favor, which, if known by him, her or it, might have affected his, her or its decision(s) with respect to the Settlement or might have affected his, her or its decision not to object to this Settlement. With respect to any and all Released Claims and Released Persons' Claims, the Parties stipulate and agree that, upon the Effective Date, the Parties shall expressly waive, and each of the Class Members and Released Persons shall be deemed to have waived, and by operation of the Judgment shall have waived, the provisions, rights and benefits of California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

The Parties, each Class Member and the Released Persons shall be deemed to have waived, and by operation of the Judgment shall have expressly waived, any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, or international or foreign law, which is similar, comparable or equivalent to California Civil Code §1542. Plaintiffs and Class Members may hereafter discover facts in addition to or different from those which they, or any of them, now know or believe to be true with respect to the subject matter of the Released Claims, but Plaintiffs shall expressly, fully, finally and forever settle and release, and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally and forever settled and released, any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, reckless, deliberately reckless, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Parties acknowledge, and the Class Members and Released Persons shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement of which this release is a part.



4. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

5. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Sientra common stock which are subject to the Actions as well as the number of shares of Sientra common stock held by me (us) at the close of trading on May 13, 2015, October 28, 2015, and January 26, 2016.

I (We) declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this \_\_\_\_\_ day of \_\_\_\_\_  
(Month/Year)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Capacity of person(s) signing, e.g.,  
Beneficial Purchaser or Acquirer, Executor or Administrator)

\_\_\_\_\_  
(Capacity of person(s) signing, e.g.,  
Beneficial Purchaser or Acquirer, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.  
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and declaration.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** originals of certificates or other documentation as they will not be returned.
5. Keep a copy of your Proof of Claim and all supporting documentation for your records.
6. The Claims Administrator will acknowledge the receipt of your Proof of Claim by postcard within 60 days of receipt. If you do not receive such acknowledgment within 60 days, please contact the Claims Administrator. **Your claim is not deemed filed unless a postcard is received.**
7. If you move, please send your new address to the address below.
8. **Do not use red pen or highlighter** on the Proof of Claim or supporting documentation.

**THIS PROOF OF CLAIM MUST BE SUBMITTED ONLINE OR, IF MAILED, POSTMARKED NO LATER THAN MAY 8, 2017,  
ADDRESSED AS FOLLOWS:**

*Sientra Shareholder Litigation*  
Claims Administrator  
c/o Gilardi & Co. LLC  
P.O. Box 30252  
College Station, TX 77842-3252  
Online Submissions: [www.sientrashareholderlitigation.com](http://www.sientrashareholderlitigation.com)

