

# EXHIBIT C

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

CHRISTOPHER L. SAYCE, Individually and  
on Behalf of All Others Similarly Situated,

Plaintiff,

v.

FORESCOUT TECHNOLOGIES, INC., *et al.*

Defendants.

CASE NO.: 20-CV-00076-SI

**DECLARATION OF DAVID  
BARLOW IN SUPPORT OF  
MOTION FOR FINAL APPROVAL  
OF SETTLEMENT AND MOTION  
FOR ATTORNEYS' FEES AND  
REIMBURSEMENT AWARDS TO  
CO-LEAD PLAINTIFFS**

1 I, David Barlow, declare as follows:

2 1. I am and have been since the inception of this litigation the Chief Operating Officer  
3 of Glazer Capital, LLC which serves as the manager for Glazer Capital Management, L.P., Glazer  
4 Enhanced Fund L.P., Glazer Enhanced Offshore Fund, Ltd., Glazer Offshore Fund, Ltd., Highmark  
5 Limited, in respect of its Segregated Account Highmark Multi-Strategy 2 (together, the “Glazer  
6 Funds”), which are the Court-appointed Co-Lead Plaintiff in this action. I am submitting this  
7 declaration (“Declaration”) in support of: (i) Plaintiffs’ Notice of Motion and Motion for Final  
8 Approval of Class Action Settlement and Approval of the Proposed Plan of Allocation; and (ii)  
9 Plaintiffs’ Notice of Motion and Motion for an Award of Attorneys’ Fees, Litigation Expenses and  
10 Award to Plaintiffs, including the request of a \$35,000 reimbursement award for Glazer Capital in  
11 connection with the Glazer Funds serving as Co-Lead Plaintiffs and class representatives in this  
12 action. I have personal knowledge of the matters set forth in this Declaration, and I could and  
13 would testify competently as to these matters.

14 2. Glazer Capital has been involved in this Action since filing a motion to be  
15 appointed lead plaintiff papers on September 28, 2020. On March 23, 2020, the Court appointed  
16 the Glazer Funds as a Co-Lead Plaintiff, and approved its selection of Abraham, Fruchter  
17 &Twersky, LLP as Co-Lead Counsel.

18 3. Glazer Capital has acted diligently in fulfilling its role as Co-Lead Plaintiff and  
19 Class representative in this action and promote the interests of the Class and to obtain the best  
20 recovery possible under the circumstances. This has included producing over nineteen thousand  
21 documents in response to Defendants’ document requests, answering interrogatories, and having  
22 Mark Ort, who is a partner in Glazer Capital, appear on two separate days to be deposed by  
23 Defendants. Glazer Capital also received regular updates regarding the status of the litigation  
24 provided to me, Mr. Ort, and Glazer Capital’s general counsel, currently Ried Adams. This  
25 included regular updates regarding settlement negotiations which included Glazer Capital  
26 employing its business judgment in analyzing and giving final approval to the Mediator’s  
27 recommendation to settle this case for \$45 million.

