EXHIBIT C

1 UNITED STATES DISTRICT COURT 2 NORTHERN DISTRICT OF CALIFORNIA 3 SAN FRANCISCO DIVISION 4 5 CHRISTOPHER L. SAYCE, Individually and on Behalf of All Others Similarly Situated, CASE NO.: 20-CV-00076-SI 6 7 Plaintiff, **DECLARATION OF DAVID BARLOW IN SUPPORT OF** 8 v. MOTION FOR FINAL APPROVAL 9 FORESCOUT TECHNOLOGIES, INC., et al. OF SETTLEMENT AND MOTION FOR ATTORNEYS' FEES AND Defendants. REIMBURSEMENT AWARDS TO 10 **CO-LEAD PLAINTIFFS** 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28

Case No.: 20-CV-00076-SI

I, David Barlow, declare as follows:

- 1. I am and have been since the inception of this litigation the Chief Operating Officer of Glazer Capital, LLC which serves as the manager for Glazer Capital Management, L.P., Glazer Enhanced Fund L.P., Glazer Enhanced Offshore Fund, Ltd., Glazer Offshore Fund, Ltd., Highmark Limited, in respect of its Segregated Account Highmark Multi-Strategy 2 (together, the "Glazer Funds"), which are the Court-appointed Co-Lead Plaintiff in this action. I am submitting this declaration ("Declaration") in support of: (i) Plaintiffs' Notice of Motion and Motion for Final Approval of Class Action Settlement and Approval of the Proposed Plan of Allocation; and (ii) Plaintiffs' Notice of Motion and Motion for an Award of Attorneys' Fees, Litigation Expenses and Award to Plaintiffs, including the request of a \$35,000 reimbursement award for Glazer Capital in connection with the Glazer Funds serving as Co-Lead Plaintiffs and class representatives in this action. I have personal knowledge of the matters set forth in this Declaration, and I could and would testify competently as to these matters.
- 2. Glazer Capital has been involved in this Action since filing a motion to be appointed lead plaintiff papers on September 28, 2020. On March 23, 2020, the Court appointed the Glazer Funds as a Co-Lead Plaintiff, and approved its selection of Abraham, Fruchter &Twersky, LLP as Co-Lead Counsel.
- 3. Glazer Capital has acted diligently in fulfilling its role as Co-Lead Plaintiff and Class representative in this action and promote the interests of the Class and to obtain the best recovery possible under the circumstances. This has included producing over nineteen thousand documents in response to Defendants' document requests, answering interrogatories, and having Mark Ort, who is a partner in Glazer Capital, appear on two separate days to be deposed by Defendants. Glazer Capital also received regular updates regarding the status of the litigation provided to me, Mr. Ort, and Glazer Capital's general counsel, currently Ried Adams. This included regular updates regarding settlement negotiations which included Glazer Capital employing its business judgment in analyzing and giving final approval to the Mediator's recommendation to settle this case for \$45 million.

Case No.: 20-CV-00076-SI

- - 4. The Glazer Funds support the Settlement, and both motions to be heard at the Settlement Hearing, for the reasons described in Plaintiffs' moving papers.
 - 5. I understand that reimbursement of a plaintiff's reasonable costs and expenses is authorized under the Private Securities Litigation Reform Act of 1995. Glazer Capital does not maintain contemporaneous time records in a manner akin to lawyers but conservatively estimates that its partners and employees have spent no less than seventy hours representing the Class in this Action, which including an estimated 45 hours spent by Mr. Ort who devotes his time to creating profitable trading strategies for the Glazer Funds. As a result, the value of the time and resources committed by the Glazer Funds to oversee this Action far exceeds the total \$35,000 compensatory award requested.
 - 6. Also, although I understand that the ultimate determination of Co-Lead Counsel's request for an award of attorneys' fees and litigation expenses rests with the Court, I believe that Co-Lead Counsel's requested fee of one third (33-1/3%) of the Settlement Fund and requested expense reimbursement is fair and reasonable in light of the work performed on behalf of the Class. I note that Abraham, Fruchter & Twersky, LLP is currently representing the Glazer Funds and other unrelated investment funds in a non-class litigation which provides for attorneys' fees of one-third (33-1/3%) of any amount recovered after the document discovery stage of litigation.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

Dated: October 28, 2025	Laved Boslow
	David Barlow

Case No.: 20-CV-00076-SI