UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

, Individually and on Behalf of All Others Similarly Situated, Plaintiff, v. PHREESIA, INC., CHAIM INDIG, and BALAJI GANDHI, Defendants.	Case No. **CLASS ACTION** Demand for Jury Trial

COMPLAINT FOR VIOLATIONS OF THE FEDERAL SECURITIES LAWS

Plaintiff (“Plaintiff”), individually and on behalf of all other persons similarly situated, by his undersigned attorneys, alleges in this Complaint for violations of the federal securities laws (the “Complaint”) the following based upon knowledge with respect to his own acts, and upon facts obtained through an investigation conducted by his counsel, which included, *inter alia*: (a) review and analysis of relevant filings made by Phreesia, Inc. (“Phreesia” or the “Company”) with the United States Securities and Exchange Commission (the “SEC”); (b) review and analysis of Phreesia’s public documents, conference calls, press releases, and stock chart; (c) review and analysis of securities analysts’ reports and advisories concerning the Company; and (d) information readily obtainable on the internet.

Plaintiff believes that further substantial evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery. Most of the facts supporting the allegations contained herein are known only to the defendants or are exclusively within their control.

NATURE OF THE ACTION

1. This is a federal securities class action on behalf of all investors who purchased or otherwise acquired Phreesia common stock between May 8, 2025, to March 30, 2026, inclusive (the "Class Period"), seeking to recover damages caused by Defendants' violations of the federal securities. (the "Class").

2. Defendants provided investors with material information concerning Phreesia's profitability for the fiscal year 2027. Defendants' statements included, among other things, confidence in Phreesia's ability to capitalize on its growth potential through continued expansion of its Network Solutions segment, as well as contributions from its AccessOne acquisition.

3. Defendants provided these overwhelmingly positive statements to investors while, at the same time, disseminating materially false and misleading statements and/or concealing material adverse facts concerning the true state of Phreesia's slowing demand and reduced visibility in key revenue streams, notably, the weakened pharmaceutical marketing commitments in its Network Solutions segment. Such statements absent these material facts caused Plaintiff and other shareholders to purchase Phreesia's securities at artificially inflated prices.

4. After the market closed on March 30, 2026, Phreesia announced significantly reduced revenue growth projections for fiscal year 2027 guidance. The Company attributed the shortfall against its prior guidance to a combination of macroeconomic factors including "worsening visibility" and weaker pharmaceutical marketing commitments within its Network Solutions segment.

5. Investors and analysts reacted immediately to Phreesia's revelation. The price of Phreesia's common stock declined from a closing market price of $11.41 per share on March 30, 2025, to $8.38 per share on March 31, 2026, a decline of about 27%.

JURISDICTION AND VENUE

6. Plaintiff brings this action, on behalf of himself and other similarly situated investors, to recover losses sustained in connection with Defendants' fraud.

7. The claims asserted herein arise under and pursuant to §§10(b) and 20(a) of the Exchange Act (15 U.S.C. §§ 78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder by the SEC (17 C.F.R. §240.10b-5).

8. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §§1331 and 1337, and Section 27 of the Exchange Act, 15 U.S.C. §78aa.

9. Venue is proper in this District pursuant to §27 of the Exchange Act and 28 U.S.C. §1391(b), as Defendant Phreesia is headquartered in this District and a significant portion of its business, actions, and the subsequent damages to Plaintiff and the Class, took place within this District.

10. In connection with the acts, conduct and other wrongs alleged in this Complaint, Defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including but not limited to, the United States mail, interstate telephone communications and the facilities of the national securities exchange.

THE PARTIES

11. Plaintiff purchased Phreesia common stock at artificially inflated prices during the Class Period and was damaged upon the revelation of the Defendants' fraud. Plaintiff's certification evidencing his transaction(s) in Phreesia is attached hereto.

12. Phreesia, Inc. is a Delaware corporation with its principal executive offices located at 1521 Concord Pike, Suite 301 PMB 221, Wilmington, DE 19803. During the Class Period, the

Company's common stock traded on the New York Stock Exchange (the "NYSE") under the symbol "PHR."

13. Defendant Chaim Indig ("Indig") was, at all relevant times, the Chief Executive Officer and Director of Phreesia.

14. Defendant Balaji Gandhi ("Gandhi") was, at all relevant times, the Chief Financial Officer of Phreesia.

15. Defendants Indig and Gandhi are sometimes referred to herein as the "Individual Defendants." Phreesia together with the Individual Defendants are referred to herein as the "Defendants."

16. The Individual Defendants, because of their positions with the Company, possessed the power and authority to control the contents of Phreesia's reports to the SEC, press releases, and presentations to securities analysts, money and portfolio managers, and institutional investors, *i.e.*, the market. Each Individual Defendant was provided with copies of the Company's reports and press releases alleged herein to be misleading prior to, or shortly after, their issuance and had the ability and opportunity to prevent their issuance or cause them to be corrected. Because of their positions and access to material non-public information available to them, each of these Individual Defendants knew that the adverse facts specified herein had not been disclosed to, and were being concealed from, the public, and that the positive representations which were being made were then materially false and/or misleading. The Individual Defendants are liable for the false statements pleaded herein, as those statements were each "group-published" information, the result of the collective actions of the Individual Defendants.

17. Phreesia is liable for the acts of the Individual Defendants, and its employees under the doctrine of respondeat superior and common law principles of agency as all the wrongful acts complained of herein were carried out within the scope of their employment with authorization.

18. The scienter of the Individual Defendants, and other employees and agents of the Company are similarly imputed to Phreesia under respondeat superior and agency principles.

SUBSTANTIVE ALLEGATIONS

Company Background

19. Phreesia provides an integrated SaaS-based software and payment platform for the healthcare industry in the United States and Canada. Its software offers solutions including appointment optimization and referral management using AI-enabled workflows; further it uses AI-driven voice and messaging, collect payments during and after visits, and offers financing options to patients. The software platform also supports digital check-in, captures clinical and administrative data, provides analytics to measure performance and improve operations.

The Defendants Materially Misled Investors Concerning Phreesia's Profitability for Fiscal Year 2027

May 28, 2025

20. On May 28, 2025, Defendants published their first quarter results for fiscal year 2026. The press release also provided Phreesia's expected fiscal year 2026 revenue outlook, stating, in pertinent part:

> ***We are maintaining our revenue outlook for fiscal 2026. We expect revenue to be in the range of $472 million to $482 million. The revenue range provided for fiscal 2026 assumes no additional revenue from potential future acquisitions completed between now and January 31, 2026.***
>
> ***We are updating our Adjusted EBITDA outlook for fiscal 2026 to a range of $85 million to $90 million from a previous range of $78 million to $88 million. The Adjusted EBITDA range provided for fiscal 2026 assumes continued***

improvements in operating leverage across the Company through a focus on efficiency.

We are maintaining our expectation for AHSCs to reach approximately 4,500 in fiscal 2026. Additionally, we expect total revenue per AHSC in fiscal 2026 to increase from fiscal 2025.

We believe our $90.9 million in cash and cash equivalents as of April 30, 2025, along with cash generated in our normal operations, gives us sufficient flexibility to reach our fiscal 2026 outlook. ***Additionally, our available borrowing capacity under our credit facility with Capital One provides us with an additional source of capital to pursue future growth opportunities not incorporated into our fiscal 2026 outlook.*** As of April 30, 2025 we had no borrowings outstanding under our credit facility.

(Emphasis added).

21. As part of the press release, Defendant Indig, the co-founder and Chief Executive Officer of Phreesia, was optimistic about Phreesia's potential in 2026, stating, in pertinent part, as follows:

Our fiscal year 2026 is off to a strong start. I am grateful to our team for their continued commitment to our mission, vision and values. I believe our performance is a reflection of our team truly living our values.

22. During the accompanying earnings call, Defendant Gandhi, Chief Financial Officer of Phreesia, highlighted the Company's continued network expansion and growing cash position to support future growth opportunities, reaffirming its fiscal 2026 revenue outlook, stating, in pertinent part:

Our first quarter results demonstrate our team's focus on growing our network, expanding our offerings and driving operating leverage. ***As our cash position continues to grow, we will remain opportunistic and flexible in our approach to deploying cash to profitable growth and value-enhancing opportunities as they arise.*** I would like to thank all of my Phreesia teammates for their contributions.

Transitioning to our financial outlook for fiscal 2026. We are maintaining our revenue outlook for the fiscal year 2026 at a range of $472 million to $482 million. We are updating our adjusted EBITDA outlook for fiscal year 2026 to a range of $85 million to $90 million from a previous range of $78 million to $88 million. That's a $4.5 million increase from the prior guidance midpoint.

(Emphasis added).

23. During the question-and-answer segment that followed, Defendants elaborated on the growth potential of its Network Solutions segment in the following pertinent exchanges:

> <Q: Anne Elizabeth Samuel – JP Morgan – Analyst> Maybe just starting with Network Solutions. You continue to see really, really nice growth there. And I was hoping maybe you could just speak to what your conversations with customers have been like in the current environment. And is there just any hesitancy around decision-making like we've heard from others, realizing that you've been more resilient, I would say, than others because through some of the prior macro volatility that we've seen. So just curious to hear any thoughts on how you're thinking about the line in the current environment.
>
> <A: Balaji Gandhi> I think this is probably something we've talked about the entire time we go public. I mean it's really just a testament to the team we have. We have a great team from all aspects of the life sciences. ***And I think the other thing is if you think about Chaim's opening remarks, us being a product-led company, it really does also start with the product development end. And so having those products and then having the Network Solutions team that can go out and deliver the product and sell it is really what's driving that result.***
>
> . . .
>
> <Q: Jailendra P. Singh – Truist Securities – Research Analyst> I want to stay on the macro topic. I mean you touched on Pharma Solutions and Network Solutions business. But also, any thoughts on the providers market? I mean, clearly, those guys are also immune to all the recent developments. Keeping that in mind, how have your conversations evolved with these clients over the past couple of months? And are you capturing any incremental uncertainty in your outlook in any way?
>
> <A: Balaji Gandhi> ***Again, probably not a whole lot new there. I mean, really driving the product. And I think Phreesia over its history has always had a focus on trying to build and deliver products that are driving a lot of value. And that's usually where a lot of the conversations are anchored around. I don't think things are easier, harder. I mean it's always been a competitive market. All the opportunities are competitive for us, and that continues. But I think the thing we want you to take away is just the products we have and the value they bring. And I think you can see it in our results that we're still adding a lot of new clients and generating a lot of revenue off of the existing ones.***
>
> . . .
>
> <Q: Jessica Elizabeth Tassan – Piper Sandler – Senior Research Analyst> So can you maybe talk about just the visibility that your Network Solutions customers have into ROI, campaign success, how much flexibility they kind of have to titrate up or down campaigns or maybe switch types of media?

<A: Chaim Indig> We -- almost all of our campaigns with life sciences clients have to go through an MLR process or medical legal review. So -- and it's like that for everyone in the industry. And then those get submitted with FDA. ***So all of our programs, yes, they can titrate up and down depending on the different streams, and we run thousands of streams of different programs throughout a year. And we pace them based on both the appropriate patient and the needs of the pharmaceutical or biotech company or life sciences company that we work with. And often throughout the year, as dollars become available, they'll often titrate them higher. And we're more often than not the platform that is the receiver of dollars throughout the year just because of our very strong ROI and our ability to deliver results. And frankly, the fact that our scale keeps growing.***

. . .

<Q: Jeffrey Robert Garro – Stephens Inc. – MD & Equity Research Analyst> I want to return to the Network Solutions business and talk about the seasonality of that business. Maybe you could remind us what you typically see from Q4 to Q1 in a year and how that played out this year? And then is there any expectation that the rest of the year Network Solutions revenue plays out at a different seasonality cadence than what you've seen historically?

<A: Balaji Gandhi> ***So I think the first thing just to make sure we bring up is the visibility we have into the year is the same as it was last year at this time.*** I think we wouldn't think about it as seasonality so much as if you think about Chaim's answer to an earlier question around value and how we work with our life sciences clients. ***It's really -- there's pacing of certain programs that can cause fluctuations month-to-month or quarter-to-quarter. And I think that's some of what you see, especially as the numbers get bigger for us and the revenue gets a lot larger. But no, nothing really to call out beyond that.***

(Emphasis added).

<u>*September 4, 2025*</u>

24. On September 4, 2025, Phreesia issued a press release announcing second quarter results for fiscal year 2026. Notably, Defendants reaffirmed their fiscal 2026 revenue guidance and announced the Company's acquisition of AccessOne Parent Holdings, Inc. and its subsidiaries, "AccessOne," stating, in pertinent part:

We are maintaining our revenue outlook for fiscal 2026. We expect revenue to be in the range of $472 million to $482 million. The revenue range provided for fiscal 2026 assumes no additional revenue from the AccessOne Acquisition or other potential future acquisitions completed between now and January 31, 2026.

We are updating our Adjusted EBITDA outlook for fiscal 2026 to a range of $87 million to $92 million from a previous range of $85 million to $90 million. The Adjusted EBITDA range provided for fiscal 2026 assumes continued improvements in operating leverage across the Company through a focus on efficiency and does not take into account the AccessOne Acquisition.

We are maintaining our expectation for AHSCs to reach approximately 4,500 in fiscal 2026. Additionally, we expect total revenue per AHSC in fiscal 2026 to increase from fiscal 2025.

(Emphasis added).

25. As part of the press release, Defendant Indig reaffirmed the Company's momentum and strategic progress to drive growth in 2026, stating, in relevant part:

I am proud to share that Phreesia has had many noteworthy developments over the past quarter. In addition to delivering another solid set of financial results, including achieving our first-ever net income positive quarter, we have expanded our reach and capabilities, positioning us well for the future. I am also excited to share that we entered into a definitive agreement to acquire AccessOne, a market leader in providing financing solutions for healthcare receivables.

(Emphasis added).

26. During the corresponding earnings call, Defendant Gandhi attributed the strength of the quarter to expansion of Network Solutions, stating, in relevant part:

We also increased our network solutions TAM by $6 billion as we expect to be able to draw from a larger pool of life sciences marketing dollars as our products become more ubiquitous across our network. Combined, the expansion of our payments and network solutions addressable market is expected to increase our TAM to approximately $24 billion from approximately $10 billion.

. . .

Our second quarter results reflect the continued strength of our operating leverage and revenue growth. I would like to thank the entire Phreesia team for being able to balance the priorities associated with our mission and values and being good stewards of capital, which helped us to achieve positive net income for the first time in our history.

Transitioning now to our financial outlook for fiscal 2026. We are maintaining our revenue outlook for fiscal year 2026 at a range of $472 million to $482 million. We are updating our adjusted EBITDA outlook for fiscal year 2026 to a range of $87 million to $92 million from a previous range of $85 million to $90 million. That's a $2 million increase at the top and bottom ends of the previous range. We are reiterating our outlook on AHSCs to reach approximately 4,500 in fiscal year 2026 and for total revenue per AHSC to increase in fiscal 2026 compared to fiscal 2025.

(Emphasis added).

27. During the question-and-answer segment, Defendants reiterated their current progress and confidence in the potential revenue growth in the Company’s Network Solutions segment in response to the following pertinent inquiry:

<Q: Jailendra P. Singh – Truist Securities – Research Analyst> Congrats on AccessOne deal, but I want to ask about the Phreesia VoiceAI product you guys launched during the quarter. It seems like a pretty exciting product for both patients and providers. But can you help us better understand how this product will drive opportunities in Network Solutions business because that's where you are increasing the TAM pretty substantially, just given all the incumbent players in SCP Pharma marketing? Just explain to us like what gives you confidence in terms of getting some traction in that market.

<A: Balaji Gandhi> ***I think as we've talked about really over several years now, we think about the business holistically, these products that we introduced in the market when they benefit providers and benefit patients, there are opportunities that creates more engagement opportunities for our Network Solutions revenue.*** This is just 1 example.

We also want to take the opportunity to explain that sizing and the TAM that's been increased. I don't -- I wouldn't read too much into the timing of the 2 being linked. It's probably something we would have introduced earlier, and we're choosing to do it now.

<A: Chaim Indig> ***It's growing rapidly, our providers are getting -- the feedback we're getting from this product from the provider network is like nothing I've seen ever before. So we're really excited and that the investments we're making in it, these -- a lot of these are investments we've been making for quite some time, and now we feel more comfortable talking about them. As it's really -- this product has been proliferating across the network.*** We expect to hear more and more applications around VoiceAI in the coming quarters.

<Q: Scott Anthony Schoenhaus – KeyBanc Capital Markets Inc. – MD & Equity Research Analyst> So you reported a healthy 25% growth rate in Network Solutions. AccessOne expands your TAM in life sciences. It seems like just from a quick glance, AccessOne is already embedded in health systems with specialty network groups. Maybe you could just walk through the opportunities on the Network Solutions side. It seems like you've now more touch points with patients

in the payment process, multiple points of engagement and maybe you can drive more incremental revenue opportunities in Network Solutions via this acquisition. So just help us walk through those opportunities, please?

<A: Balaji Gandhi> So Scott, let me correct you on 1 thing, and hopefully, this is a little clear. ***The -- we see the AccessOne acquisition aligned with the increase in the TAM in our Payment Solutions category, which is about $6 billion. And I would read the whole footnote and back up to the TAM for you, but I think you can go look it up yourself. But really, that's how you should think about AccessOne in terms of the near-term opportunity for us.*** And they were -- I think we talked about in the press release and in the letter, they do have a great footprint and work closely with lots of great partners in the health system space, but also with other types of medical groups.

<Q: Richard Collamer Close – Canaccord Genuity Corp. – MD & Senior Analyst> Balaji, I wanted to go back to Jailendra's question on Network Solutions TAM because I guess I just don't understand why VoiceAI specifically drives such a large increase in TAM of like $6 billion. So is there any way you can provide some examples or maybe more thoughts on that TAM growth?

<A: Balaji Gandhi> So Richard, first of all, I think you know sort of how we operate. ***We want to be really thoughtful about what we share. There's competitive reasons, et cetera. But I think to the specific question around the TAM. The point I think we're trying to make with Jailendra was that opportunity in the new TAM is big in and of itself. It's not exclusive to the VoiceAI product. We think that could be 1 area that could help us penetrate it, but there will be others that you will hear about. So you're getting sort of the opportunity set first, and I think in our fashion, you'll hear you'll hear more about other ones in the future.***

<Q: Jeffrey Robert Garro – Stephens Inc. – MD & Equity Research Analyst> I want to make sure we hit Network Solutions and an updated discussion on visibility the rest of the year and progress to date on the upsell season for pharma advertising.

<A: Balaji Gandhi> It's still early, Jeff, in that sort of in the calendar. ***But I think things are off to a good start, a long way to go. I think we can say that as we sit here today, we're in a similar place we were last year at this time, the data that we look at.*** And we'll sort of give you updates along the way, and the next 1 will be in December.

<Q: Steven James Valiquette – Mizuho Securities USA LLC – MD & Senior Equity Research Analyst> I was just curious, again, with the Network Solutions, as far as the reacceleration of growth there. Is there any color on whether you were going to be able to add more pharma brands or maybe just better revenue per pharma brand? Just curious if you could provide any more color just from that direction as far as that reacceleration or maybe something else altogether, but just curious to hear about more of the drivers of the reacceleration of growth.

> <A: Balaji Gandhi> Yes. And so let me -- there's sort of 2 pieces to that, Steven. ***So one is, yes, I mean, obviously, our relationships have grown. But there's also just the campaigns that we've sold into the year that we're just pacing throughout the year. And I think that's something that came up in a lot of the follow-ups from last quarter that we expected to see the growth that we saw in the first quarter, and we expected to see the growth we saw in the second quarter.*** But as we sort of look at these things over the course of the year and why we don't guide on a quarterly basis on that. But I don't think you should -- I don't know if acceleration is really the way to think about it. ***But the team is performing really well, and feel good about where we are.***

(Emphasis added).

December 8, 2025

28. On December 8, 2025, Defendants issued a press release announcing third quarter results for fiscal year 2026. Significantly, Defendants raised their fiscal year 2026 profitability outlook and provided revenue guidance for fiscal 2027, stating, in relevant part:

> ***We are updating our revenue outlook for fiscal 2026 to a range of $479 million to $481 million from a previous range of $472 million to $482 million. The updated revenue outlook includes approximately $7.5 million of expected revenue from AccessOne between the November 12th closing date and January 31, 2026 but does not assume revenue from other potential future acquisitions completed between now and January 31, 2026.***
>
> ***We are updating our Adjusted EBITDA outlook for fiscal 2026 to a range of $99 million to $101 million from a previous range of $87 million to $92 million.*** The updated Adjusted EBITDA outlook includes expected Adjusted EBITDA contributions from the AccessOne Acquisition between the November 12th closing Date and January 31, 2026 and assumes continued improvements in operating leverage across the Company through a focus on efficiency. Beginning in the third quarter of fiscal 2026, Adjusted EBITDA now includes an adjustment for acquisition-related costs—primarily legal, advisory, professional fees and integration expenses. Management believes this change improves period-to-period comparability of core operating performance and trends. Refer to the "Non-GAAP Financial Measures" section for further information.
>
> ***We are updating our expectation for AHSCs for fiscal 2026 to approximately 4,515 from a previous expectation of approximately 4,500.*** The updated expectation for AHSCs includes 15 AHSCs added as a result of the AccessOne Acquisition between the November 12th closing date through January 31, 2026. Additionally, we continue to expect total revenue per AHSC in fiscal 2026 to increase from fiscal 2025.

> **Fiscal 2027 Outlook**
>
> ***We are introducing our revenue outlook for fiscal 2027. We expect revenue to be in the range of $545 million to $559 million, a 14-16% increase over our fiscal 2026 outlook. The revenue range provided for fiscal 2027 assumes no additional revenue from potential future acquisitions completed between now and January 31, 2027. We expect revenue from AccessOne to represent approximately 6.5% of our fiscal 2027 total revenue outlook.***
>
> We are introducing our Adjusted EBITDA outlook for fiscal 2027. We expect Adjusted EBITDA to be in the range of $125 million to $135 million. The Adjusted EBITDA range provided for fiscal 2027 assumes continued improvement in operating leverage across the Company through a focus on efficiency.
>
> We expect AHSCs and Total revenue per AHSC to grow in the mid-single-digit percent range and low-double-digit percent range, respectively, in fiscal 2027.
>
> ***We believe our cash and cash equivalents, cash generated in our normal operations, and our available borrowing capacity under the Capital One Credit Facility will be sufficient to reach our fiscal 2026 and fiscal 2027 outlook and meet our obligations.*** As of October 31, 2025 we had no borrowings outstanding under the Capital One Credit Facility.

(Emphasis added).

29. In the accompanying third quarter fiscal year 2026 Quarterly Stakeholder Letter, Defendant Indig attributed the strength of the quarter to Phreesia's "emerging products" enabling sustained growth throughout 2026, stating, in pertinent part:

> ***Today, we have a large network of healthcare providers who rely on Phreesia's products and services. We also have new emerging products that extend our reach in a way that is consistent with our mission to make care easier every day. We believe these emerging products will enable us to sustain growth and enhance stakeholder value.***
>
> I'd like to highlight two of the product areas we are excited about: ***First, the provider financing— it's no secret that patient financial responsibility has been rising in this country, and we expect this trend to continue.*** People can't afford to pay their bills all at once. Our platform has enabled us to track this trend for years.
> . . .
> Our financing solutions improve days cash on hand and decrease days outstanding. Financing or payment-plan programs can significantly improve the patient experience and affordability, and decreases the need to use credit cards or a home equity line. Our expansion into the provider financing market through the

acquisition of AccessOne helps us solve this large and growing problem with a market-leading solution. We believe we have a new growth lever to complement our existing solutions for providers, and are excited about this opportunity.

The second emerging market for us is healthcare provider (or HCP) marketing. HCP engagement is a natural extension of the offering that works so well to engage patients. We help providers and life sciences partners engage patients just before key visits where important health decisions are made, supporting behavioral change and positive measurable outcomes. Now we're extending that same, proven playbook to engage healthcare providers in addition to patients. This positions Phreesia to participate in a multibillion-dollar HCP digital marketing opportunity while leveraging the trusted relationships and infrastructure we've already built.

. . .

Our ability to align both sides of the care conversation is something we believe no one else in the market can do as comprehensively as Phreesia.

Our acquisitions are central to our ability to understand, reach and engage healthcare providers. MediFind brings deep insight into appointments, with active providers and specialty care patterns, helping us identify when specific clinicians need information about specific conditions or treatments based on their upcoming appointments. Connect on Call—now Phreesia OnCall—along with our VoiceAI capabilities, allows us to introduce high-value moments directly into provider workflows***. Together, these assets create a premium, endemic offering and help us reach a broad set of providers in the natural flow of care, not just when they're off the clock.***

(Emphasis added).

30. During the accompanying earnings call, Defendant Gandhi reiterated that Phreesia's initiatives to expand its Network Solutions segment and grow AHSCs was working as intended to generate new revenue for the Company, stating, in pertinent part:

Our fiscal third quarter results reflect the continued momentum in both our revenue growth and operating leverage. I'm incredibly proud of the team's disciplined execution and focus, which again enabled us to deliver strong financial performance, while staying true to our mission and values.

. . .

Now turning to the balance sheet and cash flow. We ended the quarter with $106.4 million in cash and cash equivalents. This compares to $98.3 million in the prior quarter. Operating cash flow was $15.5 million, up $9.7 million year-over-year. Free cash flow was $8.8 million, up $7.2 million year-over-year. We have now achieved positive operating cash flow and free cash flow for 5 consecutive quarters. We expect the magnitude of improvement on a quarter-to-quarter basis to vary based on specific timing of invoicing and payments, which you can see in working capital, along with CapEx.

. . .

The updated outlook includes approximately $7.5 million of revenue contribution from AccessOne between the close date and our fiscal year-end date. The update reflects our latest views on AccessOne's performance, since the closing on November 12 and the progress we have made to date in the selling season for network solutions. We are updating our adjusted EBITDA outlook for fiscal year 2026 to a range of $99 million to $101 million, an increase from our prior range of $87 million to $92 million.

. . .

Moving on to fiscal 2027 consistent with our prior years, we are introducing our early outlook on revenue, adjusted EBITDA, AHSCs and revenue per AHSC for fiscal year 2027. For fiscal year 2027, we expect revenue to be in the range of $545 million to $559 million. We anticipate that AccessOne will contribute approximately 6.5% of our fiscal 2027 total revenue outlook.

We expect adjusted EBITDA for fiscal 2027 to be in the range of $125 million to $135 million. In fiscal 2027, we expect AHSC to grow in the mid-single-digit percentage range and total revenue per AHSC to grow double-digit percent.

(Emphasis added).

31. During the question-and-answer segment of the earnings call, Defendants highlighted expected growth in Network Solutions through their new initiatives in the following pertinent exchanges:

<Q: Scott Anthony Schoenhaus – KeyBanc Capital Markets Inc. – MD & Equity Research Analyst> Maybe talk about your go-to-market strategy in terms of what is -- what products -- what your core products are you going to market to drive that growth? And then how do you think about that growth holistically with this new marketing opportunity.

<A: Chaim Indig> Yes. And then from a go-to-market motion, look, we -- they have 2 very different go-to-market teams on the provider side we're seeing still a lot of demand for intake and a lot of our new AI offerings are driving a lot of uptick in inbound very specifically our voice AI workflows and applications. It's a new modality on the same platform. So we're seeing a lot of demand for it.

And then on our -- the Network Solutions side, Patient Connect has been very successful, and we expect that to be continued growth, but some of the newer

> ***offerings such as post-script engagement, and now the interest we've been getting in our HCP offering has been really exciting.***
>
> <Q: Jailendra P. Singh – Truist Securities – Research Analyst> Can you share some color around how you're thinking of core growth in 3 business at, at least directionally compared to your expectation of fiscal '26 I was more focused on network solution because are you still in the middle selling season, how much visibility do you have, what level of question you're building in?
>
> <A: Balaji Gandhi> So I think even outside of that, still a couple of weeks left here, Jailendra, I think we could comfortably say that we're in a similar situation we were last year at this time. And if you think about the growth in the business outside of what we've told you is coming from AccessOne, network solutions would be growing the fastest.
>
> And I think payment processing, you could expect to grow second and subscription third. And I think what you should take away from that is A lot of the commentary Chaim had about our HCP products. ***And earlier in the year, we talked about post-script engagement and appointment readiness. We expect to monetize a lot of the products for providers increasingly in Network Solutions. So that we should take away.***

(Emphasis added).

32. The above statements in Paragraphs 20 to 31 were false and/or materially misleading. Defendants created the false impression that they possessed reliable information pertaining to the Company's long-term growth outlook through expansion of its key revenue platforms and remained confident in its revenue growth projections for fiscal year 2027, while also minimizing risks from slowing growth in its Network Solutions segment. In truth, Phreesia's portrayal of its pharmaceutical marketing commitments as a durable growth driver of its Network Solutions segment was uncertain thereby putting the 2027 revenue target at risk.

The Truth Emerges

March 30, 2026

33. On March 30, 2026, Defendants published their fourth quarter and fiscal year 2026. In pertinent part, the release announced Defendants were significantly reducing its revenue guidance for fiscal 2027 due to little growth expected in its Network Solutions segment, as follows:

Fiscal Fourth Quarter Ended January 31, 2026 Highlights

- Total revenue was $127.1 million in the quarter, up 16% year-over-year.
- Average number of healthcare services clients ("AHSCs") was 4,658 in the quarter, up 7% year-over-year.
- Total revenue per AHSC was $27,279 in the quarter, up 8% year-over-year. See "Key Metrics" below for additional information.
- Net income was $1.3 million in the quarter, as compared to net loss of $6.4 million in the same period in the prior year.

Fiscal Year Ended January 31, 2026 Highlights

- Total revenue was $480.6 million in fiscal 2026, up 14% year-over-year.
- AHSCs were 4,514 in fiscal 2026, up 7% year-over-year.
- Total revenue per AHSC was $106,467 in fiscal 2026, up 7% year-over-year. See "Key Metrics" below for additional information.
- Net income was $2.3 million in fiscal 2026, as compared to net loss of $58.5 million in fiscal year 2025.

. . .

<u>Fiscal 2027 Outlook</u>

We are lowering our revenue outlook for fiscal 2027. We expect revenue to be in the range of $510 million to $520 million from a previous range of $545 million to $559 million. As we discussed on our last earnings call in December 2025, we are experiencing shorter visibility into spending commitments by certain pharmaceutical manufacturers. As we enter fiscal 2027, network solutions clients are committing lower spend levels for the second half of fiscal 2027 than we had anticipated last December. ***Certain clients are committing fewer dollars due to brand-specific dynamics including the impact of regulatory policies. Though we do not believe these developments are signaling a structural shift in demand for Phreesia's solutions, there is now more variability in our internal network solutions revenue forecasting, particularly in the second half of each fiscal year*****.**

(Emphasis added).

34. During the accompanying earnings call, Defendant Indig highlighted Phreesia's disappointment with the "challenges" facing the health care industry attributing it to the "shorter visibility" of its Network Solutions business, stating, in pertinent part:

We are growing in a tough market. The health care industry is facing adversity. We are seeing challenges in FDA guidelines, insurance coverage, patient utilization and provider reimbursement.

> We believe our emphasis on building products that address access, affordability and outcomes with revenue generation tilted towards financial services and consent-driven patient engagement position us to be an enduring platform***. Segments of the life sciences industry are facing challenges, and we are seeing this reflected in our shorter visibility into spending commitments from certain pharmaceutical manufacturers in our Network Solutions business.*** This is an external dynamic, not a reflection of Phreesia's competitive position or the underlying demand for what we offer. While we do not believe this reflects a structural shift in demand for what Phreesia offers, it is creating more variability in our financial forecast, and we are reflecting that in our updated fiscal 2027 outlook that Balaji will walk through.

(Emphasis added).

35. On the same call, Defendant Gandhi provided reduced guidance for fiscal year 2027 due to weakness and reduced visibility in its key Network Solutions segment, stating, in relevant part:

> ***We are lowering our revenue outlook for fiscal year 2027. We now expect revenue to be in the range of $510 million to $520 million compared to our prior range of $545 million to $559 million. As we discussed in December, we are experiencing shorter visibility into spending commitments by certain pharmaceutical manufacturers.*** Over the past several weeks, we have seen even lower levels of dollars committed by certain Network Solutions clients for the second half of the fiscal year.
>
> ***As Chaim mentioned, we do not believe these developments are signaling a structural shift in demand for Phreesia solutions. However, there's now more variability in our Network Solutions revenue forecasting particularly in the second half of each year.*** Our visibility into revenue across other parts of the business is generally consistent with our views in December 2025.

(Emphasis added).

36. During the question-and-answer segment, Defendant Gandhi described the booking visibility in the Network Solutions segment as "fluid" and not a broad-based issue, stating, in pertinent part:

> <Q: Sean Wilfred Dodge – BMO Capital Markets – Analyst> Maybe just starting with the dynamics in the Network Solutions end market. And just to kind of clarify the change in the guidance. Balaji, you framed it as having a lot of visibility to what clients are going to spend I guess is this across all clients there?

<A: Balaji Gandhi> So I'll answer your second one first. ***It is very fluid. And I think that's one of the things we're trying to establish here is it's very early in the fiscal year, but we wanted to share this development with you now.*** But there's lots of activity that's happening in here. In fact, just getting updates in real time, things are going well in the fiscal first quarter. But we just think it's these shifting dynamics put us in a position where we think we want to be transparent and give you updates as the year goes on.

So now pivoting to your -- the first part of your question, it is not broad-based. It is in specific brand and therapeutic areas. I'll give you just a couple of examples of things we're seeing that warrants this change. Vaccines, I don't think that should be a surprise to anyone on the call, but clearly, vaccine spending and targeted marketing around that has been pulled back. So that's been one area just generally public health with agencies in the federal government were also an area of growth for us in the past that we've written about in some of our letters. And that's also been an area. So those are just 2 examples. There's certainly a couple of others. But this is not a broad based. And I think as, even Chaim said in his opening remarks, not something that's happening specifically but happening on a macro basis in a couple of different areas.

. . .

<Q: Daniel R. Grosslight – Citigroup Inc. – Senior Research Analyst> I just want to make sure I'm thinking about that correctly for Network Solutions. And then from a cadence perspective, it sounded like 1Q was actually pretty strong relative to your expectations. So can you just walk us through how we should think about the quarterly cadence of Network Solutions or at least how it's contemplated in your guidance?

And then lastly, you've previously ranked the growth of these 3 segments. I think you've previously said it's kind of Network Solutions first, then organic payments and then subscription. I'm just curious if once we get around all of this disruption, how we should be thinking about the growth rate of the 3 segments longer term?

<A: Balaji Gandhi> Sure. So we do continue to believe that's how you should stack rank the contribution just on a normalized basis, but this year is clearly so far shaping up to be a little bit differently. I think as far as the year-over-year comparisons you did, again, without giving specific line item kind of outlooks here, I think you should take away that the low end of the total revenue range implies it's going to be down a few points and the high end would imply it's about flat.

. . .

<Q: John Wilson Ransom – Raymond James & Associates, Inc. – MD of Equity & Director of Healthcare Research> If I think about the strategy over the past couple of years, it was to drive growth among providers that had higher prescription dispensing rates in order to drive network solutions. Just in light of what's

> happening with pharma, is that strategy being rethought? Or do you think this is just a speed bump?
>
> <A: Balaji Gandhi> Yes, John, speed bump is sort of a short answer. We still have a lot of conviction there. We think we have a very differentiated value proposition in terms of being able to provide valuable content to patients. So nothing has changed there and increasingly providers level.
>
> . . .
>
> <Q: Ryan Michael MacDonald – Needham & Company, LLC – Senior Analyst > Balaji, maybe if you could just clarify, as we think about the flow of network solutions throughout the year, is Network Solutions starting off at a lower base than what you expected in Q1 of fiscal '27? Because you also said -- I guess you said Q1 is going better than expected? Or are we looking at really like sort of the lack of visibility means that Network Solutions revenues are sort of down in second half relative to first half and sort of little impact to the first half expectations?
>
> <A: Balaji Gandhi> That's generally we should take away the latter part of what you said, Ryan, but here's the thing. I think we've tried to explain this to you. There's -- it is very complex. There's a lot of different moving parts and data that goes into our ability to reach the right patient with the right message. So there's a lot of pacing involved too. But generally speaking, our view here is it's around the second half of the year, not the first half.

(Emphasis added).

37. The aforementioned press releases and statements made by the Individual Defendants are in direct contrast to statements they made during the press releases and associated earnings calls held on May 28, 2025, September 4, 2025 and December 8, 2025. On those calls, Defendants continually touted the Company's continued expansion of its Network Solutions segment, as well as contributions from its AccessOne acquisition, while minimizing signs of slowing demand and reduced visibility in key revenue streams, notably, the weakened pharmaceutical marketing commitments in its Network Solutions segment.

38. Investors and analysts reacted immediately to Phreesia's revelation. The price of Phreesia's common stock declined from a closing market price of $11.41 per share on March 30, 2026 to $8.38 per share on March 31, 2026, a decline of about 27%.

39. A number of well-known analysts who had been following Phreesia lowered their price targets in response to Phreesia's disclosures. For example, Truist Securities dropped their price target to $11 from $24 noting that, "[m]anagement attributed this guidance cut to Network Solutions clients committing to lower spend levels for FY2H27 than anticipated last December – a surprising magnitude of change given that the company previously characterized their preliminary outlook as a "conservative" starting point."

40. Similarly, J.P. Morgan lowered the firm's price target to $16 from $24, noting "PHR's guide implies higher uncertainty and a worsening outlook for 2HF27E…we lower PHR rating to Neutral on worsening visibility into pharma DTC budgets and suggest playing the HealthTech space through other opportunities."

41. Citizens also downgraded Phreesia to market perform commenting maintained its neutral rating commenting, "we question the ecosystem thesis as growth appears to be sputtering out across the largest revenue line in subscription and related services… the company is also losing visibility into Network Solutions, which has been the fastest-growing revenue line in recent years, leaving what we view as the relatively less attractive payments line as the main driver of growth."

42. The fact that these analysts, and others discussed Phreesia's lower visibility of network solutions spend commitments and uncertainty in pharmaceutical ad budgets suggests the public placed significant weight on Phreesia's rapidly growing, high-potential Network Solutions segment. The frequent, in-depth discussion of Phreesia's guidance confirms that Defendants' statements during the Class Period were material.

Additional Scienter Allegations

43. During the Class Period, Defendants acted with scienter in that they knew, should have known, or otherwise were deliberately reckless in not knowing that the public statements

disseminated on behalf of Phreesia were materially false and misleading at the time they were made. Defendants had actual knowledge of, or access to, non-public information concerning the Company's slowing demand in its Network Solutions.

44. Notwithstanding such, Defendants repeatedly and affirmatively represented to investors that Phreesia was well positioned to implement and capitalize upon its growth initiatives to reach fiscal year 2027 guidance target. Defendants further repeatedly claimed that continued expansion of its Network Solutions segment, as well as contributions from its AccessOne acquisition, combined with increasing pharmaceutical spending commitments, would drive revenue growth and overall profitability.

45. Defendants' scienter was further evidenced by their repeated claims of confidence that Phreesia would sustain its growth trajectory and achieve its stated fiscal year 2027 guidance, including expansion of its Network Solutions business, despite ultimately disclosing reduced visibility in future spending from its pharmaceutical customers and ultimately reducing its fiscal year 2027 guidance.

Loss Causation and Economic Loss

46. During the Class Period, as detailed herein, Defendants made materially false and misleading statements and engaged in a scheme to deceive the market and a course of conduct that artificially inflated the price of Phreesia's common stock and operated as a fraud or deceit on Class Period purchasers of Phreesia's common stock by materially misleading the investing public. Later, Defendants' prior misrepresentations and fraudulent conduct became apparent to the market, the price of Phreesia's common stock materially declined, as the prior artificial inflation came out of the price over time. As a result of their purchases of Phreesia's common stock during the Class

Period, Plaintiff and other members of the Class suffered economic loss, *i.e.*, damages under federal securities laws.

47. Phreesia's stock price fell in response to the corrective event on March 30, 2026, as alleged *supra*. On March 30, 2026, Defendants disclosed information that was directly related to their prior misrepresentations and material omissions concerning Phreesia's forecasting processes and growth guidance.

48. In particular, on March 30, 2026, Phreesia announced its fourth quarter and fiscal year 2026 results and lowered its fiscal year 2027 revenue guidance.

Presumption of Reliance; Fraud-On-The-Market

49. At all relevant times, the market for Phreesia's common stock was an efficient market for the following reasons, among others:

(a) Phreesia's common stock met the requirements for listing and was listed and actively traded on the NYSE during the Class Period, a highly efficient and automated market;

(b) Phreesia communicated with public investors via established market communication mechanisms, including disseminations of press releases on the national circuits of major newswire services and other wide-ranging public disclosures, such as communications with the financial press and other similar reporting services;

(c) Phreesia was followed by several securities analysts employed by major brokerage firms who wrote reports that were distributed to the sales force and certain customers of their respective brokerage firms during the Class Period. Each of these reports was publicly available and entered the public marketplace; and

(d) Unexpected material news about Phreesia was reflected in and incorporated into the Company's stock price during the Class Period.

50. As a result of the foregoing, the market for Phreesia's common stock promptly digested current information regarding the Company from all publicly available sources and reflected such information in Phreesia's stock price. Under these circumstances, all purchasers of Phreesia's common stock during the Class Period suffered similar injury through their purchase of Phreesia's common stock at artificially inflated prices, and a presumption of reliance applies.

51. Alternatively, reliance need not be proven in this action because the action involves omissions and deficient disclosures. Positive proof of reliance is not a prerequisite to recovery pursuant to ruling of the United States Supreme Court in *Affiliated Ute Citizens of Utah v. United States*, 406 U.S. 128 (1972). All that is necessary is that the facts withheld be material in the sense that a reasonable investor might have considered the omitted information important in deciding whether to buy or sell the subject security.

No Safe Harbor; Inapplicability of Bespeaks Caution Doctrine

52. The statutory safe harbor provided for forward-looking statements under certain circumstances does not apply to any of the material misrepresentations and omissions alleged in this Complaint. As alleged above, Defendants' liability stems from the fact that they provided investors with revenue projections while at the same time failing to maintain adequate forecasting processes. Defendants provided the public with forecasts that failed to account for this decline in sales and/or adequately disclose the fact that the Company at the current time did not have adequate forecasting processes.

53. To the extent certain of the statements alleged to be misleading or inaccurate may be characterized as forward looking, they were not identified as "forward-looking statements" when made and there were no meaningful cautionary statements identifying important factors that

could cause actual results to differ materially from those in the purportedly forward-looking statements.

54. Defendants are also liable for any false or misleading "forward-looking statements" pleaded because, at the time each "forward-looking statement" was made, the speaker knew the "forward-looking statement" was false or misleading and the "forward-looking statement" was authorized and/or approved by an executive officer of Phreesia who knew that the "forward-looking statement" was false. Alternatively, none of the historic or present-tense statements made by Defendants were assumptions underlying or relating to any plan, projection, or statement of future economic performance, as they were not stated to be such assumptions underlying or relating to any projection or statement of future economic performance when made, nor were any of the projections or forecasts made by the defendants expressly related to or stated to be dependent on those historic or present-tense statements when made.

CLASS ACTION ALLEGATIONS

55. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who purchased or otherwise acquired Phreesia's common stock during the Class Period (the "Class"); and were damaged upon the revelation of the alleged corrective disclosure. Excluded from the Class are defendants herein, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which defendants have or had a controlling interest.

56. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, Phreesia's common stock were actively traded on the NYSE. While the exact number of Class members is unknown to Plaintiff at this time and can be

ascertained only through appropriate discovery, Plaintiff believes that there are hundreds or thousands of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by Phreesia or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions. As of March 25, 2026, there were 60.7 million shares of the Company's common stock outstanding. Upon information and belief, these shares are held by thousands, if not millions, of individuals located throughout the country and possibly the world. Joinder would be highly impracticable.

57. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that is complained of herein.

58. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation. Plaintiff has no interests antagonistic to or in conflict with those of the Class.

59. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

(a) whether the federal securities laws were violated by Defendants' acts as alleged herein;

(b) whether statements made by Defendants to the investing public during the Class Period misrepresented material facts about the business, operations and management of Phreesia;

(c) whether the Individual Defendants caused Phreesia to issue false and misleading financial statements during the Class Period;

(d) whether Defendants acted knowingly or recklessly in issuing false and misleading financial statements;

(e) whether the prices of Phreesia's common stock during the Class Period were artificially inflated because of the Defendants' conduct complained of herein; and

(f) whether the members of the Class have sustained damages and, if so, what is the proper measure of damages.

60. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

COUNT I

Against All Defendants for Violations of

Section 10(b) and Rule 10b-5 Promulgated Thereunder

61. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

62. This Count is asserted against defendants and is based upon Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder by the SEC.

63. During the Class Period, Defendants engaged in a plan, scheme, conspiracy and course of conduct, pursuant to which they knowingly or recklessly engaged in acts, transactions, practices and courses of business which operated as a fraud and deceit upon. Plaintiff and the other members of the Class; made various untrue statements of material facts and omitted to state material facts necessary in order to make the statements made, in light of the circumstances under

which they were made, not misleading; and employed devices, schemes and artifices to defraud in connection with the purchase and sale of securities. Such scheme was intended to, and, throughout the Class Period, did: (i) deceive the investing public, including Plaintiff and other Class members, as alleged herein; (ii) artificially inflate and maintain the market price of Phreesia common stock; and (iii) cause Plaintiff and other members of the Class to purchase or otherwise acquire Phreesia's securities at artificially inflated prices. In furtherance of this unlawful scheme, plan and course of conduct, Defendants, and each of them, took the actions set forth herein.

64. Pursuant to the above plan, scheme, conspiracy and course of conduct, each of the defendants participated directly or indirectly in the preparation and/or issuance of the quarterly and annual reports, SEC filings, press releases and other statements and documents described above, including statements made to securities analysts and the media that were designed to influence the market for Phreesia's securities. Such reports, filings, releases and statements were materially false and misleading in that they failed to disclose material adverse information and misrepresented the truth about the Company.

65. By virtue of their positions at the Company, Defendants had actual knowledge of the materially false and misleading statements and material omissions alleged herein and intended thereby to deceive Plaintiff and the other members of the Class, or, in the alternative, Defendants acted with reckless disregard for the truth in that they failed or refused to ascertain and disclose such facts as would reveal the materially false and misleading nature of the statements made, although such facts were readily available to Defendants. Said acts and omissions of defendants were committed willfully or with reckless disregard for the truth. In addition, each defendant knew or recklessly disregarded that material facts were being misrepresented or omitted as described above.

66. Information showing that Defendants acted knowingly or with reckless disregard for the truth is peculiarly within defendants' knowledge and control. As the senior managers and/or directors of the Company, the Individual Defendants had knowledge of the details of Phreesia's internal affairs.

67. The Individual Defendants are liable both directly and indirectly for the wrongs complained of herein. Because of their positions of control and authority, the Individual Defendants were able to and did, directly or indirectly, control the content of the statements of the Company. As officers and/or directors of a publicly-held company, the Individual Defendants had a duty to disseminate timely, accurate, and truthful information with respect to Phreesia's businesses, operations, future financial condition and future prospects. As a result of the dissemination of the aforementioned false and misleading reports, releases and public statements, the market price of Phreesia's common stock was artificially inflated throughout the Class Period. In ignorance of the adverse facts concerning the Company which were concealed by Defendants, Plaintiff and the other members of the Class purchased or otherwise acquired Phreesia's common stock at artificially inflated prices and relied upon the price of the common stock, the integrity of the market for the common stock and/or upon statements disseminated by Defendants, and were damaged thereby.

68. During the Class Period, Phreesia's common stock was traded on an active and efficient market. Plaintiff and the other members of the Class, relying on the materially false and misleading statements described herein, which the defendants made, issued or caused to be disseminated, or relying upon the integrity of the market, purchased or otherwise acquired shares of Phreesia's common stock at prices artificially inflated by defendants' wrongful conduct. Had Plaintiff and the other members of the Class known the truth, they would not have purchased or

otherwise acquired said common stock, or would not have purchased or otherwise acquired them at the inflated prices that were paid. At the time of the purchases and/or acquisitions by Plaintiff and the Class, the true value of Phreesia's common stock was substantially lower than the prices paid by Plaintiff and the other members of the Class. The market price of Phreesia's common stock declined sharply upon public disclosure of the facts alleged herein to the injury of Plaintiff and Class members.

69. By reason of the conduct alleged herein, Defendants knowingly or recklessly, directly or indirectly, have violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder.

70. As a direct and proximate result of defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their respective purchases, acquisitions and sales of the Company's common stock during the Class Period, upon the disclosure that the Company had been disseminating misrepresented financial statements to the investing public.

COUNT II

Against the Individual Defendants for Violations of Section 20(a) of the Exchange Act

71. Plaintiff repeats and realleges each and every allegation contained in the foregoing paragraphs as if fully set forth herein.

72. During the Class Period, the Individual Defendants participated in the operation and management of the Company, and conducted and participated, directly and indirectly, in the conduct of the Company's business affairs. Because of their senior positions, they knew the adverse non-public information about Phreesia's misstatements.

73. As officers and/or directors of a publicly owned company, the Individual Defendants had a duty to disseminate accurate and truthful information, and to correct promptly any public statements issued by Phreesia which had become materially false or misleading.

74. Because of their positions of control and authority as senior officers, the Individual Defendants were able to, and did, control the contents of the various reports, press releases and public filings which Phreesia disseminated in the marketplace during the Class Period concerning the misrepresentations. Throughout the Class Period, the Individual Defendants exercised their power and authority to cause Phreesia to engage in the wrongful acts complained of herein. The Individual Defendants therefore, were "controlling persons" of the Company within the meaning of Section 20(a) of the Exchange Act. In this capacity, they participated in the unlawful conduct alleged which artificially inflated the market price of Phreesia's common stock.

75. Each of the Individual Defendants, therefore, acted as a controlling person of the Company. By reason of their senior management positions and/or being directors of the Company, each of the Individual Defendants had the power to direct the actions of, and exercised the same to cause Phreesia to engage in the unlawful acts and conduct complained of herein. Each of the Individual Defendants exercised control over the general operations of the Company and possessed the power to control the specific activities which comprise the primary violations about which Plaintiff and the other members of the Class complain.

76. By reason of the above conduct, the Individual Defendants and/or Phreesia are liable pursuant to Section 20(a) of the Exchange Act for the violations committed by the Company.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff demand judgment against defendants as follows:

A. Determining that the instant action may be maintained as a class action under Rule 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the Class representatives;

B. Requiring Defendants to pay damages sustained by Plaintiff and the Class by reason of the acts and transactions alleged herein;

C. Awarding Plaintiff and the other members of the Class pre-judgment and post-judgment interest, as well as their reasonable attorneys' fees, expert fees and other costs; and

D. Awarding such other and further relief as this Court may deem just and proper.

DEMAND FOR TRIAL BY JURY

Plaintiff hereby demands a trial by jury.

Dated: May 13, 2026 | Respectfully submitted,

Of Counsel:

/s/ __________

Attorneys for Plaintiff