

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING

File No. 3-19541

In the Matter of :

FCA US LLC and Fiat Chrysler :
Automobiles, N.V., :

Respondents. :

Notice For Distribution of The Fiat Chrysler Vehicle Sales Fair Fund

This Plan Notice is issued pursuant to the Commission-approved Plan of Distribution. This is not a solicitation from a lawyer.

If you purchased the stock of the company listed below (the “Eligible Security”) during the corresponding “Relevant Period” and suffered a loss as a result of the conduct described in the Complaint in the captioned matter, you may be eligible for compensation from the Fiat Chrysler Vehicle Sales Fair Fund.

Company Name, Trading Symbol, and Relevant Period (Inclusive)

Company Name	Trading Symbol	Relevant Period Start Date	Relevant Period End Date
Fiat Chrysler Automobiles N.V.	FCAU	10/13/14	7/26/16

In order to be considered for eligibility for a distribution from the Fiat Chrysler Vehicle Sales Fair Fund, you must submit a completed and signed Proof of Claim Form (“Claim Form”) to the Fund Administrator¹, with adequate documentation of your transactions and a completed tax certification **online no later than 11:59 p.m. PST on January 9, 2023 (the “Claims Bar Date”); by First Class Mail, postmarked by January 9, 2023; if not by First Class Mail, received by the Fund Administrator by January 9, 2023.** Further directions for submitting a claim, including the online claims process and physical address, are set forth below and on the Claim Form.

The information contained in this Plan Notice is only a summary. More detailed information and important documents can be found on the website dedicated to this matter at www.fiatchryslervehiclesalesfairfund.com (the “Fair Fund Website”).

¹ Any capitalized terms used in this Plan Notice that are not otherwise defined herein shall have the meaning ascribed to them in the Plan of Distribution, which is available on the website established for the Fiat Chrysler Vehicle Sales Fair Fund at www.fiatchryslervehiclesalesfairfund.com.

Please Note: Receipt of this Plan Notice does not mean you are eligible to receive a Distribution Payment; eligibility will be determined in accordance with the Commission-approved Plan of Distribution (the “Plan”) upon receipt of your Claim Form and necessary documentation.

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY BECAUSE YOU MAY BE ELIGIBLE FOR COMPENSATION FROM THE FIAT CHRYSLER VEHICLE SALES FAIR FUND. THIS NOTICE CONTAINS IMPORTANT INFORMATION REGARDING YOUR POTENTIAL ELIGIBILITY TO SHARE IN THE FIAT CHRYSLER VEHICLE SALES FAIR FUND.

Background

The Cease-and-Desist Proceeding

On September 27, 2019, the Commission issued an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order (the “Order”) against FCA US LLC (“FCA US”) and Fiat Chrysler Automobiles N.V. (collectively, the “Respondents”). In the Order, the Commission found that from at least August 2012 to July 2016, FCA US, an automotive company, fraudulently misled investors about the number of new vehicles that it and its dealers sold each month to customers. The Commission similarly found that beginning in September 2013, FCA US or its predecessor falsely touted that it continued to increase new vehicle sales every month on a year-over-year basis by reporting what it called a “streak” of uninterrupted sales growth. In order to maintain the purported growth streak, FCA US inflated monthly vehicle sales to customers by paying dealers to report fake sales, as well as manipulating other sales data in order to make vehicles sales appear better than they were. The Commission ordered the Respondents to pay, jointly and severally, a civil money penalty in the amount of \$40,000,000 to the Commission. The Commission also created the Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so the civil penalty paid can be distributed to harmed investors. The Fair Fund includes the \$40,000,000 paid by the Respondents.

The Fiat Chrysler Vehicle Sales Fair Fund, the Tax Administrator, and the Fund Administrator

The SEC established a Fair Fund pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002 to distribute the funds collected to harmed investors. The Fair Fund consists of the \$40,000,000 paid by the Respondents and deposited with the United States Department of the Treasury’s Bureau of the Fiscal Services (“BFS”) where the funds are invested in interest-bearing securities. Accrued interest and any additional funds received pursuant to the Order will be added to the Fund.

By Order issued on April 22, 2021, the SEC appointed JND Legal Administration as the Fund Administrator (the “Fund Administrator”) to administer the Fund and implement a Plan of Distribution.

The Plan

This Plan of Distribution (the “Plan”) was developed jointly by the Fund Administrator and the SEC staff in accordance with practices and procedures customary in Fair Fund administrations. The Plan governs the administration and distribution of the Fair Fund and sets forth the method and procedures for distributing the assets of the Fair Fund to investors harmed by the conduct alleged in the Complaint. On July 12, 2022, the Commission approved the Plan. The Commission-approved Plan of Distribution is available on the Fair Fund Website at www.fiatchryslervehiclesalesfairfund.com as well as on the SEC public webpage for this matter, www.sec.gov/litigation/admin.htm

Who May Be Eligible for a Distribution?

If you invested in the security listed in the chart on page 1 of this Notice, during the Relevant Period; are not an Excluded Party as defined in the Plan; and suffered a loss according to the Plan, you may be eligible for a distribution from the Fiat Chrysler Vehicle Sales Fair Fund.

To be considered for a Distribution Payment, you must timely submit a completed and signed Claim Form including adequate documentation for claimed transactions and a completed tax certification. If you believe you may be eligible for a distribution and are not an Excluded Party (see below), you should timely submit a completed and signed Claim Form.

“Excluded Parties” are defined in paragraph 13 of the Plan as follows and are not eligible to receive a distribution from the Fiat Chrysler Vehicle Sales Fair Fund:

- i. The Respondent;
- ii. Present or former officers or directors of Respondent and any assigns, creditors, heirs, distributees, spouses, parents, dependent children or controlled entities of any of the foregoing persons or entities;
- iii. Any employee or former employee of the Respondent or any of its affiliates who has been terminated for cause or has otherwise resigned, in connection with the conduct described in the Order;
- iv. Any Person who, as of the Claims Bar Date, has been the subject of criminal charges related to the conduct described in the Order or any related Commission action;
- v. Any firm, trust, corporation, officer, or other entity in which Respondent has or had a controlling interest;
- vi. The Fund Administrator, its employees, and those persons assisting the Fund Administrator in its role as the Fund Administrator;
- vii. Any purchaser or assignee of another Person’s right to obtain a recovery from the Fair Fund for value; provided, however, that this provision shall not be

construed to exclude those Persons who obtained such a right by gift, inheritance or devise.

Allocation of the Fiat Chrysler Vehicle Sales Fair Fund

A Plan of Allocation has been prepared that provides the formula by which Distribution Payments will be determined (*See* Exhibit A of the Plan). The Net Fair Fund will be distributed to Eligible Claimants in accordance with that Plan of Allocation.

All Distribution Payments will be subject to a “Minimum Distribution Amount” -- if an Eligible Claimant’s Distribution Payment is less than \$10.00, that Eligible Claimant will not receive a Distribution Payment and the funds will be distributed to other Eligible Claimants whose Distribution Payments are equal to or greater than \$10.00. *See* the Plan of Allocation.

Claim Forms

Your Claim Form may be submitted online, by First Class Mail or other delivery. A paper Claim Form has been included with this Plan Notice. If you require additional copies of the Claim Form, you may obtain them from the Fair Fund Website.

You must submit your completed and signed Claim Form, including tax certification and adequate supporting documentation **online no later than 11:59 p.m. PST on January 9, 2023**; by **First Class Mail, postmarked by January 9, 2023, or, if not sent by First Class Mail, received by the Fund Administrator by January 9, 2023**. Mailed and/or otherwise physically delivered Claim Forms should be directed to the following address:

Fiat Chrysler Automobile Fair Fund
c/o JND Legal Administration
PO Box 91132
Seattle, WA 98111

If you fail to timely submit a completed and signed Claim Form by the deadline, you may be barred from receiving a payment from the Fiat Chrysler Vehicle Sales Fair Fund. The Claim Form must be accompanied by a completed tax certification and adequate supporting documentation for each transaction listed in the Claim. You will be responsible for demonstrating timely submission of your Claim Form.

If you submit a Claim Form that fails to provide all required information, or is otherwise deficient, you may receive a Claim Status Notice advising you of the reason(s) why the claim is deficient and providing to you an opportunity to cure such deficiencies.

Special Notice to Securities Brokers and Other Nominee Purchasers

Brokers, Dealers and other nominees that may have records of purchasers of the Eligible Security during the Relevant Period must notify the respective beneficial owners within fourteen (14) days

of receipt of the Claims Packet so that beneficial owners may timely file a claim, or provide to the Fund Administrator within fourteen (14) days of receipt a list of last known names and addresses for all beneficial owners for whom the record holders purchased the Eligible Security during the Relevant Period.

Additional Information

Additional information regarding the Fiat Chrysler Vehicle Sales Fair Fund, including the Plan of Distribution, the Plan Notice, the Proof of Claim Form, relevant deadlines, and related materials are available on the Fair Fund Website at www.fiatchryslervehiclesalesfairfund.com. You may obtain additional information or request copies of the Claim Form by contacting the Fund Administrator toll-free at (833) 636-2119, emailing info@fiatchryslervehiclesalesfairfund.com, or writing to:

Fiat Chrysler Automobile Fair Fund
c/o JND Legal Administration
PO Box 91132
Seattle, WA 98111

PLEASE CHECK THE WEBSITE
WWW.FIATCHRYSLERVEHICLESALSAIRFUND.COM FOR UPDATES