No. 24-974

In the Supreme Court of the United States

TECH MAHINDRA (AMERICAS) INC.

Petitioner,

v.

LEE WILLIAMS, INDIVIDUALLY AND IN HIS REPRESENTATIVE CAPACITY,

Respondent.

On Petition for a Writ of Certiorari to the United States Court of Appeals for the Third Circuit

BRIEF OF THE SECURITIES INDUSTRY AND FINANCIAL MARKETS ASSOCIATION AND THE CHAMBER OF COMMERCE OF THE UNITED STATES OF AMERICA AS *AMICI CURIAE* SUPPORTING PETITIONER

KEVIN CARROLL
Securities Industry and Financial Markets Association
1099 New York Ave., NW
Washington, DC 20001

JENNIFER B. DICKEY
AUDREY DOS SANTOS
U.S. Chamber Litigation Center
1615 H Street, NW
Washington, DC 20062

JARED M. GERBER
Counsel of Record
JOEL C. HAIMS
ELAI KATZ
ALEXANDER H. SOUTHWELL
McDermott Will & Emery LLP
One Vanderbilt Avenue
New York, NY 10017
(212) 547-5400
jmgerber@mwe.com

TABLE OF CONTENTS

TABLE OF AUTHORITIES

Page(s)

Cases

Other Authorities

INTEREST OF *AMICI CURIAE* [1]

The Securities Industry and Financial Markets Association (SIFMA) is a securities industry trade association representing the interests of securities firms, banks, and asset managers across the globe. SIFMA's mission is to support a strong financial industry while promoting investor opportunity, capital formation, job creation, economic growth, and trust and confidence in the financial markets. SIFMA regularly files *amicus* briefs in cases such as this one that have broad implications for financial markets, and frequently has appeared as *amicus curiae* in this Court.

The Chamber of Commerce of the United States of America (the Chamber) is the world's largest business federation. It represents approximately 300,000 direct members and indirectly represents the interests of more than three million companies and professional organizations of every size, in every industry sector, and from every region of the country. An important function of the Chamber is to represent the interests of its members in matters before Congress, the Executive Branch, and the courts. To that end, the Chamber regularly files *amicus curiae* briefs in cases, like this one, that raise issues of concern to the nation's business community.

Amici—whose members are frequent targets of litigation, and class-action litigation in particular—thus have a strong interest in ensuring the rigorous and consistent enforcement of statutes of limitations, especially in the class-action context, to reduce the potential for abusive and protracted litigation.

---

[1] Pursuant to Rule 37.6, *amici curiae* state that no counsel for any party authored this brief in whole or in part and no entity or person, aside from *amici curiae*, their members, or their counsel, made any monetary contribution intended to fund the preparation or submission of this brief. All parties received timely notice of *amici*'s intent to file this brief pursuant to Rule 37.2.

SUMMARY OF ARGUMENT

I. *Amici* agree with petitioner that the first question presented—concerning whether a rejected amended complaint that has no other legal effect can nonetheless toll a statute of limitations—merits the Court's review. The deepening circuit split on that issue will lead to differing outcomes on critical statute-of-limitations questions across the country, causing significant uncertainty for the business community, financial market participants, and other litigants. It will also lead to increased evidence-preservation and document-retention costs for businesses seeking to protect against the possibility that a second court could toll the statute of limitations on the claims contained in a proposed amended complaint rejected by a prior court.

As the petition demonstrates, the ruling below with respect to the first question presented is wrong, as a proposed amended complaint has no legal effect without leave of court or consent of the defendants. Pet. at 15-16. The holding below is also unwarranted given that proposed amended complaints can be rejected in circumstances where the amendment is offered in bad faith or would inflict undue prejudice on defendants.[2] Allowing such a

[2] *See, e.g.*, *City of Birmingham Firemen's & Policemen's Supplemental Pension Sys. v. Ryanair Holdings plc*, 2022 WL 4377898, at *1-2 (S.D.N.Y. Sept. 22, 2022) (rejecting proposed amended complaint in securities class action as evincing bad faith and causing undue prejudice where plaintiff made "tactical" decision to "consistently state[]" it did "not intend to amend" its complaint in response to motion to dismiss decision, and only sought leave to amend "nearly a year" later, after the parties engaged in extensive discovery negotiations and heavily litigated scope of case); *In re Interest Rate Swaps Antitrust Litig.*, 2018 WL 2332069, *19 (S.D.N.Y. May 23, 2018) (denying leave to amend in antitrust class action based on "considerations of delay, prejudice, and gamesmanship" where "plaintiffs' counsel's communications with the Court and defense during the extended period of discovery

proposed amendment to "equitably" toll the statute of limitations would therefore perversely magnify the prejudice on defendants that the denial of leave to amend was meant to avoid, forcing defendants to treat the prejudicial and/or bad faith claims raised in those proposed complaints as legally effective for limitations purposes notwithstanding their rejection for all other purposes.

II. *Amici* submit this brief primarily to underscore that the second question presented—concerning whether equitable tolling in the form of so-called "wrong-forum" tolling applies to permit the filing of untimely class claims, rather than just individual claims—is of profound importance to the business community and financial market participants. As petitioner demonstrates, the holding below plainly contradicts the Court's decision in *China Agritech v. Resh*, 584 U.S. 811 (2018), and exposes defendants to the prospect of repeated rounds of untimely and potentially abusive class-action claims that *China Agritech* was intended to foreclose.

Those concerns have only become more acute in the years since *China Agritech* was decided, as class actions have continued to grow in type and complexity, and inflict ever greater costs on litigants. At the same time, lower courts (like the court below) have adopted an unduly narrow view of *China Agritech*, permitting tolling in many circumstances that *China Agritech* should be read to foreclose. Moreover, the wrong-forum tolling doctrine at issue here raises additional negative policy consequences that further tip the balance of equities against tolling the statute of limitations for subsequent class claims.

---

negotiations and litigation conveyed a misleading impression—that plaintiffs' claims were fixed at 2013-2016—whereas in fact counsel had in mind, and were actively pursuing, a transformative amendment to restore plaintiffs' claims as to the five prior years").

The Court should therefore grant review of the second question presented and reinforce *China Agritech*'s application to the myriad potentially abusive extensions of limitations periods in the class-action context.

ARGUMENT

The Court should reject the potentially abusive "equitable" tolling of class-action claims.

As this Court has long realized, statutes of limitations provide "security and stability to human affairs" and are therefore "vital to the welfare of society." *Gabelli v. SEC*, 568 U.S. 442, 448-49 (2013) (quoting *Wood v. Carpenter*, 101 U.S. 135, 139 (1879)). This is so because statutes of limitations further several critically important policy goals, including providing "repose, elimination of stale claims, and certainty about a plaintiff's opportunity for recovery and a defendant's potential liabilities." *Id.* at 448 (quoting *Rotella v. Wood*, 528 U.S. 549, 555 (2000)). Statutes of limitations likewise "promote justice by preventing surprises through the revival of claims that have been allowed to slumber until evidence has been lost, memories have faded, and witnesses have disappeared." *Id.* (quoting *Railroad Telegraphers v. Railway Express Agency, Inc.*, 321 U.S. 342, 348-49 (1944)).

These fundamental purposes of statutes of limitations apply with particular force in the class-action context, which by its very nature can impose significantly greater costs and burdens than individual litigation. *See, e.g.*, *Blue Chip Stamps v. Manor Drug Stores*, 421 U.S. 723, 739 (1975) (noting the "widespread recognition" that securities class actions "present[] a danger of vexatiousness different in degree and in kind from that which accompanies litigation in general"). Paramount among these increased burdens are those related to discovery, which can be wide-ranging in class actions. *See, e.g.*, *id.* at 741 ("The potential for possible abuse of the liberal discovery provisions of the

Federal Rules of Civil Procedure may likewise exist in this type of case to a greater extent than . . . in other litigation" given that those rules can "permit[] a plaintiff with a largely groundless claim to simply take up the time of a number of other people, with the right to do so representing an in terrorem increment of the settlement value, rather than a reasonably founded hope that the process will reveal relevant evidence"). Thus, the rigorous and consistent enforcement of statutes of limitations in class actions is particularly important to providing the business community and financial market participants with certainty about their potential liability, as well as the ability to plan their defense and gather necessary evidence while it is still fresh.

Moreover, while it is true that "statutes of limitations are generally subject to equitable principles of tolling," this Court has explicitly held that such equitable exceptions should be carefully applied so as not to frustrate the fundamental purposes of statutes of limitations. *Rotella v. Wood*, 528 U.S. 549, 561 (2000) ("The virtue of relying on equitable tolling lies in the very nature of such tolling as the exception, not the rule."); *see also American Pipe & Construction Co. v. Utah*, 414 U.S. 538, 554 (1974) (permitting statute of limitations on individual claims to be equitably tolled by filing of class action because "[t]his rule is in no way inconsistent with the functional operation of a statute of limitations" and "[t]he policies of ensuring essential fairness to defendants and of barring a plaintiff who has slept on his rights are satisfied when" a timely class action is filed). Following this line of authority, the Court in *China Agritech* thoughtfully considered the relevant policy considerations of potentially tolling class claims, and correctly declined to extend equitable class-action tolling to those claims. *See* 584 U.S. at 740.

The Third Circuit's decision below ignored these critical purposes of statutes of limitations and the significant

limitations on equitable tolling, and instead adopted a broad exception to statutes of limitations that would permit the untimely filing of class claims whenever a prior class action was filed in the wrong or different forum. *Amici* therefore urge the Court to grant certiorari to restore the proper balance of equities in an area of the law that is critically important to the business community and financial market participants, and to reject the potentially abusive equitable tolling of class claims.

A. *China Agritech* carefully balanced competing policy considerations in holding that equitable tolling does not apply to class-action claims.

This Court considered the unique policy considerations raised by the potential equitable tolling of class-action claims in *China Agritech*, and correctly concluded that the equities did not support the tolling of such claims, even in circumstances that would justify the equitable tolling of individual claims. The same policy considerations apply with equal—if not greater—force here and should foreclose the extension of equitable wrong-forum tolling to class-action claims.

1. *China Agritech* considered the application of equitable tolling under the *American Pipe* class-action tolling doctrine. It observed that, under *American Pipe* and the cases following it, such equitable tolling applies to the subsequent assertion of "individual claims because economy of litigation favors delaying those claims until after a class-certification denial"—after all, "[i]f certification is granted, the claims will proceed as a class and there would be no need for the assertion of any claim individually." 584 U.S. at 740. Thus, the balance of the equities supports the tolling of *individual* claims, following the denial of class certification, to avoid "a needless multiplicity of actions filed by class members preserving their individual claims," which was "precisely the situation that Federal Rules of Civil

Procedure 23 and the tolling rule of *American Pipe* were designed to avoid." *Id.* at 739.

However, *China Agritech* correctly recognized that the balance of the equities is decidedly different with respect to the potential tolling of *class* claims because "[w]ith class claims . . . efficiency favors early assertion of competing class representative claims." *Id.* at 740. This is so because "[i]f class treatment is appropriate, and all would-be representatives have come forward, the district court can select the best plaintiff with knowledge of the full array of potential class representatives and class counsel." *Id.* In reaching this holding, *China Agritech* appropriately observed that "Rule 23 evinces a preference for preclusion of untimely successive class actions by instructing that class certification should be resolved early on." *Id.* at 741. *China Agritech* also stated that "[a] would-be class representative who commences suit after expiration of the limitation period" could not demonstrate "that they have been diligent in pursuit of their claims"—as ordinarily required to benefit from equitable tolling—because they could not reasonably rely on the prior class representatives to protect "[their] interest in representing the class." *Id.* at 743.

Finally, *China Agritech* identified "a further distinction between the individual-claim tolling established by *American Pipe* and tolling for successive class actions": that unlike the time to file individual actions, which would be "finite" once "a class action ends," "the time for filing successive class suits, if tolling were allowed, could be limitless" because "the statute of limitations [could be] extended time and again" as each class complaint is rejected and "a new named plaintiff [] file[s] a class complaint that resuscitates the litigation." *Id.* In rejecting such "[e]ndless tolling of a statute of limitations," *id.* at 744, *China Agritech* echoed the concerns raised by some prior circuit court decisions that permitting plaintiffs to "stack one class action on top of another and continue to toll the statute of limitations

indefinitely" would eviscerate the important policies of fairness and repose underlying statutes of limitations. *Basch v. Ground Round, Inc.*, 139 F.3d 6, 12 (1st Cir. 1998) ("Rational policy considerations led the Congress to impose a statute of limitations on the bringing of ADEA actions. . . . [P]otential individual plaintiffs cannot extend that limitations period by relying on successive class actions which allege the same class and the same claims.").[3]

2. The same policy considerations highlighted in *China Agritech* apply equally to other forms of equitable tolling, including the wrong-forum tolling doctrine at issue here.

As with *American Pipe* tolling, the extension of wrong-forum tolling to class claims would raise the prospect of endless tolling of the statute of limitations as the same or successive plaintiffs file and re-file complaints in different forums. It would likewise needlessly delay the resolution of class certification, contrary to the policy identified in *China Agritech* and the dictates of Rule 23, by interjecting protracted litigation about the appropriateness of the forum into the early stages of class litigation. And it would unjustly reward class representatives who were not diligent in seeking to assert class claims by allowing them to piggyback on filings by other class representatives in improper jurisdictions, contrary to the traditional requirements of equitable tolling.

Nor does the prospect of similar class-action complaints being timely filed in multiple districts—to protect against the possibility of any single action being dismissed

---

[3] *See also Korwek v. Hunt*, 827 F.2d 874, 879 (2d Cir. 1987) (rejecting the tolling of class-action claims as "test[ing] the outer limits of the *American Pipe* doctrine and [] fall[ing] beyond its carefully crafted parameters into the range of abusive options" because "such an application of the rule would be inimical to the purposes behind statutes of limitations and the class action procedure"); *Robbin v. Fluor Corp.*, 835 F.2d 213, 214 (9th Cir. 1987) (same).

as filed in the wrong forum—require a different result. Indeed, *China Agritech* itself acknowledged and rejected this very argument:

> Multiple timely filings might not line up neatly; they could be filed in different districts, at different times—perhaps when briefing on class certification has already begun—or on behalf of only partially overlapping classes. But district courts have ample tools at their disposal to manage the suits, including the ability to stay, consolidate, or transfer proceedings. District courts are increasingly familiar with overseeing such complex cases, given the surge in multidistrict litigation. The Federal Rules provide a range of mechanisms to aid courts in this endeavor. What the Rules do not offer is a reason to permit plaintiffs to exhume failed class actions by filing new, untimely class claims.

584 U.S. at 747-48. To the contrary, *China Agritech* found value in such filings across forums, stating "multiple filings may aid a district court in determining, early on, whether class treatment is warranted, and if so, which of the contenders would be the best representative." *Id.* at 747.

3. Moreover, wrong-forum tolling presents additional negative policy consequences that were not raised by the assertion of class-action tolling in *China Agritech*.

Most significantly, the application of wrong-forum tolling to class-action claims could encourage class plaintiffs to push the outer boundaries of any applicable venue and jurisdictional provisions in the hopes of finding a more favorable reception for their claims in a far-flung jurisdiction that is otherwise less well-suited to hear the dispute. Indeed, any time that a class-action plaintiff faces adverse precedent in the most natural forum for the action—or

even the mere perception of a less favorable judicial assignment—the availability of wrong-forum tolling would incentivize that plaintiff to file in another district, knowing full well that a dismissal on wrong-forum grounds would still permit her (or another member of the putative class) to re-file untimely claims elsewhere (including another equally far-flung district) in a subsequent class action, and to repeat the process until a plaintiff finds a forum willing to entertain the suit.

The negative consequences of encouraging this type of forum-shopping would be profound, including burdening courts with unnecessary litigation, imposing additional costs on defendants to litigate in inconvenient locations, and potentially undermining confidence in the judicial system.

B. The equitable considerations supporting *China Agritech* have only grown stronger over subsequent years.

Although *China Agritech* correctly weighed the competing policy considerations that existed at the time of that decision, the potential negative consequences of tolling class claims have only become more significant over time, as class-action litigation continues to expand and impose increased costs on the business community, financial market participants, and all Americans.

1. Since *China Agritech* was decided in 2018, class actions have continued to grow in both type and complexity. For example, according to one recent analysis, class actions concerning data breaches have "surge[d]" in recent years, rising "from 108 class action filings in 2018 to 1,488 class action filings in 2024, an increase of more than 1,265% over six years." Duane Morris, Class Action Review 2025 (Jan. 7, 2025) at 26 ("After every major (and not-so-major) report of a data breach, companies now can expect the resulting negative publicity to prompt one or more

class action lawsuits, saddling companies with the significant costs of responding to the data breach as well as the significant costs of dealing with high-stakes class action lawsuits, often on multiple fronts."). Similarly, privacy class actions under a single Illinois statute have "skyrocketed" in recent years, increasing from "approximately two total lawsuits per year from 2008 through 2016" to more than 400 filings in just 2024. *Id.* at 10-11. Such privacy-related class actions are only likely to increase in the future, as additional states enact new privacy laws, including "[e]ight new state privacy laws [that] will take effect in 2025." *Id.* at 10. Moreover, a number of additional types of class actions that were rarely filed—or that did not even exist at all—when *China Agritech* was decided have become commonplace in recent years, including cases concerning the COVID-19 pandemic, artificial intelligence, the impact of so-called "forever chemicals," and claims about "website activity tracking tools." *Id.* at 4, 12, 28.

As a result, according to another recent study of class actions, "[t]he percentage of companies facing class actions has reached the highest level in 13 years," with 61.9% of Fortune 1000 and other large companies surveyed experiencing class actions in 2023 (up from 54.4% in 2018). Carlton Fields, 2024 Carlton Fields Class Action Survey (May 2024) at 8. And those companies "are seeing more class actions over time," with the surveyed companies projecting an average of 11.4 class actions per company in 2024, up from 7.8 per company in 2018 (an increase of more than 46%). *Id.* at 17-18.

At the same time, companies report that the class actions they face are increasingly complex: "[t]he percentage of companies facing high-risk matters and complex matters continues to grow," with companies "see[ing] an increase in employee claims, consumer fraud, data privacy, and discrimination" class actions that "all bring financial, reputational, and operational risks." *Id.* at 20.

These growing threats from class-action litigation only underscore the importance of enforcing statutes of limitations with respect to class claims, rather than permitting the potentially endless extension of statutes of limitations embraced by the decision below.

2. Based on the increasing types and complexity of class-action litigation, the costs of defending class actions have also increased in the years since *China Agritech* was decided. According to one of the studies mentioned above, corporate legal spending on defending class actions was projected to grow to $4.2 billion in 2024 among the companies surveyed, up from $2.5 billion in 2018 (a nearly 70% increase). *See* Carlton Fields at 7. And "[c]lass action spending remains one of the fastest-growing areas of legal spending" at those companies. *Id.* at 6.

Of course, a significant portion of the costs associated with defending class actions are driven by the ever-expanding burden of electronic discovery, which involves the collection, hosting, review, and production of increasing amounts of electronic data. *See, e.g.*, Federal Judicial Center, Manual for Complex Litig., 4th ed. (Mar. 2004) at 77 ("Computerized data have become commonplace in litigation. The sheer volume of such data, when compared with conventional paper documentation, can be staggering.").[4] Accordingly, allowing the potentially unlimited "equitable" extension of statutes of limitations in the class-

[4] *See also* U.S. Chamber of Commerce Institute for Legal Reform, *The Centre Cannot Hold: The Need for Effective Reform of the U.S. Civil Discovery Process* (May 2010) at 2 ("By some estimates, discovery costs now comprise between 50 and 90 percent of the total costs of adjudicating a case. . . . The exponential growth in the volume of electronic documents created by the modern computer systems has exacerbated the problem and is jeopardizing our legal system's ability to handle even routine matters. . . . Indeed, the effort and expense associated with electronic discovery are so excessive that settlement is often the most fiscally prudent course—regardless of the merits of the case.").

action context would only further increase these costs, as it would require defendants to host and maintain the large volume of data necessary to defend the litigation for an even longer period of time. And it would do so at a time when such large collections of electronic data are subject to increasing data-breach risk, further compounding the risks of endless tolling of statutes of limitations for class actions. *See, e.g.*, Dan Roe, The American Lawyer, *Law Firm Data Breach Reports Show No Signs of Slowing in 2024* (May 23, 2024) ("Five months into the year, 2024 is on pace to be the biggest year in the history of law firm data breach reports.").

3. In addition, the size of class-action settlements has also increased dramatically in the years since *China Agritech* was decided. According to one study, "the highest 10 settlements across all substantive areas of class action litigation totaled $42 billion" in 2024, and $159.4 billion from 2022 to 2024, which were the three highest years recorded over the last two decades. Duane Morris at 1-2. In just 2024 alone, the 10 largest settlements in products liability class actions totaled $23.4 billion, in antitrust class actions totaled $8.4 billion, in securities fraud class actions totaled $2.5 billion, in consumer fraud class actions totaled $2.4 billion, and in privacy class actions totaled $2.0 billion. *Id.* at 3-4.

These ever-increasing costs of defending and resolving class actions provide further support for the rule adopted in *China Agritech*, which serves the salutary purpose of reducing untimely, delayed, and potentially abusive class claims.

C. The lower courts have improperly limited the scope of *China Agritech*.

Unfortunately, the lower courts (including the court below) have consistently adopted an unduly narrow view

of *China Agritech*, which has allowed potentially abusive class claims to continue to flourish.

For example, the court below attempted to distinguish *China Agritech* on the ground that the current plaintiff "pursued his claim through the [prior] litigation within the statute of limitations period" by seeking to join in a proposed amended complaint. *Williams v. Tech Mahindra (Americas) Inc.*, 2024 WL 5055834, at *3 (3d Cir. Dec. 10, 2024). But even assuming that unsuccessfully seeking leave to file a proposed amended complaint could toll the statute of limitations on the plaintiff's individual claims, the purported distinction identified in extending such tolling to his class claims does not meaningfully address the numerous policy concerns raised by *China Agritech*, including the prospect of repeated tolling as class complaints are re-filed in different jurisdictions, the inevitable delay in resolving class certification as forum-related issues are litigated, and the lack of diligence by absent class members in not seeking to promptly serve as lead plaintiffs and instead waiting to assert those claims in proposed amended complaints.

Similarly, other courts have sought to limit *China Agritech* to situations where proposed class representatives seek to file *separate* class actions, and have thereby permitted equitable tolling to apply in situations where a new class representative seeks to join an *existing* class action after the expiration of the limitations period. *See, e.g.*, *Fund Liquidation Holdings LLC v. Bank of Am. Corp.*, 991 F.3d 370, 393 (2d Cir. 2021) ("The Supreme Court focused its analysis on *follow-on* class actions. Nothing in *China Agritech* purports to say that equitable tolling does not apply to new class representatives joined within the *same* class action.").[5] These decisions too raise serious

[5] *See also Bos. Ret. Sys. v. Uber Techs., Inc.*, 2021 WL 4503137, at *1, 4 (N.D. Cal. Oct. 1, 2021) (equitably tolling class claims asserted by "a

questions under *China Agritech*, as they minimize the Court's instruction that "efficiency favors early assertion of competing class representative claims," 584 U.S. at 740, and that declining tolling would "propel putative class representatives to file suit well within the limitation period and seek certification promptly." *Id.* at 748. These decisions also raise the specter of endless tolling of the statute of limitations, which is no less problematic if the serial tolling happens within a single class action than if it is done across separately filed class actions.

Accordingly, certiorari is warranted here to reaffirm the vitally important policies of efficiency, fairness, and repose that motivated the Court's decision in *China Agritech*.

---

plaintiff who filed a new class action, sought to consolidate the case with an existing class action, and then sought to be added as a new plaintiff to the existing class action" because "nothing in *China Agritech* indicates that a new plaintiff cannot join an existing class action").

CONCLUSION

For the foregoing reasons, the petition for a writ of certiorari should be granted.

Respectfully submitted.

KEVIN CARROLL
Securities Industry and Financial Markets Association
1099 New York Ave., NW
Washington, DC 20001

JENNIFER B. DICKEY
AUDREY DOS SANTOS
U.S. Chamber Litigation Center
1615 H Street NW
Washington, DC 20062
(202) 463-5337

JARED M. GERBER
Counsel of Record
JOEL C. HAIMS
ELAI KATZ
ALEXANDER H. SOUTHWELL
McDermott Will & Emery LLP
One Vanderbilt Avenue
New York, NY 10017
(212) 547-5400
jmgerber@mwe.com