

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING  
File No. 3-20092

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In the Matter of  
Fiat Chrysler Automobiles N.V.,  
Respondent.

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**Fiat Chrysler Automobiles N.V. Fair Fund Plan Notice**

**TO: Persons who purchased or acquired Fiat Chrysler Automobiles N.V. (“FCA”) common stock, traded on the New York Stock Exchange under the trading symbol FCAU (the “Security”) during the Recovery Period (February 2, 2016 through January 11, 2017, inclusive).**

**If you purchased or acquired the Security during the Recovery Period, you must submit a completed Claim Form with the necessary documentation so that it is postmarked (or if not sent by U.S. Mail, received) by June 4, 2022 (the “Claims Bar Date”) to be considered for eligibility to recover from the Fiat Chrysler Automobiles Fair Fund. Claim Forms may also be submitted online on the Fiat Chrysler Automobiles Fair Fund’s website at [www.FCAFairFund.com](http://www.FCAFairFund.com). If you choose to file your Claim Form online, you must file on or before 11:59 p.m. Eastern Standard Time on June 4, 2022.**

**1. Purpose of this Plan Notice**

The purpose of this Plan Notice is to inform you that you may be eligible for a distribution from the Fiat Chrysler Automobiles Fair Fund. To be potentially eligible to share in the Fiat Chrysler Automobiles Fair Fund, you must file a Claim Form in accordance with the steps set forth in this Plan Notice and in the Securities and Exchange Commission-approved Plan of Distribution (the “Plan”). Claim Forms together with this Plan Notice are being mailed to Potential Claimants<sup>1</sup> who purchased the Security during the Recovery Period. Copies of the Plan, this Plan Notice, and the Claim Form are also available on the Fiat Chrysler Automobiles Fair Fund website at [www.FCAFairFund.com](http://www.FCAFairFund.com). Certain persons and entities are excluded from eligibility under paragraph 13 of the Plan; these exclusions are set forth in Section III below.

PLEASE NOTE: Receipt of this Plan Notice does not mean you are an Eligible Claimant; eligibility will be determined by the Fund Administrator pursuant to the Plan.

**NOTICE TO INSTITUTIONAL FILERS:** Claims with 100 or more transactions or on behalf of 20 or more different accounts must be submitted electronically and in the required format specified by the Fund Administrator.

If you fall within this category and wish to file your Claim Form electronically, you must send an e-mail to [info@FCAFairFund.com](mailto:info@FCAFairFund.com), or visit [www.FCAFairFund.com](http://www.FCAFairFund.com) to obtain the required electronic filing template. Files that do not comply with the template and format provided by the Fund Administrator may be rejected. Electronic files will NOT be considered properly submitted unless the Fund Administrator issues to the Potential Claimant a written acknowledgment of receipt and acceptance of the electronically submitted data. If you do not receive such an acknowledgement, please contact the Fund Administrator.

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<sup>1</sup> Capitalized terms used but not defined in this Claim Form are defined in the approved distribution plan, which you can access on the Fiat Chrysler Automobiles Fair Fund website: [www.FCAFairFund.com](http://www.FCAFairFund.com).

**PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY BECAUSE YOU MAY BE ENTITLED TO A RECOVERY FROM THE FAIR FUND. THIS NOTICE CONTAINS IMPORTANT INFORMATION REGARDING YOUR ABILITY TO SHARE IN THE FIAT CHRYSLER AUTOMOBILES FAIR FUND.**

**SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES:** If you purchased or acquired Fiat Chrysler Automobiles common stock as nominee for a beneficial owner, then within fourteen (14) calendar days after you receive this Claims Packet, you must either: (a) notify the respective beneficial owners of receipt of the Claims Packet so that beneficial owners may timely file a claim; or (b) provide to the Fund Administrator a list of last known names and addresses for all beneficial owners for whom the record holders purchased or acquired the Security during the Recovery Period so that the Fund Administrator can send them a Claims Packet directly. If you choose to follow procedure (a), a copy of the Claims Packet is available to download and print at [www.FCAFairFund.com](http://www.FCAFairFund.com). Requests to the Fund Administrator for additional copies of the Claims Packet in excess of 500 are subject to approval by the Fund Administrator in consultation with the Commission staff.

## **2. Background**

On September 28, 2020, the Commission issued the Order instituting and simultaneously settling cease-and-desist proceedings against the Respondent. In the Order, the Commission found that the Respondent violated federal securities laws when it made material misstatements in its public filings with the Commission. Specifically, the Commission found that the Respondent made misleading statements in early 2016 concerning an internal inquiry of the emissions control systems in certain of its light-duty diesel vehicles in the wake of the Volkswagen AG “Dieselgate” scandal.

In the Order, the Commission ordered FCA to pay a civil money penalty in the amount of \$9,500,000, and established the Fair Fund (the “Fiat Chrysler Automobiles Fair Fund”), pursuant to Section 308(a) of Sarbanes Oxley Act of 2002, so the penalty paid can be distributed to investors harmed by the Respondent’s conduct described in the Order.

On April 15, 2021, the Commission appointed Miller Kaplan Arase LLP as Tax Administrator for the Fiat Chrysler Automobiles Fair Fund to handle its tax obligations. On April 15, 2021, the Commission appointed the Fund Administrator to assist in developing and executing the Plan. On November 23, 2021, the Commission approved the Plan.

## **3. Eligibility Criteria and the Distribution Formula**

To be eligible for a payment from the Fiat Chrysler Automobiles Fair Fund, you must satisfy certain eligibility criteria that are described in detail in the Plan. The Plan is available on the Fiat Chrysler Automobiles Fair Fund’s website at [www.FCAFairFund.com](http://www.FCAFairFund.com). You can also request a copy of the Plan by calling the Fund Administrator at 1 (844) 907-4924 or by sending an email to [info@FCAFairFund.com](mailto:info@FCAFairFund.com). Those criteria include the following:

1. You must have purchased or acquired FCA common stock, traded on the New York Stock Exchange under the trading symbol FCAU, during the Recovery Period.
2. Your approved transactions must calculate to a Recognized Loss as calculated under the Plan, and the Distribution Payment must equal or exceed \$10.00.
3. You are excluded from participation in the Fiat Chrysler Automobiles Fair Fund if you are an Excluded Party as defined in the Plan, including:
  - a. the Respondent
  - b. 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;
  - c. 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;
  - d. 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;
  - e. Any firm, trust, corporation, officer, or other entity in which Respondent has or had a controlling interest;

- f. The Fund Administrator, its employees, and those persons assisting the Fund Administrator in its role as Fund Administrator; and
- g. Any purchaser or assignee of another Potential Claimant's right to obtain a recovery from the Fiat Chrysler Automobiles Fair Fund for value; provided, however, that this provision shall not be construed to exclude those Potential Claimants who obtained such a right by gift, inheritance, or devise.

**The Plan of Allocation that will be used to calculate Distribution Payments is set forth in Exhibit A of the Plan.**

The Plan of Allocation is designed to compensate Eligible Claimants based on their losses from purchases of the Security during the Recovery Period due to conduct of the Respondent. If the Net Available Fair Fund has sufficient funds, each Eligible Claimant will receive a Distribution Payment equal to the amount of his, her, or its Recognized Loss less his, her, or its Prior Recovery. If the Net Available Fair Fund is not sufficient to pay the full Recognized Loss for all Eligible Claimants less his, her, or its Prior Recovery, then each Eligible Claimant will receive a Distribution Payment that his, her or its Recognized Loss bears in proportion to the aggregate Recognized Loss Amounts of all Eligible Claimants less their Prior Recoveries, up to the maximum allowed by the Offset for Prior Recovery.

#### **4. Claim Forms**

A CLAIM FORM IS BEING MAILED TOGETHER WITH THIS PLAN NOTICE TO POTENTIAL CLAIMANTS. IF YOU DO NOT RECEIVE A CLAIM FORM IN THE MAIL OR REQUIRE ADDITIONAL CLAIM FORMS, SEE THE INSTRUCTIONS BELOW UNDER "ADDITIONAL INFORMATION."

THE DEADLINE TO SUBMIT A CLAIM FORM AT THE ADDRESS BELOW IS JUNE 4, 2022 (PLEASE NOTE: THIS IS A POSTMARK DEADLINE). IF YOU CHOOSE TO FILE YOUR CLAIM FORM ONLINE, YOU MUST FILE ON OR BEFORE 11:59 P.M. EASTERN STANDARD TIME ON JUNE 4, 2022. IF YOU FAIL TO TIMELY SUBMIT A COMPLETED CLAIM FORM, YOU WILL BE BARRED FROM RECEIVING A PAYMENT FROM THE FIAT CHRYSLER AUTOMOBILES FAIR FUND. THE CLAIM FORM MUST BE ACCOMPANIED BY APPROPRIATE SUPPORTING DOCUMENTS FOR EACH TRANSACTION LISTED IN PART II OF THE 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 of the opportunity to cure such deficiencies.

#### **5. Claim Determinations**

The Fund Administrator will mail a notice advising each Potential Claimant that submitted a Claim Form of the determination concerning such claim. If a claim is denied in whole or in part, the Fund Administrator will state the reason for such denial.

All determinations of the Fund Administrator that are made in accordance with the Plan shall be final and not subject to appeal.

#### **6. Instructions for Submitting a Claim Form**

YOU MUST COMPLETE AND SIGN THE CLAIM FORM AND SUBMIT IT TO THE FUND ADMINISTRATOR SO THAT IT IS POSTMARKED (OR IF NOT SENT BY U.S. MAIL, RECEIVED) NO LATER THAN JUNE 4, 2022, AT THE ADDRESS LISTED BELOW IN ORDER TO BE CONSIDERED FOR ELIGIBILITY TO RECOVER FROM THE FIAT CHRYSLER AUTOMOBILES FAIR FUND:

Fiat Chrysler Automobiles Fair Fund  
c/o Analytics Consulting LLC  
Fund Administrator  
P.O. Box 2004  
Chanhassen, MN 55317-2004

Claim Forms may also be submitted online on the Fiat Chrysler Automobiles Fair Fund's website at [www.FCAFairFund.com](http://www.FCAFairFund.com). If you choose to file your Claim Form online, you must file on or before 11:59 p.m. Eastern Standard Time on June 4, 2022.

## 7. Other Claims

Upon receipt and acceptance of a distribution from the Fiat Chrysler Automobiles Fair Fund, you shall be deemed to have released any claims you may have against the Fund Administrator and its agents. You are not required to release any rights or claims you may have against, among others, the Respondents, and Respondents' past or present directors, officers, employees, advisers and agents in order to participate in the distribution of the Fiat Chrysler Automobiles Fair Fund.

## 8. Additional Information

Additional information regarding the Fiat Chrysler Automobiles Fair Fund may be found at [www.FCAFairFund.com](http://www.FCAFairFund.com). Additional Claim Forms and Plan Notices may also be downloaded at the Fiat Chrysler Automobiles Fair Fund's website. You may obtain additional information or request copies of Claim Forms and Plan Notices by calling the Fiat Chrysler Automobiles Fair Fund's toll-free hotline at 1 (844) 907-4924 in the United States, or by emailing [info@FCAFairFund.com](mailto:info@FCAFairFund.com).

**PLEASE CHECK THE WEBSITE [WWW.FCAFAIRFUND.COM](http://WWW.FCAFAIRFUND.COM) FREQUENTLY FOR UPDATES**