

EXHIBIT 3

Part 1

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21 BLAKE LIVELY, an individual,

22 Plaintiff,

23 v.

24 WAYFARER STUDIOS LLC, a California
 25 Limited Liability Company, JUSTIN BALDONI,
 26 an individual, JAMEY HEATH, an individual,
 27 STEVE SAROWITZ, an individual, MELISSA
 28 NATHAN, an individual, THE AGENCY GROUP
 PR LLC, a Delaware Limited Liability Company,
 JENNIFER ABEL, an individual, RWA
 COMMUNICATIONS, LLC, a California Limited
 Liability Company, JED WALLACE, an
 individual, STREET RELATIONS INC., a
 California Corporation, and DOES 1-100,

Defendants.

COMPLAINT FOR DAMAGES FOR:

- (1) **SEXUAL HARASSMENT (CAL. GOV. CODE, § 12940/TITLE VII OF THE CIVIL RIGHTS ACT OF 1964 (“TITLE VII”));**
- (2) **RETALIATION (CAL. GOV. CODE, § 12940/TITLE VII);**
- (3) **FAILURE TO INVESTIGATE, PREVENT, AND/OR REMEDY HARASSMENT (CAL. GOV. CODE, § 12940);**
- (4) **RETALIATION (CAL. LABOR CODE, § 1102.5);**
- (5) **AIDING AND ABETTING HARASSMENT AND RETALIATION (CAL. GOV. CODE, § 12940);**
- (6) **BREACH OF CONTRACT;**
- (7) **INTENTIONAL INFILCTION OF EMOTIONAL DISTRESS;**
- (8) **NEGLIGENCE;**
- (9) **FALSE LIGHT INVASION OF PRIVACY (CAL. CONST., ART. I, § 1);**
- (10) **INTERFERENCE WITH PROSPECTIVE ECONOMIC ADVANTAGE**

INTRODUCTION

2 1. On January 4, 2024, prior to resuming filming of “It Ends With Us” (the “Film”)
3 following guild strikes, an “all hands” meeting was convened to address the hostile work environment that
4 had nearly derailed production of the Film. Attendees of the meeting included: (1) Justin Baldoni, who is
5 the co-chairman and co-founder of Wayfarer Studios (the owner of the Film), as well as the Director,
6 Executive Producer, and actor in the lead role of Ryle Kincaid; (2) Jamey Heath, the Chief Executive
7 Officer of Wayfarer and Producer of the Film; (3) Ange Gianetti, the Film’s representative for its
8 distributor Sony Pictures Entertainment; (4) Alex Saks, a producer on the Film; (5) Todd Black, a producer
9 on the film; and (6) Blake Lively, who played the role of Lily Bloom in the Film. Ms. Lively also had the
10 agreed-upon right to have a representative present. She chose her husband, given that the meeting was
11 about repeated sexual harassment and other disturbing behavior by Mr. Baldoni and Mr. Heath.

12 2. As discussed in detail below, Ms. Lively was forced to address concerns about Mr.
13 Baldoni and Mr. Heath's misconduct with them directly, and began doing so months before filming began.
14 The concerns she raised were not only for herself, but for the other female cast and crew, some of whom
15 had also spoken up. The January 4 meeting occurred only after Wayfarer had rebuffed Ms. Lively's efforts
16 repeatedly.

17 3. During the January 4 meeting, the parties discussed in detail the inappropriate
18 conduct that Ms. Lively, her employees and other cast and crew experienced at the hands of Mr. Baldoni
19 and Mr. Heath. After the list below was reviewed and discussed in its entirety, all parties present agreed
20 that the outlined conduct would cease:

1. No more showing nude videos or images of women, including producer's wife, to BL and/or her employees.
2. No more mention of Mr Baldoni's or Mr Heath's previous "pornography addiction" or BL's lack of pornography consumption to BL or to other crew members.
3. No more discussions to BL and/or her employees about personal experiences with sex, including as it relates to spouses or others.
4. No more mention to BL or her employees of personal times that physical consent was not given in sexual acts, as either the abuser or the abused.
5. No more descriptions of their own genitalia to BL.
6. No more jokes or disparaging comments to be made to BL and/or her employees about HR complaints Wayfarer has already received on set, or about "missing the HR meeting."
7. No more inquiries by Mr Baldoni to BL trainer without her knowledge or consent to disclose her weight.
8. No more mention by Mr Baldoni of him "speaking to" BL's dead father.
9. No more pressing by Mr Baldoni for BL to disclose her religious beliefs, or unsolicited sharing of his.
10. If BL and/or her infant is exposed to COVID again, BL must be provided with immediate notice as soon as Wayfarer or any other producers become aware of such exposure, without her needing to uncover days later herself.
11. An intimacy coordinator must be present at all times when BL is on set in scenes with Mr. Baldoni.

1 12.No more personal, physical touching of, or sexual comments by, Mr Baldoni or Mr
 2 Heath to be tolerated by BL and/or any of her employees, as well as any female cast
 3 or crew without their express consent.
 4 13.No more improvising of kissing. All intimate touch must be choreographed in
 5 advance with BL and an intimacy coordinator. No biting or sucking of lip without BL
 6 consent. And all intimate on camera touch and conversations must be "in character",
 7 not spoken from Mr Baldoni to BL personally.
 8 14.BL to have a representative on set at all times and with a monitor during scenes
 9 involving nudity, sexual activity, or violence with Mr Baldoni.
 10 15.All actors participating with BL in intimate scenes involving her being in any state of
 11 nudity or simulated nudity must be classified as active, working actors, not "friends"
 12 of the director or producers, and must be pre-approved by BL.
 13 16.No more filming of any BL nudity without a fully-executed, SAG-compliant nudity
 14 rider in place. Any such footage already shot without this rider in place and in direct
 15 violation of SAG requirements may not be used without BL's and her legal
 16 representatives prior, written consent.
 17 17.Any scene by BL, or another performer depicting the character of "Lily," that
 18 involves nudity or simulated sex must be conducted strictly in accordance with the
 19 above-referenced nudity rider and must adhere to the BL-approved script.
 20 18.An intimacy coordinator must be on set for all scenes involving nudity and/or
 21 simulated sex and must have a monitor to ensure compliance.
 22 19.No monitors to be viewed or accessible on set, or remotely, during closed set
 23 scenes except by BL-approved essential crew and personnel.

1 20.No more entering, attempting to enter, interrupting, pressuring or asking BL to enter
 2 her trailer or the makeup trailer by Mr Heath or Mr Baldoni while she is nude, for any
 3 reason.
 4 21.No more private, multi hour meetings in BL's trailer, with Mr Baldoni crying, with no
 5 outside BL appointed representative to monitor.
 6 22.No more pressing by Mr Baldoni to sage any of BL's employees.
 7 23.Producer Alex Saks to be given standard rights, inclusion, and authority per her job
 8 description and as represented to BL when signing on.
 9 24.Sony must have an active, daily role in overseeing physical production for the
 10 remainder of the film to monitor safety for cast and crew, schedule, logistics,
 11 problem solving and creative.
 12 25.Engagement of an experienced producer to supervise the safety of the cast and
 13 crew, schedule, logistics, problem solving and creative for the remainder of the
 14 shoot. (examples: Todd Lieberman, Elizabeth Cantillon, Miri Yoon, Lynette Howell).
 15 26.Engagement of a BL-approved, A-list stunt double to perform Lily in scenes with Mr
 16 Baldoni involving rape and/or violence. BL to perform only close-up work or work
 17 from a BL pre-approved shot list in scenes with Mr Baldoni involving sexual violence.
 18 27.No more adding of sex scenes, oral sex, or on camera climaxing by BL outside the
 19 scope of the script BL approved when signing onto the project.
 20 28.No more asking or pressuring BL to cross physical picket lines.
 21 29.No more retaliatory or abusive behavior to BL for raising concerns or requesting
 22 safeguards
 23 30.An in-person meeting before production resumes with Mr Baldoni, Mr Heath, Ms
 24 Saks, the Sony representative, the new producer, BL, and BL's spouse Ryan
 25 Reynolds to confirm and approve a plan for implementation of the above that will be
 26 adhered to for the physical and emotional safety of BL, her employees and all the
 27 cast and crew moving forward.

28 4. This meeting was an essential step in a process the parties had agreed to several
 29 months before to allow the cast and crew to safely resume production of the Film. In mid-November
 30 2023, the parties had agreed in writing to implement a list of protections enumerated in a contract entitled
 31 "Protections for Return to Production," attached hereto as **Exhibit A**, which included seventeen provisions
 32 designed to require Wayfarer to cease the on-set behavior of Mr. Baldoni and Mr. Heath. One of those
 33 provisions required an "all-hands meeting" to "confirm and approve a plan for the implementation of

1 [certain protections] that will be adhered to for the physical and emotional safety of [Ms. Lively], her
 2 employees and all cast and crew moving forward.” Exhibit A ¶ 17. After receiving the document,
 3 Wayfarer responded that “Wayfarer, Sony and Production respectfully acknowledge that [Ms. Lively] has
 4 concerns regarding safety, professionalism and workplace culture. Although our perspective differs in
 5 many aspects, ensuring a safe environment for all is paramount, irrespective of differing viewpoints.
 6 Regarding your outlined requests, ***we find most of them not only reasonable but also essential for the***
 7 ***benefit of all parties involved.”¹***

8 5. At the end of the January 4 meeting, having discussed at length the details of
 9 concerns that had been expressed by Ms. Lively and others, the parties agreed to implement and follow
 10 the Protections for Return to Production to ensure that the Film could be completed, marketed, and
 11 released safely and successfully. And it was. Production of the Film resumed on January 5, and concluded
 12 on February 9, 2024. The Film has been a resounding success.

13 6. Leading up to and in connection with the release of the Film, during the summer of
 14 2024, Ms. Lively and fellow cast members promoted the Film in accordance with the Marketing Plan
 15 created and delivered by the Film’s distributor Sony, which is summarized in the “talking points” attached
 16 hereto as **Exhibit C**. Ms. Lively and other cast members were under a contractual obligation to render
 17 promotional services in accordance with the Marketing Plan. The Marketing Plan directed the cast to
 18 “[f]ocus more on Lily’s strength and resilience as opposed to describing the film as a story about domestic
 19 violence” and to “[a]void talking about this film that makes it feel sad or heavy [sic]—it’s a story of hope.”
 20 See Exhibit C at 2.²

21 7. In the days leading up to the Film’s release, Mr. Baldoni abruptly pivoted away
 22 from the Film’s Marketing Plan and the types of publicity activities in which he had previously
 23 participated. What the public did not know was that Mr. Baldoni and his team did so in an effort to explain
 24 why many of the Film’s cast and crew had unfollowed Mr. Baldoni on social media and were not appearing
 25 with him in public. To that end, he and his team used domestic violence “survivor content” to protect
 26 his public image, as described in further detail below. See ¶¶ 83-88.

27
 28 ¹ Wayfarer ultimately confirmed its obligation to abide by *all* of the Protections for Return to Production in a contractual rider
 executed on January 19, 2024, which is attached hereto as **Exhibit B**.

² Mr. Baldoni himself launched the Marketing Plan by hosting the first press event in early May 2024 (a month before any
 other cast did any promotion of the film).

1 8. What the public also did not know was that this was the beginning of a multi-tiered
 2 plan that Mr. Baldoni and his team described as “*social manipulation*” designed to “*destroy*” Ms. Lively’s
 3 reputation. That plan was backed by virtually unlimited resources. Wayfarer’s co-founder, co-chairman
 4 and leading financier is multi-billionaire Steve Sarowitz, who divulged at the Film’s New York premiere
 5 on August 6, 2024, that he was prepared to *spend \$100 million to ruin the lives* of Ms. Lively and her
 6 family. With that backing, Mr. Baldoni and his Wayfarer associates embarked on a sophisticated press
 7 and digital plan *in retaliation for Ms. Lively exercising her legally-protected right to speak up about*
 8 *their misconduct on the set*, with the additional objective of intimidating her and anyone else from
 9 revealing in public what actually occurred.

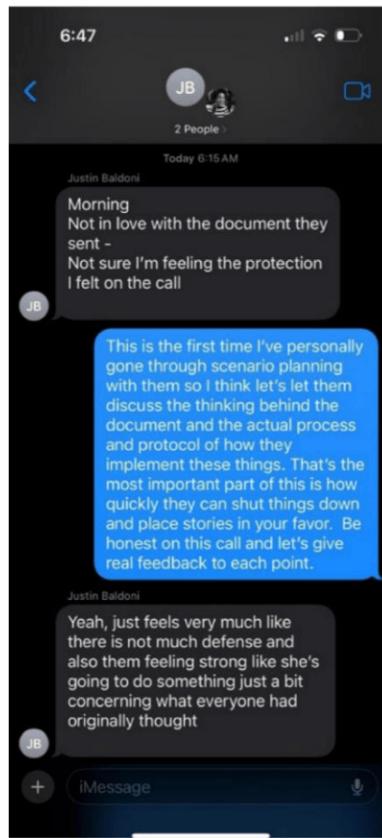
10 9. On July 31, 2024, following the recommendation of their publicist, Jennifer Abel,
 11 Wayfarer, and Mr. Baldoni retained a crisis communications specialist named Melissa Nathan, and her
 12 company The Agency Group PR LLC (“TAG”). Ms. Nathan delivered a proposal to Mr. Baldoni, which
 13 included “[a] website (to discuss), full reddit, full social account take downs, full social crisis team on
 14 hand for anything – engage with audiences in the right way, *start threads of theories* (discuss) this is the
 15 way to be fully 100% protected.” Ms. Nathan also proposed the “creation of social fan engagement to go
 16 back and forth with any negative accounts, helping to change [sic] narrative and stay on track.” Per Ms.
 17 Nathan, “*All of this will be most importantly untraceable.*” As Ms. Abel described it, the plan was to
 18 engage in “social media mitigation and proactive fan posting to counter the negative” as well as “*social*
 19 *manipulation.*”³

20 10. This plan went well beyond standard crisis PR. What Ms. Nathan proposed
 21 included a practice known as “*Astroturfing*,” which has been defined as “the practice of publishing
 22 opinions or comments on the internet, in the media, etc. that appear to come from ordinary members of
 23 the public but actually come from a particular company or political group.”⁴

24 11. On August 2, 2024, TAG circulated a “SCENARIO PLANNING” document to Mr.
 25

26 ³ Ms. Lively obtained the communications set forth in this Complaint through legal process, including a civil subpoena.
 27 ⁴ *Astroturfing*. CAMBRIDGE DICTIONARY, <https://dictionary.cambridge.org/us/dictionary/english/astroturfing> (last visited Dec.
 28 16, 2024); *see also Astroturfing*, WIKIPEDIA, <https://en.wikipedia.org/wiki/Astroturfing> (last visited Dec. 19, 2024)
 (“Astroturfing is the deceptive practice of hiding the sponsors of an orchestrated message or organization (e.g., political,
 advertising, religious, or public relations) to make it appear as though it originates from, and is supported by, unsolicited
 grassroots participants. It is a practice intended to give the statements or organizations credibility by withholding information
 about the source’s financial backers.”).

1 Baldoni, Mr. Heath, and others, which described preparations and strategy “should [Ms. Lively] and her
 2 team *make her grievances public*,” (the “Scenario Planning Document”), and is attached hereto as
 3 **Exhibit D**. To “get ahead of this narrative,” Ms. Nathan’s plan proposed strategies to advance misleading
 4 counternarratives, including pushing Nathan’s narrative that Ms. Lively had “less than favorable
 5 reputation,” proposing to “explore planting stories about the weaponization of feminism...,” and
 6 misleadingly blaming Ms. Lively for production members’ job losses. *See Exhibit D at 2-3.*



21 12. Initially, Mr. Baldoni expressed concerns that TAG’s written plan was
 22 insufficiently aggressive to “protect” him. Writing to Mr. Heath and Ms. Abel, he said he was “[n]ot in
 23 love with the document they sent – Not sure I’m feeling the protection I felt on the call” with Ms. Nathan
 24 and her colleagues. In response, Mr. Heath attempted to reassure Mr. Baldoni that they had found the
 25 right people for his campaign. In Mr. Heath’s words, “the most important part of this is how quickly they
 26 can shut things down and place stories in your favor.”
 27
 28

1 13. Later that day, Ms. Abel and Ms. Nathan exchanged the following text messages,
 2 expressing that *Mr. Baldoni* “wants to feel like [Ms. Lively] can be buried.” Ms. Abel and Ms. Nathan
 3 agreed that, of course, they would do just that, but could not say so in writing. “We can’t write it down
 4 to him. We can’t write *we will destroy her.*” “Imagine if a document saying *all the things that he wants*
 5 ends up in the wrong hands.”

6
 7 From: Jennifer Abel (owner)
 To: Melissa Nathan

8 You can of course do that but I do think he needs to know. I’m going to confidentially send
 9 you something he’s texting me and Jamey on the side just to arm you before this call. I think
 you guys need to be tough and show the strength of what you guys can do in these
 scenarios. He wants to feel like she can be buried...

10 Priority: Normal

11 02/08/2024 13:47:25(UTC+0)

12
 13 From: Melissa Nathan
 To: Jennifer Abel (owner)

14 Of course- but you know when we send over documents we can’t send over the work we will
 15 or could do because that could get us in a lot of trouble

16 Priority: Normal

17 02/08/2024 13:47:55(UTC+0)

18
 19 From: Melissa Nathan
 To: Jennifer Abel (owner)

20 We can’t write it down to him
 21 We can’t write we will destroy her. We will go to this. We will do this. We will do this. We will
 22 do this.

23 Priority: Normal

24 02/08/2024 13:48:24(UTC+0)

25
 26 From: Melissa Nathan
 To: Jennifer Abel (owner)

27 He has to look at it as an information document for us to be armed with
 28 That’s all . Imagine if a document saying all the things that he wants ends up in the wrong
 hands.

Priority: Normal

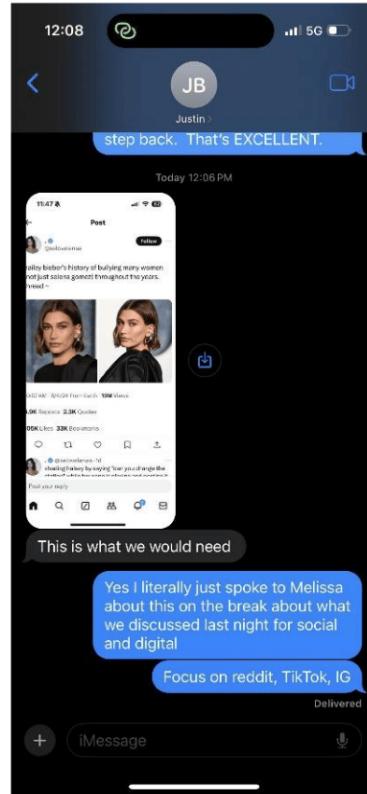
02/08/2024 13:49:03(UTC+0)

1 14. Ms. Nathan followed this by assuring Ms. Abel: “*you know we can bury anyone.*

2 ***But I can’t write that to him.”***



8 15. A few days later, on August 5, 2024, Mr. Baldoni set the narrative for the social
9 media campaign, sending Ms. Abel a screenshot of a thread on X that had accused another female celebrity
10 of bullying women. Mr. Baldoni stated, “***this is what we would need.”***



16. Ms. Abel responded that she had just “spoke[n] to Melissa about this... about what
we discussed last night for social and digital.” Ms. Abel added, “Focus on reddit, TikTok, IG.” With
reassurance that Ms. Lively would be “destroy[ed]” and “buried,” Wayfarer and Mr. Baldoni directed Ms.
Nathan and her team to actively engage in their retaliatory “social manipulation” campaign.

17. In the weeks and months that followed—with the direction and approval of Wayfarer and Mr. Baldoni—the team engaged in a sophisticated, coordinated, and well-financed retaliation plan.

18. The retaliation campaign relied on more than just publicists and crisis managers spinning stories. They also retained subcontractors, including a Texas-based contractor named Jed Wallace, who weaponized a digital army around the country from New York to Los Angeles to create, seed, and promote content that appeared to be authentic on social media platforms and internet chat forums. The Baldoni-Wayfarer team would then feed pieces of this manufactured content to unwitting reporters, making content go viral in order to influence public opinion and thereby cause an organic pile-on. To safeguard against the risk of Ms. Lively ever revealing the truth about Mr. Baldoni, the Baldoni-Wayfarer team created, planted, amplified, and boosted content designed to eviscerate Ms. Lively's credibility. They engaged in the same techniques to bolster Mr. Baldoni's credibility and suppress any negative content about him.

19. On August 10, the day after release of the Film, Ms. Nathan's team reported that they had "started to see shift on social, due largely to Jed and his team's efforts ***to shift the narrative*** against Ms. Lively.

From: Jennifer Abel (owner)
To: Hi team — so far, extremely limited pickup on Daily Mail or Page Six. We'll continue to keep an eye out and send pieces as needed, but so far it's been steady coverage on pure speculation. We've also started to see a shift on social, due largely to Jed and his team's efforts to shift the narrative towards shining a spotlight on Blake and Ryan. Again we'll continue to send links and screenshots but wanted to send an update in the meantime.

20. That same day, Ms. Nathan noted that as part of this shift, “[t]he majority of socials are so pro Justin *and I don't even agree with half of them [sic]* lol.”

From: Melissa Nathan
To: Jennifer Abel (owner)

The majority of socials are so pro Justin and I don't even agree with half of them lol

Priority: Normal

21. Ms. Nathan then bragged to Ms. Abel that Mr. Baldoni “doesn’t realise how lucky he is right now,” by which they were referring to their successful efforts to shut down stories that would have revealed how Mr. Baldoni’s behavior including “sexual connotations” on set had made cast and crew (beyond Ms. Lively) “uncomfortable.”

From: Melissa Nathan
To: Jennifer Abel (owner)

He doesn't realise how lucky he is right now we need to press on him just how fucking lucky

Priority: Normal

10/08/2024 16:39:19 (UTC+0)

From: Melissa Nathan
To: Jennifer Abel (owner)
The whispering in the ear the sexual connotations like Jesus fucking Christ
Other members feeling uncomfortable watching it I mean there is just so much
Priority: Normal

10/08/2024 16:39:44 (UTC+0)

22. Less than one week later, they again bragged about how they had shut down stories regarding HR complaints on set. On August 15, 2024, Melissa Nathan remarked that “*this went so well. . . It was genius. So okay, we have the four majors standing down on HR complaint.*”

From: Melissa Nathan
To: Jennifer Abel (owner)

Jen, this went so well I am fucking dying
I have to call you later in a bit and tell you how this went. It was genius.

15/08/2024 19:03:14 (UTC+0)

From: Melissa Nathan
To: Jennifer Abel (owner)
So okay, we have the four majors standing down on HR complaint
I think we are fine on that bit

15/08/2024 19:03:25(UTC+0)

23. On August 16, Ms. Nathan circulated a Daily Mail article entitled “*String of ‘hard to watch’ videos that have surfaced following ‘tone deaf’ Q&A to promote It Ends With Us could tarnish 36-year-old star’s golden Hollywood image for good*,” to which Ms. Abel responded: “Wow. ***You really outdid yourself with this piece***,” and Ms. Nathan replied: “***That’s why you hired me right? I’m the best***.”

Is Blake Lively set to be CANCELLED? String of 'hard to watch' videos that have surfaced following 'tone deaf' Q&A to promote It Ends With Us could tarnish 36-year-old star's golden Hollywood image for good

- Awkward encounters between Lively, who shares four children with Ryan Reynolds, and journalists in recent years are being shared across social media
- **READ MORE:** Justin Baldoni addresses 'friction' on set of *It Ends With Us*

By ALANAH KHOlsa and JO TWEEDY FOR MAILONLINE
PUBLISHED: 07:17 EST, 16 August 2024 | UPDATED: 07:55 EST, 10 December 2024



From: Melissa Nathan
To: Jennifer Abel (owner)
<https://mol.im/a/13749783>
Priority: Normal

16/08/2024 12:44:15(UTC+0)

From: Jennifer Abel (owner)
To: Melissa Nathan

Wow

Priority: Normal

16/08/2024 13:37:17 (UTC+0)

From: Jennifer Abel (owner)
To: Melissa Nathan

16/08/2024 13:37:32(UTC+0)

1
 2 From: Melissa Nathan
 To: Jennifer Abel (owner)
 3 That's why you hired me right? I'm the best.
 4 Priority: Normal
 5

16/08/2024 13:46:12(UTC+0)

6 24. As their own words reveal, the purpose of this “social manipulation” plan was two-
 7 fold: it aimed to both (a) conceal the pattern of harassment and other misconduct by Mr. Baldoni, Mr.
 8 Heath, and Wayfarer, and (b) retaliate against Ms. Lively by battering her image, harming her businesses,
 9 and causing her and her family severe emotional harm. Millions of people (including many reporters and
 10 influencers) who saw these planted stories, social media posts, and other online content had no idea they
 11 were unwitting consumers of a crisis PR, astroturfing, and digital retaliation campaign created and funded
 12 by Mr. Baldoni and Wayfarer to hurt Ms. Lively. That is precisely the goal of an astroturfing campaign—
 13 to light the fire and continue to stoke conversations secretly, blurring the line between authentic and
 14 manufactured content, and creating viral public takedowns.

15 25. As laid out in this Complaint, the Baldoni-Wayfarer-led public attack of Ms. Lively
 16 was the intended result of a carefully crafted, coordinated, and resourced retaliatory scheme to silence her,
 17 and others, from speaking out about the hostile environment that Mr. Baldoni and Mr. Heath created. As
 18 such, it was not only unconscionable and a breach of contract, but also *illegal under both state and federal*
 19 *law*. Ms. Lively brings this action to hold Wayfarer and its leaders, Mr. Baldoni, Mr. Heath, and Mr.
 20 Sarowitz, accountable for the ongoing⁵ retaliation threats and harm they have caused Ms. Lively, other
 21 cast and crew and all of their families.

22 **FACTUAL BACKGROUND**

23 **A. Justin Baldoni and Jamey Heath of Wayfarer Engage in Inappropriate and Unwelcome
 24 Behavior Toward Ms. Lively and Others on the Set of *It Ends with Us*.**

25 26. Mr. Baldoni launched Wayfarer Studios along with Mr. Sarowitz in 2020. Mr.
 26 Heath serves as Wayfarer’s Chief Executive Officer. Mr. Sarowitz is a leading financier of Wayfarer, and
 27 he, Mr. Heath, and Mr. Baldoni are all close personal friends. Under the Wayfarer banner, Mr. Baldoni

28 ⁵ Ms. Lively is informed and believes that Mr. Baldoni and his associates have additional astroturfing plans that they have prepared and are ready to launch at a moment’s notice.

1 and Mr. Heath have many platforms, including the *Man Enough* podcast, which they co-host. Mr. Baldoni
 2 and Mr. Heath have positioned Wayfarer as a male-feminist platform that explores gender roles,
 3 dismantles toxic masculinity, and creates a safer and judgment-free society for women.

4 27. Mr. Baldoni serves not only as the Co-Founder and Co-Chairman of the Studio that
 5 financed and ran production on *It Ends With Us*, he also served as Director, Executive Producer, and co-
 6 lead Actor playing the role of Ryle Kincaid. As Studio Head and Director, all actors, crew, and staff on
 7 the film—including Ms. Lively—answered to Mr. Baldoni. In his words, he was “the leader” who sat “at
 8 the top of this totem pole . . .” While Sony was the distributor releasing the Film, Wayfarer was
 9 responsible for the production, and Wayfarer was led by Mr. Baldoni and Mr. Heath.

10 28. Production of the Film began in early May 2023, and lasted until it was suspended
 11 in mid-June 2023 due to the Writers Guild of America (“WGA”) strike.

12 29. During that time, Ms. Lively and other cast and crew experienced invasive,
 13 unwelcome, unprofessional and sexually inappropriate behavior by Mr. Baldoni and Mr. Heath. Because
 14 Mr. Baldoni and Mr. Heath held all leadership positions on the production, they answered to no one, and
 15 brushed off or ignored the concerns Ms. Lively and others expressed.

16 30. a. **Mr. Baldoni ignored well-established industry protocols in filming intimate scenes,
 17 and exploited the lack of controls on set to behave inappropriately.**

18 31. Wayfarer failed to adhere to guild rules, as well as Ms. Lively’s contract, and
 19 standard industry safety protocols with respect to nudity and intimate scenes, which the Screen Actors
 20 Guild and the American Federation of Television and Radio Artists (“SAG-AFTRA”) acknowledges
 21 “place performers in uniquely vulnerable situations.”⁶ Such safeguards ignored by Wayfarer include:
 22 providing performers with appropriate notice of nudity and simulated sex and ensuring that (i) consent is
 23 given free of pressure or coercion, (ii) signed “nudity riders” are in place, spelling out the parameters of
 24 nudity or simulated sex scenes, (iii) “safe and secure working conditions that are not detrimental to [a
 25
 26
 27
 28

⁶ *Quick Guide for Scenes Involving Nudity and Simulated Sex*, (Dec. 29, 2024, 6:27 PM), <https://www.sagaftra.org/quick-guide-scenes-involving-nudity-and-simulated-sex-0>.

1 performer's] health, safety, morals and career,"⁷ and (iv) the use of "intimacy coordinators" to observe
 2 intimate scenes.

3 31. Without these protections in place, Mr. Baldoni improvised physical intimacy that
 4 had not been rehearsed, choreographed, or discussed with Ms. Lively, with no intimacy coordinator
 5 involved. For instance, Mr. Baldoni discreetly bit and sucked on Ms. Lively's lower lip during a scene in
 6 which he improvised numerous kisses on each take. Mr. Baldoni insisted on shooting the full scene over
 7 and over again, well beyond what would have been required on an ordinary set, and without advance
 8 notice or consent.

9 32. On another occasion, Mr. Baldoni and Ms. Lively were filming a slow dance scene
 10 for a montage in which no sound was recorded. Mr. Baldoni chose to let the camera roll and have them
 11 perform the scene, but did not act in character as Ryle; instead, he spoke to Ms. Lively out of character as
 12 himself. At one point, he leaned forward and slowly dragged his lips from her ear and down her neck as
 13 he said, "it smells so good." None of this was remotely in character, or based on any dialogue in the script,
 14 and nothing needed to be said because, again, there was no sound—Mr. Baldoni was caressing Ms. Lively
 15 with his mouth in a way that had nothing to do with their roles. When Ms. Lively later objected to this
 16 behavior, Ms. Baldoni's response was, "I'm not even attracted to you."

17 b. **Mr. Baldoni inserted improvised gratuitous sexual content and/or scenes involving
 18 nudity into the film (including for an underage character) in highly unsettling ways.**

19 33. After Ms. Lively signed onto the movie based on a draft of the script, Mr. Baldoni,
 20 without Ms. Lively's knowledge or consent, personally added graphic content, including a scene in which
 21 Ms. Lively was to orgasm on-camera.

22 34. When Ms. Lively objected to these additions, Mr. Baldoni insisted he had added
 23 them because he was making the Film "through the female gaze." Although he agreed to remove the
 24 scenes, he made a last-ditch attempt to keep one in which the couple orgasm together on their wedding

⁷ *Id.*

1 night, which he said was important to him because he and his partner climax simultaneously during
 2 intercourse. Mr. Baldoni then intrusively asked Ms. Lively whether she and her husband climax
 3 simultaneously during intercourse, which Ms. Lively found invasive and refused to discuss.
 4

5 35. On the day of shooting the scene in which Ms. Lively's character gives birth, Mr.
 6 Baldoni and Mr. Heath suddenly pressured Ms. Lively to simulate full nudity, despite no mention of nudity
 7 for this scene in the script, her contract, or in previous creative discussions. Mr. Baldoni insisted to Ms.
 8 Lively that women give birth naked, and that his wife had "ripped her clothes off" during labor. He
 9 claimed it was "not normal" for women to remain in their hospital gowns while giving birth. Ms. Lively
 10 disagreed, but felt forced into a compromise that she would be naked from below the chest down.⁸
 11

12 36. When the birth scene was filmed, the set was chaotic, crowded and utterly lacking
 13 in standard industry protections for filming nude scenes—such as choreographing the scene with an
 14 intimacy coordinator, having a signed nudity rider, or simply turning off the monitors so the scene was
 15 not broadcast to all crew on set (and on their personal phones and iPad). Mr. Heath and Mr. Baldoni also
 16 failed to close the set, allowing non-essential crew to pass through while Ms. Lively was mostly nude with
 17 her legs spread wide in stirrups and only a small piece of fabric covering her genitalia. Among the non-
 18 essential persons present that day was Wayfarer co-Chairman Mr. Sarowitz, who flew in for one of his
 19 few set visits. Ms. Lively was not provided with anything to cover herself with between takes until after
 20 she had made multiple requests. Ms. Lively became even more alarmed when Mr. Baldoni introduced his
 21 "best friend" to play the role of the OBGYN, when ordinarily, a small role of this nature would be filled
 22 by a local actor. Ms. Lively felt that the selection of Mr. Baldoni's friend for this intimate role, in which
 23 the actor's face and hands were in close proximity to her nearly nude genitalia for a birth scene, was
 24 invasive and humiliating.
 25

26
 27
 28 ⁸ Generally, nudity below the waist in film utilizes a small piece of nude fabric glued around the female actor's genitalia to provide some minimal privacy without disturbing the shot (because that fabric is not able to have visible straps from profile camera angles).

1 37. To add insult to injury, Mr. Heath approached Ms. Lively and her assistant on set
2 and started playing a video of a fully nude woman with her legs spread apart. Ms. Lively thought he was
3 showing her pornography and stopped him. Mr. Heath explained that the video was his wife giving birth.
4 Ms. Lively was alarmed and asked Mr. Heath if his wife knew he was sharing the video, to which he
5 replied “She isn’t weird about this stuff,” as if Ms. Lively was weird for not welcoming it. Ms. Lively
6 and her assistant excused themselves, stunned that Mr. Heath had shown them a nude video.
7

8 38. Mr. Baldoni added a detailed scene to the Film in which the underage version of
9 Ms. Lively’s character, Lily, loses her virginity. In both the book and the script for the film, there was no
10 sex scene; instead, the details about this moment were left to the audience’s imagination. But Mr. Baldoni,
11 added in considerable details, including both dialogue between Young Lily and her boyfriend (Atlas)
12 about the loss of her virginity, as well as a simulated sex scene in which Mr. Baldoni filmed, and included
13 in his initial cut of the Film, a close up of Young Lily’s face, accompanied by an audible gasp at the
14 moment of penetration. Ms. Lively was informed that when this scene was shot, after Mr. Baldoni called
15 “cut,” he walked over to the actors and said, “I know I’m not supposed to say this, but that was hot,” and,
16 “did you two practice this before?”
17

18 c. **Mr. Baldoni and Mr. Heath discussed their personal sexual experiences and previous
19 porn addiction, and tried to pressure Ms. Lively to reveal details about her intimate
life.**

20 39. During a car ride with Ms. Lively, her assistant and driver, Mr. Baldoni claimed to
21 Ms. Lively that he had been sexually abused by a former girlfriend (which he has since shared publicly).
22 At the end this story, Mr. Baldoni shared that it had caused him to reexamine his past. He then said: “Did
23 I always ask for consent? No. Did I always listen when they said no? No.” Mr. Baldoni claimed this
24 was an example of how we all have things from which we can learn and grow. Ms. Lively was unsettled
25 by Mr. Baldoni’s suggestion that he had engaged in sexual conduct without consent. When Ms. Lively
26 exited the car, her driver immediately remarked that he did not want Ms. Lively to be alone with Mr.
27 Baldoni going forward.
28

1 40. On the first day of production, Mr. Baldoni and Mr. Heath described their past
2 sexual relationships to Ms. Lively, including that one of them used to “hook up” with a woman. Mr.
3 Baldoni said that he had decided the woman wasn’t “the one,” so then Mr. Heath had gotten together with
4 her. Ms. Lively found this description of passing along a woman to be disrespectful and disturbing.
5

6 41. Mr. Baldoni and Mr. Heath often spoke of their “previous pornography addiction.”
7 Mr. Baldoni would often reference pornography to Ms. Lively. Hoping to shut the subject down, she said
8 to him privately that she had never seen it. Later, when Mr. Baldoni was once again referencing his
9 experiences with pornography, he revealed in front of other cast and crew that Ms. Lively had never “seen
10 porn.” It was an incredible invasion of her privacy to discuss any aspect of her intimate life with the cast
11 and crew, much less reveal something that she had only told Mr. Baldoni to try to get him to stop talking
12 about the subject with her.
13

14 42. Mr. Baldoni engaged in other behaviors that were shocking and emotionally
15 distressing. For example, he claimed he could speak to the dead, and on several occasions told her that
16 he had spoken to her dead father. It was off putting and violative for Ms. Baldoni to claim a personal
17 relationship with her recently deceased father. Mr. Baldoni and Mr. Heath were also constantly hugging
18 and touching cast and crew. When Ms. Lively or others avoided this touching, Mr. Baldoni and Mr. Heath
19 would retaliate by becoming irritated, cold, and uncollaborative. The result was an unwelcoming and
20 mercurial environment for Ms. Lively, her employees, and others on set.
21

22 **d. Mr. Baldoni objectified Ms. Lively and other women by commenting on or criticizing
23 their bodies as sex objects.**

24 43. Mr. Baldoni often referred to women in the workplace as “sexy.” When they
25 expressed discomfort, Mr. Baldoni would deflect or try to pass it off, which undermined Ms. Lively and
26 others’ concerns. For example, on one occasion that Ms. Lively observed, he told a female cast member
27 that her leather pants looked “sexy” when she arrived to the set. When she rebuffed his comment because
28

1 she was uncomfortable, rather than apologizing, he brushed it off with “I can say that because my wife is
2 here today.” Ms. Lively felt embarrassed witnessing this kind of commentary, as did others.

3 44. On another day, Ms. Lively wore a low-cut dress to facilitate breast feeding, but
4 had it covered up with a coat. When the jacket briefly popped open at one point to reveal the dress, Mr.
5 Baldoni commented about how much he liked her outfit, which flustered Ms. Lively. Later that day, Mr.
6 Baldoni pressured Ms. Lively (who was in her pre-approved wardrobe) to remove her coat in front of the
7 crew and multiple background actors in a packed bar. He said wanted to see her “onesie” under the coat
8 because it was zipped low to reveal her lace bra. Consistent with past practice, he said, “I think you look
9 sexy” in a tone that made her feel ogled and exposed. With other female cast present, she said, “that’s not
10 what I’m going for.” He bristled and replied, “I’m sorry, hot.” Deeply uncomfortable, Ms. Lively said,
11 “not that either.” Mr. Baldoni, responded sarcastically, “I guess I missed the HR meeting,” and walked
12 away. Another woman on the production spoke to Ms. Lively afterward to offer empathy and to share her
13 own similar experiences with Mr. Baldoni commenting about her in sexual terms.

14 45. As result of Mr. Baldoni’s behavior, on May 29, 2023, another cast member lodged
15 a sexual harassment complaint about Mr. Baldoni’s “gross” and “unwanted comment[s]” towards her and
16 others.

17 46. While, on the one hand, Mr. Baldoni was objectifying Ms. Lively as a sex object,
18 on the other hand he went out of his way to message criticisms of her age and weight, neither of which
19 she could change during filming. On the second day of filming, for example, Mr. Baldoni made the rest
20 of the cast and crew wait for hours while he cried in Ms. Lively’s dressing room, claiming social media
21 commentators were saying that Ms. Lively looked old and unattractive based on paparazzi photos from
22 the set. She tried to reassure him that she should look authentic in the scenes depicted in the photos, which
23 were just after her character had been abused by her fictional husband, rather than “hot”—Mr. Baldoni,
24 however, appeared focused on Ms. Lively’s sexual appeal above all else. His lengthy outburst caused a
25 delay in shooting, forcing an emotional scene to be shot haphazardly.