

# “‘Optimizing’ and Match: Bad Policy Threatens to Drive Bad Law” by Gregory Varallo, Andrew Blumberg, and James Janison Published by *Harvard Law School Forum on Corporate Governance*

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In this *Harvard Law School Forum on Corporate Governance* article, BLB&G Partner Greg Varallo, Senior Counsel Andrew Blumberg, and Associate James Janison express their strenuous disagreement with several points outlined in a 2021 piece written by Professor Larry Hamermesh and former Court of Chancery and Delaware Supreme Court judges Leo Strine and Jack Jacobs (together, the “*MatchMakers*”).

Greg, Andrew, and James dissect their points of objection, noting that “while the *MatchMakers* raise some interesting theoretical points, they fall far short of demonstrating that overruling decades of precedent would be in the best interest of Delaware corporations and investors.” In their opinion, “[s]ound policy supports the past quarter century of case law that subject conflicted controller transactions to entire fairness review absent compliance with *MFW*. To depart from this well-understood and well-functioning policy would sanitize controller conflicts in the opaque name of ‘optimization.’”