

Corporate Governance and Shareholder Rights

The Corporate Governance and Shareholder Rights Practice Group prosecutes derivative actions, claims for breach of fiduciary duty, and proxy violations on behalf of individual and institutional investors in state and federal courts throughout the country.

The Practice Group has prosecuted actions challenging numerous highly publicized corporate transactions which violated fair process and fair price, and the applicability of the business judgment rule, and has also addressed issues of corporate waste, shareholder voting rights claims, and executive compensation.

The Group has prosecuted numerous cases regarding the improper "backdating" of executive stock options, which resulted in windfall undisclosed compensation to executives at the direct expense of shareholders - and returned hundreds of millions of dollars to company coffers. The Group also represents institutional clients in lawsuits seeking to enforce fiduciary obligations in connection with Mergers & Acquisitions and "Going Private" transactions that deprive shareholders of fair value when participants buy companies from their public shareholders "on the cheap." Although enough shareholders accept the consideration offered for the transaction to close, many sophisticated investors correctly recognize and ultimately enjoy the increased returns to be obtained by pursuing appraisal rights and demanding that courts assign a "true value" to the shares taken private in these transactions.

The attorneys in this Practice Group have up-to-date knowledge of changing SEC rules and regulations on corporate governance issues, a comprehensive understanding of a wide variety of corporate law transactions and both substantive and courtroom expertise in the specific legal areas involved.

As a result of the firm's high profile and widely recognized capabilities, the Corporate Governance Practice Group is increasingly in demand with institutional investors who are exercising a more assertive voice with corporate boards regarding corporate governance issues and the boards' accountability to shareholders.