

John L. Weinberg Center for Corporate Governance

April 11, 2024

Participant Bios

2024 John L. Weinberg Distinguished Speaker

and

**“*Zapata* and Special Litigation Committees:
Perspectives on What’s Working, What’s Not, and
How We Can Improve the Process”**

Lawrence A. Cunningham



Lawrence A. Cunningham is a leading expert on corporate governance who has held diverse roles as a university professor, author, program director, public company board member, and corporate lawyer. He retired early from a distinguished academic career, during which he founded and led innovative programs on corporate governance and practice at three universities and was awarded emeritus at George Washington University. He is currently special counsel at Mayer Brown, advising clients on corporate governance and conducting thought leadership, and serves on the boards of three public companies and the Museum of American Finance. Cunningham has written extensively on corporate governance issues, including the international best selling book *The Essays of Warren Buffett: Lessons for Corporate America*, and has testified before Congress, commented on rule proposals, and spoken frequently on Delaware corporate law. He has strong ties to the University of Delaware, Lerner College, and the Weinberg Center as an alumnus, speaker, contributor, and Dean's Council member. He is the recipient of numerous awards and honors, including a Lifetime Achievement Award from the National Association of Corporate Directors, a best professor award from his students, and high praise and recognition for his books and research. Cunningham is honored to deliver the 2024 Weinberg Distinguished Lecture.

WILSON SONSINI

Joseph R. Slights III

PARTNER

Litigation
Wilmington, DE

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FOCUS AREAS

Arbitration
Board and Internal
Investigations
Commercial Litigation
Corporate Governance
Corporate Governance
Litigation
Litigation
Securities Litigation
Shareholder Engagement
and Activism

HIGHLIGHTS

- Experienced Litigator and Corporate Law Advisor**
Joe has over three decades of legal experience, both on the bench of two nationally renowned commercial trial courts and in private practice. He has tried more than 25 jury trials to verdict and has appeared in all of Delaware's state and federal courts.
- Former Vice Chancellor of the Delaware Court of Chancery**
Joe presided over a number of high-profile disputes during his service as Vice Chancellor and is a well-known and well-respected figure in the Delaware legal community and nationally among corporate governance scholars and practitioners.
- Former Judge of the Delaware Superior Court**
Joe presided over several complex multi-jurisdictional class actions and was instrumental in creating the Court's Complex Commercial Litigation Division.

EXPERIENCE

Joseph R. Slights III, a former Vice Chancellor of the Delaware Court of Chancery, is a partner in Wilson Sonsini Goodrich & Rosati's litigation department, where his practice focuses on corporate governance counseling and litigation. He was sworn in as Vice Chancellor of the Court of Chancery in 2016 after he was nominated by then-Governor Jack Markell and unanimously confirmed by the state senate.

Prior to his appointment, Joe was a partner at the Delaware law firm Morris James, LLP where he practiced corporate and business litigation and chaired the firm's Alternative Dispute Resolution practice. Before that, he served a 12-year term as a judge on the Superior Court of Delaware, where he was instrumental in forming the court's Complex Commercial Litigation Division, a division of the court that specializes in adjudicating business disputes in jury and non-jury trials. Previously, Joe was a trial lawyer in the Delaware-based firm Sidney Balick PC (now Balick & Balick) and a corporate litigator in the Delaware-based firm Richards, Layton & Finger PC.

Joe has been an adjunct professor at Widener University School of Law, and currently is on the adjunct faculty of Vanderbilt University School of Law and Washington & Lee University School of Law. He has served as a delegate to the National Conference of State Trial Court Judges, and a liaison between the Judicial Division and Business Law Section of the American Bar Association. He regularly serves as a mediator and arbitrator in high-stakes disputes.

CREDENTIALS

Education

- J.D., Washington and Lee University School of Law, 1988
- B.S., James Madison University, 1985

Associations and Memberships

- Fellow, American College of Governance Counsel
- Member, American Law Institute
- Member, American Bar Association
- Member, Delaware Bar Association
- Member, American Bar Foundation
- Past President, Richard S. Rodney American Inn of Court

Honors

- Delaware State Bar Association Daniel L. Herrmann Professional Conduct Award (2012)
- Delaware State Bar Association Distinguished Mentoring Award (2006)
- Recognized in the 2013-2016 editions of *Delaware Today* magazine as a Best Lawyer in Alternative Dispute Resolution

Admissions

- State Bar of Delaware
- Supreme Court of Delaware
- U.S. District Court for the District of Delaware
- U.S. Court of Appeals for the Third Circuit
- U.S. Supreme Court

INSIGHTS

Select Speaking Engagements

- “Case Law Matters: Identifying and Dealing with Controlling Stockholders,” ABA Business Law Hybrid Section Annual Meeting, September 2022

| Christine M. Mackintosh

Principal



Wilmington, Delaware

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Christine Mackintosh is a principal at Grant & Eisenhofer, practicing in the areas of corporate and securities litigation. She has represented institutional investors, both public and private, in corporate cases in the Delaware Court of Chancery and in securities fraud class actions in federal courts throughout the country.

Ms. Mackintosh's practice primarily focuses on litigation in the Delaware Court of Chancery, where she has played significant roles in several landmark actions challenging mergers and acquisitions (including *In re Del Monte Foods Company Shareholder Litigation*, which resulted in an \$89.4 million recovery for the class, and *In re El Paso Corporation Shareholder Litigation*, which resulted in a \$110 million recovery for the class) and in several successful shareholder derivative actions (including *In re American International Group, Inc. Consolidated Derivative Litigation*, which resulted in a \$90 million recovery, one of the largest recoveries in a shareholder derivative action in the history of the Delaware Court of Chancery). Ms. Mackintosh's litigation successes include securing a \$300 million settlement of a derivative action brought on behalf of Renren, Inc. relating to a spin-off transaction orchestrated by Renren's controlling stockholder, Joseph Chen, which is the largest-ever direct cash payment in a shareholder derivative action; a \$175 million settlement of a derivative action brought on behalf of McKesson Corporation relating to the company's failure to adequately oversee its sales of opioid drugs in an action in the United States District Court for the Northern District of California; a \$167.5 million settlement of a derivative and class action in *In re CBS Corporation Stockholder Class Action and Derivative Litigation* challenging CBS Corporation's acquisition of Viacom, Inc.; a \$60 million partial settlement of a derivative and class action challenging the acquisition of SolarCity Corporation by Tesla Motors, Inc.; and a \$48.5 million settlement of a class action in *In re MSG Networks, Inc. Stockholders Class Action Litigation* challenging Madison Square Garden Entertainment Corporation's acquisition of MSG Networks, Inc.

Ms. Mackintosh has extensive experience trying cases before the Court of Chancery. In 2021, Ms. Mackintosh secured an injunction of an unduly restrictive poison pill in the highly publicized *The Williams Companies Stockholder Litigation* and was a leading member of trial teams in *In re BGC Partners, Inc. Derivative Litigation*, *Dieckman v. Regency Group LP*, and *In re Tesla Motors, Inc. Stockholder Litigation*. Ms. Mackintosh has also tried a number of appraisal cases, including *In re Appraisal of Dell, Inc.*, *In re Appraisal of Solera Holdings, Inc.*, and *Verition Partners Master Fund Ltd. v. Aruba Networks, Inc.* Following a closely watched Delaware Supreme Court argument in the *Aruba* appraisal, Ms. Mackintosh obtained a reversal of the Chancery Court's decision that Aruba's fair value equaled its unaffected stock price.

Outside of the United States, Ms. Mackintosh recently represented a number of institutional investors pursuing their appraisal rights against Nord Anglia Education in the Grand Court of the Cayman Islands; following a three-week trial, the Grand Court of the Cayman Islands, Financial Services Division ruled in favor of G&E's client, finding that Nord Anglia's fair value was nearly 16% higher than

the deal price. Ms. Mackintosh is currently representing institutional investors pursuing appraisal rights against 58.com in the Grand Court of the Cayman Islands.

In addition to her Chancery Court practice, Ms. Mackintosh has played a significant role in a number of securities fraud class actions that have achieved substantial recoveries for classes of investors, including *In re JP Morgan Chase & Co. Securities Litigation* (\$150 million recovery), *In re Refco Securities Litigation* (\$400 million recovery), and *In re Merck & Co., Inc. Vytarin/Zetia Securities Litigation* (\$215 million recovery), and on behalf of individual and institutional investors who have opted out of class actions to pursue individual suits, including representation of investors who opted out of *In re Bank of America Corporation Securities, Derivative & ERISA Litigation*. Outside of the United States, Ms. Mackintosh was a member of the team that secured the historic \$450 million pan-European settlement in the *Royal Dutch Shell* case in the Netherlands and the \$1 billion settlement in the *Royal Bank of Scotland* case in the United Kingdom. She is currently representing institutional investors in connection with litigation against Volkswagen AG in Germany.

In 2022, Ms. Mackintosh was named to the list of Elite Women of the Plaintiffs' Bar by *The National Law Journal*—one of only 15 women who received this honor. She is also highly ranked by Chambers & Partners in the Delaware Chancery: Mainly Plaintiff category. Ms. Mackintosh is a member of the Advisory Board of the John L. Weinberg Center for Corporate Governance.

A *magna cum laude* graduate of St. Joseph's University, Ms. Mackintosh earned her law degree at the University of Pennsylvania Law School. She is the co-author of two articles published by the Practising Law Institute's *Corporate Law & Practice Course Handbook Series*. "Ethical Issues and Their Impact on Securities Litigation," published in September-October, 2003, was co-authored with Marc J. Sonnenfeld, Viveca D. Parker and Marisel Acosta. "Lessons From Sarbanes-Oxley: The Importance of Independence In Internal Corporate Investigations," published in July, 2003, was co-authored with Alfred J. Lechner, Jr.

Education

University of Pennsylvania Law School, J.D.	2001
St. Joseph's University, B.S., <i>magna cum laude</i>	1998

Admissions

Delaware
 Pennsylvania
 U.S. District Court for the District of DE
 U.S. District Court for the Eastern District of PA



Elena C. Norman

PARTNER

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The ability to persuade is a litigator's most important asset. For Elena Norman, it is also a measure of success. The desire and ability to persuade drives Elena's approach to advocacy — her oral presentations, her writing, her editing, her work as an expert witness on Delaware law, her work with testifying experts, and especially her frequent appearances before the Delaware Court of Chancery. Clients and co-counsel understand that Elena's persuasiveness stems from her creativity, her deep understanding of Delaware corporate law, her deep immersion into the facts of a case, and from her sharp command of the law and facts in briefs and in the courtroom.

Having lived and worked in other cultures — as a commercial lawyer in Japan, a human rights lawyer in Russia, and a student in England — Elena brings a wide range of perspectives to her practice. Clients and co-counsel credit her unusually broad background with honing her abilities as a creative and strategic thinker, a clear communicator, a team leader, and an astute reader of the courts and adversaries she seeks to persuade.

Elena is a member of the Firm's Management Committee and has worked on many of the most high-profile matters in the Court of Chancery, including:

- *In re Madison Square Garden Entertainment Corp. Stockholders Lit.*, Consol. C.A. No. 2021-0468-USJM (represents special committee)
- *In re CBS Corp. Deriv. Litig.*, C.A. No. 2020-0111-JRS (represents CBS Corp.)
- *In re Oracle Corp. Deriv. Litig.*, C.A. No. 2017-0337-SG (Del. Ch.)(represents L. Ellison and S. Catz)
- *In re Dell Techs. Inc. Class V S'holders Litig.*, C.A. No. 2018-0816-JTL (Del. Ch.)(represents Silver Lake)
- *Klein v. H.I.G. Capital, L.L.C.*, C.A. No. 2017-0862-AGB (Del. Ch.)(represents H.I.G. Capital)
- *In re We Work Litigation*, C.A. No. 2020-0258-AGB (represented SoftBank Group Corp.)
- *In re Fitbit, Inc. S'holder Deriv. Litig.*, C.A. No. 2017-0402-JRS (Del. Ch.)(represented Fitbit)
- *In re Dole Food Co., Inc. S'holder Litig.*, Consol. C.A. No. 9079-VCL (Del. Ch.)(represented Dole Food Co.)
- *Sandys v. Pincus*, C.A. No. 9512-CB (Del. Ch.)(represented Zynga)

FOCUS:

- Litigating corporate and complex business disputes, primarily in the Delaware Court of Chancery, including:
 - derivative claims
 - contests for corporate control
 - M&A
 - governance
 - complex contracts
 - alternative entities
 - books and records demands
 - statutory appraisal/valuation disputes.
- Counseling boards of directors and senior management on Delaware corporate law
- Litigating securities cases in the US District Court
- Litigating commercial cases in the Complex Commercial Litigation Division of the Delaware Superior Court

Practices

- Alternative Dispute Resolution: Arbitration and Mediation
- Alternative Entities Governance and Disputes
- Appeals
- Appraisal Litigation
- Books and Records Demands
- Business Divorce
- Busted Deal Litigation
- Challenged Transactions Involving Controlling Owners
- Expedited Litigation
- Expert Witness on Areas of Delaware Law
- Intellectual Property Litigation
- Litigation Monitoring
- Mergers and Acquisitions
- Portfolio Company Representation
- Post-Transaction Earn-out, Escrow, and Indemnification Disputes

- Recapitalization and Distressed Transactions
- Securities Litigation
- Special Legal Counsel
- Statutory Actions under Delaware Corporate and Alternative Entity Law
- Stockholder Class and Derivative Actions

Education

- Stanford Law School (J.D.)
 - Stanford Law Review, Articles Editor
- University of London (M.A.)
 - with Distinction, Legal and Political Theory
- University of Pennsylvania (B.A., *magna cum laude*)
 - with Distinction in major, English

Bar Admissions

- Delaware
- New York
- California (inactive)

Court Admissions

- U.S. District Court for the District of Delaware
- U.S. Court of Appeals for the Third Circuit

Distinctions

- *Chambers USA - America's Leading Lawyers for Business*, Delaware Court of Chancery
Chambers USA has described Ms. Norman as "*adept at handling litigation associated with M&A transactions and...also known for her handling of disputes involving limited liability companies and limited partnerships.*" She draws recognition for her strength in merger disputes, with commentators reporting that she is "*an extraordinary lawyer who is intelligent and looks for solutions for clients.*" *Chambers* also notes that Ms. Norman "*has a very strong knowledge of corporate law and has excellent judgment. She is well known and respected by members of the court....*"
- *Delaware Today - Top Lawyers*, International Law (2015-present)
- *Delaware Super Lawyers®*, Top Rated Business Litigation (2017-present)
- *Best Lawyers in America®*, Corporate Governance Law (2019-present)
- *Who's Who Legal®*, Corporate Governance Law (2019)
- *Lawdragon 500 Leading Litigators in America* (2024)

Memberships and Affiliations

- Corporation Law Council, Delaware State Bar Association
Member (appointed July 2017)
(Committee responsible for formulating and recommending to the Delaware Assembly amendments to the Delaware General Corporation Law, after approval by the Delaware State Bar Association)
- Institute for Corporate Governance & Finance, NYU School of Law, Board of Advisors (2020-present)
- Combined Campaign for Justice Co-Chair (2018-2020)
- American Bar Association, Section of International Law
--Senior Advisor, International M & A/Joint Ventures Committee (appointed 2017)
--Co-Chair of the International M & A/Joint Venture Committee (2014-2017)
- American Bar Association, Business Law Section, Member
- New York City Bar, Member
- Richard S. Rodney Inn of Court, Master (2011-present)
- Tulane Corporate Law Institute, Planning Committee (appointed 2017)
- Delaware State Bar Association, Section of International Law, former Chair
- Delaware Symphony Orchestra, Board of Directors, (2013-2019)
--Chair, Governance and Nominating Committee (2015-2017)
- Delaware Theatre Company, Board Member (2009-2012)

Clerkships

- Chief Judge, Honorable Henry A. Politz, U.S. Court of Appeals for the Fifth Circuit



Established 1963

Mark Richardson

Partner



News & Insights



Mark D. Richardson is a Partner in the Delaware office of Labaton Keller Sucharow LLP. Mark focuses on representing shareholders in corporate governance and transactional matters, including class action and derivative litigation.

Mark is recommended by *The Legal 500* for the excellence of his work in the Delaware Court of Chancery and Dispute Resolution. Clients highlighted his team's ability to “generate strong cases and take creative and innovative positions.” *Lawdragon* has recognized him as one of the country’s Leading Plaintiff Financial Lawyers and Next Generation Lawyers. *Benchmark Litigation* also named him to their “40

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Practices

[Corporate Governance &](#)

Shareholder Rights Litigation

& Under List.”

Mark has litigated numerous matters through trial, including in the Delaware Court of Chancery, FINRA and AAA arbitrations, and a five-month jury trial in New Jersey state court. Mark served as co-lead counsel in the following matters that recently were tried or settled: *In re Dell Technologies Inc. Class V Stockholders Litigation* (\$1 billion settlement); *In re Columbia Pipeline Group, Inc.* (\$400 million post-trial judgment, appeal pending); *In re Coty Inc. Stockholder Litigation* (\$35 million settlement); *In re Straight Path Communications Inc. Consolidated Stockholder Litigation* (trial verdict pending); *In re Amtrust Financial Services Stockholder Litigation* (\$40 million settlement); *In re AGNC Investment Corp.* (\$35.5 million settlement); *In re Stamps.com* (\$30 million settlement); *In re Homefed Corp.* (\$15 million settlement); and *In re CytoDyn Corp.* (rescission of over \$50 million in director and officer stock awards).

Prior to joining Labaton Keller Sucharow, Mark was an Associate at Schulte Roth & Zabel LLP, where he gained substantial experience in complex commercial litigation within the financial services industry and advised and represented clients in class action litigation, expedited bankruptcy proceedings and arbitrations, fraudulent transfer actions, proxy fights, internal investigations, employment disputes, breaches of contract, enforcement of

non-competes, data theft, and misappropriation of trade secrets.

In addition to his active caseload, Mark has contributed to numerous publications and is the recipient of *The Burton Awards* Distinguished Legal Writing Award for his article published in the *New York Law Journal*, “Options When a Competitor Raids the Company.” Mark also serves on *Law360’s* Delaware Editorial Advisory Board.

Mark earned his Juris Doctor from Emory University School of Law, where he served as the President of the Student Bar Association. He received his Bachelor of Science from Cornell University.

Admissions

2010, New York
2016, Pennsylvania
2018, Delaware

U.S. Court of Appeals

2011, Second Circuit
2021, Ninth Circuit

U.S. District Court

2010, Southern District of New York
2010, Eastern District of New York
2022, District of Delaware



David Tejtal
Principal
Friedman Oster & Tejtal

David F.E. Tejtal is a seasoned litigator with extensive and expansive experience in federal and state court. He specializes in breach of fiduciary duty, corporate takeover and securities litigation, having represented plaintiffs and defendants in high-stakes engagements within those categories and others.

Mr. Tejtal's broad plaintiff- and defense-side experience makes him a particularly savvy litigator and a superb legal strategist. He excels in all facets of litigation, from case investigation/inception to appellate litigation, and his affinity for writing has translated into successful briefing before state, federal district and federal appellate courts.

Mr. Tejtal earned his undergraduate and Juris Doctor degrees from the University of Virginia. After graduating from law school, Mr. Tejtal clerked under the Honorable Louise W. Flanagan, United States District Court Judge for the Eastern District of North Carolina. Thereafter, Mr. Tejtal joined the litigation department of Simpson Thacher & Bartlett LLP. His legal experience also includes acting as the Senior Director of Litigation of one of the preeminent trial consulting firms in the nation. Over the course of his career, Mr. Tejtal has helped deliver outstanding results in numerous high-profile shareholder and securities actions. He has also played a critical role in crafting litigation and trial strategies that have helped plaintiffs recover billions of dollars, and have helped defendants secure the dismissal of similarly high-stakes claims brought against them.

In addition, Mr. Tejtal has counseled on a *pro bono* basis various non-profit entities, for-profit entities and individuals in connection with all manner of legal issues. His award-winning *pro bono* practice has included receipt of inMotion's Commitment to Justice Award for Outstanding Legal Team.