



William M. Lafferty

Partner

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Bill has spent more than 30 years focusing on Delaware corporate and commercial litigation, with an emphasis on cases involving mergers and acquisitions, proxy contests and consent solicitations, and shareholder class and derivative actions.

His litigation practice concentrates on cases pending in the Delaware Court of Chancery and Delaware Supreme Court as well as matters in the federal court both in Delaware and in other jurisdictions. He also advises corporate clients and boards of directors with respect to litigation and transactional matters including representations of special negotiating committees, shareholder demand review committees, and special litigation committees.

Bill has acted as lead or co-counsel in numerous significant litigations involving Delaware corporate law issues, including companies such as Abbott Laboratories, NRG Yield, Tory Burch LLC, eBay, Inc., Berkshire Hathaway, Inc., Google Inc., Facebook, Inc., Caremark CVS, Inc., Air Products and Chemicals, Inc., Regal Entertainment Group, TiVo, Bristol Myers Squibb, Shire, AbbVie, Walgreens, Caesar's Entertainment, Comcast, Family Dollar, Freeport-McMoRan, Procter & Gamble, and United Technologies Corporation.

Bill also has represented numerous private equity firms in litigations in Delaware arising from M&A transactions, including Thoma Bravo, Texas Pacific Group, Francisco Partners, Apollo, KKR, Insight Venture Partners, Madison Dearborn, and Sun Capital Partners, Inc. He also has represented a number of investment banks in transactional matters and litigation.

PRACTICE AREAS

Corporate & Commercial Litigation

Complex Commercial Litigation

Mergers & Acquisitions Litigation

Shareholder Class & Derivative Litigation

CLERKSHIPS

Law Clerk to The Honorable Maurice A. Hartnett, III, Delaware Court of Chancery, 1989-1990

EDUCATION

Dickinson School of Law of The Pennsylvania State University, JD, 1989

Dickinson Law Review, articles editor, 1988-1989

Woolsock Honor Society

Appellate Moot Court Board

United States Attorney Clinic

University of Delaware, BSBA, finance, 1985

ADMISSIONS

Delaware, 1989

William M. Lafferty

He is a Fellow to the American College of Trial Lawyers and serves as a member of the Advisory Board for the John L. Weinberg Center for Corporate Governance, Alfred Lerner College of Business & Economics, University of Delaware, and the NYU School of Law Institute for Corporate Governance and Finance.

Pennsylvania, 1990

US District Court for the District of Delaware, 1991

US Court of Appeals for the Third Circuit, 2002

Bill is the author of numerous articles on Delaware corporate law and contributed chapters on appraisal rights and inspection of corporate/partnership books and records to a five volume corporate law treatise. He frequently presents before business and professional audiences on Delaware corporate law, and has been a guest instructor at M&A law classes at Harvard Law School, University of Pennsylvania, Cal-Berkeley, Stanford University, New York University, Columbia University, Penn State Dickinson School of Law, Hofstra University, and Delaware Law School.

EXPERIENCE

Represented medical devices company Channel Medsystems, Inc. in litigation over Boston Scientific Corporation's attempt to terminate its merger agreement. *Channel Medsystems, Inc. vs. Boston Scientific Corporation and NXT Merger Corp.*, Del. Ch., C.A. No. 2018-0673-AGB

Represented generic pharmaceutical company Akorn Inc. as co-lead trial counsel in litigation over whether global healthcare company Fresenius improperly terminated a merger agreement with Akorn. *Akorn Inc. v. Fresenius Kabi AG et al.*, Del. Ch., C.A. No. 2018-0300-JTL

Represent VMWare special committee of directors relating to special dividend and issues related to a multi-billion dollar deal in which tech giant Dell would purchase its VMWare Inc. tracking stock in exchange for Dell stock or cash to be funded by an \$11 billion dividend declared by VMWare.

Representing Sinclair in connection with litigation regarding a terminated merger with Tribune Media Company. *Tribune Media Company v. Sinclair Broadcast Group, Inc.*, Del. Ch., C.A. No. 2018-0593-JTL

Representing Berkshire Hathaway in connection with the merger between USG and Knauf. Case involves allegations that Knauf violated Section 203 of the Delaware General Corporation Law ("DGCL"). *In re:*

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USG Corporation Stockholder Litigation, Del. Ch., C.A. No. 2018-0602-VCG

Representing Anthem, Inc. in litigation with Cigna over terminated merger. *In Re Anthem-Cigna Merger Litigation*, C.A. No. 2017-0114-JTL

Argued the first case of its kind before the Delaware Supreme Court regarding the application of the *Corwin v. KKR* doctrine to a tender offer pursuant to Section 251(h) of the DGCL. Former stockholders of Volcano sued in connection with the acquisition of Volcano by Philips. Court below dismissed the claims against the Volcano directors based on Corwin doctrine and Supreme Court affirmed. *In re Volcano Corporation Stockholder Litigation*, C.A. No. 10485-VCMR (appeal Del. Supr. No. 372, 2016).

Represented Abbott in connection with its acquisition of Alere and related litigation between the two healthcare companies regarding whether the merger should proceed. *In: re Alere-Abbott Merger Litigation*, Del. Ch., C.A. No. 12963-VCG.

Represented a special committee of NRG Yield Board as lead counsel in connection with litigation challenging a recapitalization transaction. Argued motion to dismiss requesting an expansion of the *MFW* doctrine outside of the “freeze-out” context. *IRA Trust of FBO Bobbie Ahmed et al. v. Crane*, Del. Ch., C.A. No. 12742-CB.

Represented General Motors Directors in connection with shareholder derivative action arising out of ignition switch issues. Delaware Court of Chancery granted defendants’ motions to dismiss, and Delaware Supreme Court affirmed. *In re: General Motors Co. Derivative Litigation*.

Represented drilling company Nabors in connection with merger with C&J Energy and related litigation. *C & J Energy Services, Inc. v. City of Miami General Employees’*, No. 655/657 (Del. Dec. 19, 2014).

Represented Third Point, LLC in Court of Chancery action challenging poison pill adopted by the Board of Directors of Sotheby’s. *Third Point, LLC v. Ruprecht*, C.A. Nos. 9469-VCP, 9497-VCP, 9508-VCP.

NEWS & INSIGHTS

Practical Law State Q&As: Delaware Litigation
Article, *Practical Law Litigation*, 03.23.2022

34th Tulane Corporate Law Institute
Speaking Engagement, New Orleans, LA and Livestream, 03.17.2022 Through 03.18.2022

William M. Lafferty

Bill Lafferty Selected to *Lawdragon's 500 Leading Lawyers in America 2022*
Media Mention, *Lawdragon 500*, 02.18.2022

Reflecting on 2021 Delaware Law Industry Moments
Media Mention, *Law360 Pulse*, 12.09.2021

2021 Berkeley Fall Forum for Corporate Governance
Speaking Engagement, Virtual | San Francisco, CA, 11.11.2021 Through 11.12.2021

32 Morris Nichols Attorneys Recognized in *The Best Lawyers in America 2022*
Media Mention, *The Best Lawyers in America*, 08.19.2021

Law360 Names Morris Nichols a Delaware Regional Powerhouse
Media Mention, *Law360*, 08.02.2021

The Legal 500 Distinguishes Morris Nichols Among Leading US Law Firms for M&A
Media Mention, *The Legal 500*, 06.10.2021

12 Morris Nichols Attorneys Selected for Inclusion in 2021 *Delaware Super Lawyers*
Media Mention, *Super Lawyers*, 05.26.2021

Chambers USA 2021 Again Recognizes Morris Nichols in Band 1 in Four Delaware Practices; 27
Attorneys Named Among Leading Delaware Practitioners
Media Mention, *Chambers USA*, 05.20.2021

HONORS & RECOGNITIONS

Chambers USA: Guide to America's Leading Lawyers, ranked in Delaware Chancery, 2004-2021

The Legal 500 US, Leading Lawyer in M&A litigation, 2017-2021

Benchmark Litigation, Local Litigation Star, 2013-2021

Delaware Super Lawyers, listed in business litigation, 2007-2021; ranked number one on the "Top 10"
list for Delaware, 2018-2020

U.S. News & World Report/Best Lawyers, leading Delaware litigator, 2007-2022

Who's Who Legal, listed in M&A and corporate governance, 2014-2022

Lawdragon's 500 Leading Lawyers in America, listed, 2012-2015, 2018, 2022

PROFESSIONAL & CIVIC

American Bar Association (Business Law Section, Committee on Business and Corporate Litigation,
and Securities Litigation Committee (M&A/Proxy Litigation Subcommittee, Co-Chair))

William M. Lafferty

American College of Trial Lawyers (Fellow)

Arsht-Cannon Fund (Advisory Board)

Combined Campaign for Justice (Co-Chair)

Court of Chancery Rules Committee (Chairman)

Delaware Board of Bar Examiners (appointed by Delaware Supreme Court, 2000-2006)

Delaware Commission on Continuing Legal Education (Chairman, 2004-2007)

Dickinson Law Board of Overseers (Advisory Board)

Delaware State Bar Association (Corporation Law Section and Committee on Professional Ethics)

Delaware Supreme Court Rules Committee (Former Member)

John L. Weinberg Center for Corporate Governance, University of Delaware (Advisory Board)

NYU School of Law Institute for Corporate Governance and Finance (Advisory Board)

Sanford School (Member, 2008-present; President of Board, 2013-2017)

Tulane Corporate Law Institute (Co-Chair)

University of Delaware (Board of Trustees, Chair of Audit Visiting Committee)

William H. Heald Scholarship Committee (Chair)

