Christopher B. Chuff

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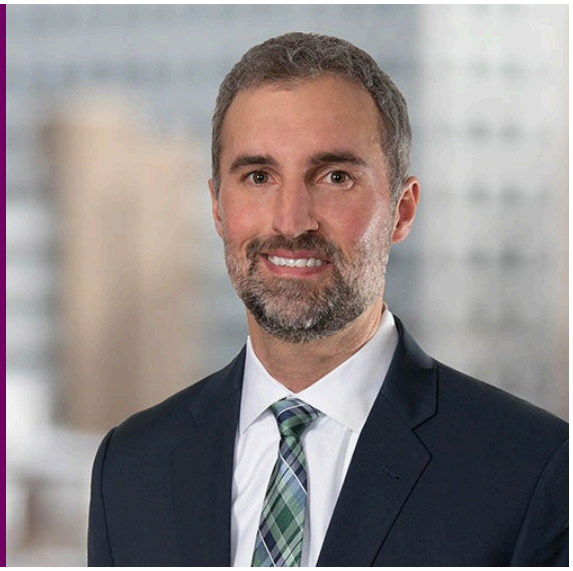

Chris is an accomplished litigator with a deep understanding of Delaware law who ably guides his clients through sophisticated corporate and commercial disputes in Delaware's leading business courts, including the Delaware Court of Chancery.

OVERVIEW

Chris focuses his practice on complex corporate and commercial litigation in the Delaware Court of Chancery and the Complex Commercial Litigation Division of the Delaware Superior Court.

He has extensive experience handling post-closing merger and acquisition (M&A) disputes, both on the sell-side and buy-side, including:

- Purchase price adjustment suits and proceedings.
- Earnout and milestone payment disputes.
- Escrow and holdback claims.
- Indemnification claims based upon allegedly false representations and warranties in the purchase agreement.
- Fraud claims arising out of mergers and acquisitions.

Chris also frequently represents directors, officers, managers, members, partners, and companies in:

- Breach of fiduciary duty actions.
- Advancement and indemnification proceedings.
- Books and records demands and actions.
- Appraisal actions.
- Disputes over corporate control.
- Challenges to corporate dividends and stock redemptions.
- Other statutory proceedings under the Delaware General Corporation Law and Delaware alternative entity statutes.

He also advises boards of directors and special committees regarding fiduciary duties and corporate governance

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matters, including in connection with potential mergers and acquisitions and other transactions.

REPRESENTATIVE MATTERS

Commercial Litigation (including M&A Disputes)

- *Kentucky Downs Management, Inc. v. Kentucky Downs, LLC*, C.A. No. 2021-0251-NAC (Del. Ch. Aug. 13, 2026) – Obtained post-trial victory in the Delaware Court of Chancery on behalf of the buyers of the Kentucky Downs horse racing and gaming facility, entitling buyers to retain a $10 million holdback under the parties' asset purchase agreement.
- *Georgia Security Solutions, LLC v. Security Services Holdings LLC*, C.A. No. 2025-0798-JTL (Del. Ch.) – Defending buyer in an earnout dispute in the Delaware Court of Chancery arising from the acquisition of a security services company, including claims for breach of contract related to post-closing earnout covenants.
- *Shareholder Representative Services LLC v. ImmunityBio, Inc.* – Representing stockholder representative in an arbitration seeking over $160 million in damages for breach of a contingent value rights agreement arising from the buyer's failure to use commercially reasonable efforts to obtain FDA approval of an immunotherapy drug for the treatment of bladder cancer by the contractual milestone deadline.
- *Shareholder Representative Services LLC v. Astellas Pharma Inc.*, C.A. No. 2025-0725-SKR (Del. Ch.) – Representing stockholder representative seeking to recover a $41.5 million milestone payment owed to selling stockholders of a pharmaceutical company under the parties' purchase agreement following the buyer's initiation of a Phase 3 clinical trial.
- *Facilities Holdings, LLC v. ASM Global Parent, LLC*, C.A. No. 2025-0670-JTL (Del. Ch.) – Representing a leading foodservice company in a breach of contract and implied covenant action in the Delaware Court of Chancery seeking to enforce exclusive foodservice rights and compel the extension of a concession agreement at Arena Wembley under the parties' master foodservice rights agreement.
- *Shareholder Representative Services LLC v. Sphera Solutions, Inc.*, C.A. No. 2025-0174 (Del. Ch.) – Representing stockholder representative in an action to recover earnout payments of up to $24 million owed to selling stockholders under the parties' merger agreement arising from the sale of a supply chain sustainability software company.
- *Sparks v. SEG Group, Inc.*, C.A. No. 1:25-cv-00738-GBW (D. Del.) – Defending buyer of a sales training company against contract claims arising out of an earnout dispute under the parties' securities purchase agreement.
- *Shareholder Representative Services LLC v. Analytical Wizards, Inc.*, C.A. No. 2025-1019-MTZ (Del. Ch.) – Representing stockholder representative and former chief executive officer of a health care data analytics company in an earnout dispute arising from the sale of the company to a subsidiary of Definitive Healthcare Corp. for up to $80 million, including claims to enforce information rights and to compel referral of earnout disputes to an independent accountant, and defending against counterclaims for misappropriation of trade secrets, breach of fiduciary duty, and breach of confidentiality agreements.
- *TE Connectivity Corporation v. Financière de Sociétés Techniques*, C.A. No. 2021-1104-JTL (Del. Ch.) – Representing a global connectivity and sensor products company seeking damages for fraud and breach of contract arising out of the seller's misrepresentations regarding a relay manufacturer's compliance with military specifications in connection with a $105 million stock purchase agreement.
- *Reddy v. 2nd Chance Treatment Centers, LLC*, C.A. No. 2024-0193-SKR (Del. Ch.) – Achieved favorable settlement on behalf of the founders of a psychiatric treatment company against claims for fraud, indemnification, and conversion seeking in excess of $40 million where the buyer alleged that sellers engaged in health care billing fraud and concealed regulatory investigations during due diligence of the sale of their company.
- *Akzo Nobel Coatings Inc. v. Quality Collision Group, LLC*, AAA No. 01-26-0001-2859 (AAA Arbitration) – Representing a leading collision repair operator in an arbitration defending against breach of contract claims and asserting counterclaims arising out of a paint supply agreement, including claims that the supplier failed to provide contractually required KPI reporting and other services over a four-year period.
- *Kloeckner Metals Corporation v. MBL & Sons, Inc.*, C.A. No. N24C-10-221 PAW CCLD (Del. Sup.) – Achieved favorable settlement on behalf of the buyer of a solar components business in an action for breach of contract

and fraud arising out of the seller's misrepresentation of the company's accounts receivable and accounts payable under the parties' asset purchase agreement.

- *Fondnazio v. OKL Operations, LLC*, C.A. No. N24C-03-303 PRW CCLD (Del. Sup.) – Achieved favorable settlement on behalf of the sellers of a retail consignment business in an action to recover amounts owed under the parties' partnership interest purchase agreement and promissory note.
- *Shareholder Representative Services, LLC v. Pyxant Labs SAS* (Feb. 2, 2024) – Secured award of full $9.5 million earnout for our client pursuant to the parties' merger agreement.
- *Gerard J. Christian v. Cultural Experiences Abroad, LLC,* A. No. 2023-0558-NAC (Del.Ch.) – Achieved award of ~$5 million earnout for sellers of a study abroad company under the parties' purchase agreement and recovered sellers' reasonable attorney fees pursuant to a prevailing party provision in the purchase agreement.
- *Paul v. Rockpoint Group, LLC*, C.A. No. 2018-0907-JTL (Del. Ch. 2024) – Obtained award for a former member of a real estate investment fund pursuant to provisions in the funds' limited liability company agreement dictating how transaction proceeds must be allocated in the event of an M&A transaction.
- *Seganti Ltd. v. TDS Global Holdings Corp*., C.A. No. 2024-0420-SG (Del. Ch.) – Secured payment of preferred stockholders' liquidation preference provided for in the defendant company's charter and investor rights agreement.
- *Shareholder Representative Services, LLC v. Xometry, Inc.,* C.A. No. 2023-0428-EMD (Del. Ch.) – Achieved release of millions of dollars of escrowed merger consideration for sellers of a publishing business.
- *Shareholder Representative Services, LLC v. Prescient Medicine Holdings, Inc.,* C.A. No. 2022-0160-JTL (Del.Ch.) – Representing stockholder representative seeking to recover portions of merger consideration owed to selling stockholders under the parties' merger agreement.
- *Wible v. Spectrio, LLC,* Case No. 1410009113 (JAMS Arbitration) – Represented stockholder representative seeking recovery of earn-out payment provided for in the parties' stock purchase agreement.
- *Shareholder Representative Services, LLC v. Pyng Medical USA Corp.*, C.A. No. 2021-0141-JRS (Del. Ch.) – Helped secure consensual payment of millions in earn-out amounts owed to company stockholders under the parties' merger agreement.
- *Rhem v. Star2Star Holdings, LLC*, Case No. 2020 CA 005505NC – Secured complete dismissal of breach of contract, implied covenant, and fraudulent inducement claims arising in connection with a $400 million acquisition.
- *EWT Holdings III Corp. v. Fortis Advisors, LLC*, C.A. No. 2020-0394-MTZ (Del. Ch.) – Successfully recovered funds held in escrow in connection with stock purchase transaction on behalf of a leading water treatment company.
- *Conduent Business Services, LLC v. Skyview Capital, LLC*, C.A. No. 2020-0232-VCL (Del. Ch.) – Successfully defended a privately held investment firm against breach of contract claims arising out of its purchase of plaintiff's call center business.
- *CoxCom, LLC v. Hiatt*, C.A. No. 2020-0178-PAF (Del. Ch.) – Defending founders and former officers of a market leading managed cloud solutions company against fraud and contract claims arising from the sale of the company to a global telecommunications conglomerate.
- *Aquary Group Corp Delaware, LLC v. Soho Properties General Partner II, LLC*, C.A. No. N20C-01-204 (Del. Sup.) – Defending a real estate development company in the Delaware Superior Court against claims that it breached certain voting provisions of a limited liability company agreement.
- *Claros Diagnostics, Inc. Shareholder Committee v. Opko Health Inc.*, C.A. No. 2019-0262-SG (Del. Ch.) – Representing a shareholder committee seeking to enforce earn-out payment obligations of a publicly traded health care company in the Delaware Court of Chancery.
- *Delaware North iGaming, Inc. v. Miomni Gaming Ltd.*, C.A. No. 2019-0301-JTL (Del. Ch.) – Representing a gaming operator and casino management consulting company seeking to enforce various call option and other rights under the parties' limited liability company agreement.
- *RMS Lifeline Inc. v. South Florida Vascular Solutions LLC*, C.A. No. 2019-0500-JRS (Del. Ch.) – Successfully recovered funds from other members of a vascular and dialysis limited liability company as part of consensual resolution of a breach of contract action in the Delaware Court of Chancery.
- *iBio, Inc. v. Fraunhofer-Gesellschaft Zur Forderung Der Angewandten Forschung, E.V.*, C.A. No. 2017-0790-TMR (Del. Ch. Dec. 10, 2018) – Obtained dismissal of $300 million trade secret misappropriation

lawsuit brought against one of the largest application-oriented research organizations in the world in the Delaware Court of Chancery.

- *Paul v. Rockpoint Group, LLC*, C.A. No. 2018-0907-JTL (Del. Ch.) – Representing a former member of a real estate investment firm seeking to enforce certain of the firm's contractual obligations under its limited liability company agreement.
- *Eastern Profit v. Strategic Vision*, C.A. No. 18-2185 (S.D.N.Y.) – Representing a Hong Kong-based investment company in an action arising out the alleged breach of a private investigation contract.
- *Edinburgh Holdings, Inc. v. Education Affiliates, Inc.*, C.A. No. 2017-0500-JRS (Del. Ch.) – Achieved favorable settlement for post-secondary education company in an earn-out dispute brought in the Delaware Court of Chancery.
- *Advanced Reimbursement Management, LLC v. Plaisance*, C.A. No. 17-667-MN (D. Del.) – Represented sellers of an accounts receivable and revenue cycle management business against claims that the sellers breached certain non-competition obligations in the asset purchase agreement and other related contracts.
- *Molina Information Systems, LLC v. Unisys Corp.*, C.A. No. 12-1022 (D. Del.) – Achieved favorable settlement and dismissal of claims on behalf of a global information technology company in a fraud and breach of contract action arising out of plaintiffs' acquisition of our client's health information management business.
- *Harland Clarke Holdings Corp. v. Milken*, C.A. No. 14-138-GMS (D. Del.) – Achieved a complete defense victory in the District of Delaware for the former chief executive officer of an educational software company in a dispute where plaintiffs sought more than $130 million in damages for alleged fraud and other claims arising out of the plaintiffs' acquisition of the educational software company.
- *Boehringer Technologies L.P. v. Convatec, Inc.* – Turned a multimillion-dollar arbitration claim against our client, a medical device manufacturer, into a multimillion-dollar settlement in favor of our client.
- *Sustainable Energy General Group, LLC v. Photon Energy Projects B.V.*, C.A. No. 8524-VCP (Del. Ch.) – Obtained dismissal of tortious interference claims in the Delaware Court of Chancery for a global solar power plant developer arising out of a proposed business transaction.
- *HBC Solutions, Inc. v. Harris Corp.*, C.A. No. 13-06237-JMF (S.D.N.Y.) – Achieved dismissal of a purchase price adjustment lawsuit against a global private equity firm in favor of arbitration and obtained an award of more than $1 million for client in the resulting arbitration.
- *Goldfinger v. MPC Holding Establishment, et al.*, C.A. No. 6207-CS (Del. Ch.) – Successfully represented investor in action to pierce the corporate veil in connection with efforts to collect on multimillion-dollar judgment in prior action between the parties.

Corporate Litigation

- *Killingsworth v. Smith, C.A. No. 2026-0542-NAC (Del. Ch.) – Representing Elevance Health defend against aiding and abetting breach of fiduciary duty claims in the Delaware Court of Chancery in connection with its roughly $2 billion acquisition of CareBridge.*
- *In re Chicken Soup for the Soul Entertainment, Inc., Adv. No. 25-50399 (MFW) (Bankr. D. Del.) – Defending independent directors of a publicly traded streaming video and television company against breach of fiduciary duty and other claims brought by the chapter 7 trustee arising out of, among other things, a merger transaction, the payment of management and license fees, preferred stock dividends, and the alleged failure to pay wages and payroll taxes.*
- *Shea v. Penn (Good Foods Group, LLC Litigation), Case No. 2021-L-007937 (Cook Cty. Cir. Ct.) – Achieved favorable settlement during second week of trial on behalf of the founder, CEO, and controlling member of a health-conscious natural foods company in a dispute brought by minority investors challenging a management-led buyout.*
- *Carickhoff v. Amneal Pharmaceuticals Inc. and Impax Laboratories, LLC, Adv. Pro. No. 25-50903 (JKS) (Bankr. D. Del.) – Defending a pharmaceutical company and its predecessor against fraudulent conveyance and unjust enrichment claims brought by a liquidating trustee seeking to avoid and recover a $55.43 million arm's-length asset purchase transaction that closed nearly 10 years prior to the commencement of the action.*
- *Ryniker v. Pinney, Adv. Pro. No. 24-50256-LSS (Bankr. D. Del.) – Achieved favorable settlement for a former officer of a direct-to-consumer wine company in a breach of fiduciary duty and fraudulent transfer action brought*

by a post-bankruptcy Creditor Trust arising out of the company's acquisition of another wine business, forgiveness of executive promissory notes, and the company's IPO.

- *Honma v. Schacknies*, C.A. No. 2024-0084-BWD (Del. Ch. December 16, 2024) – Secured complete dismissal of breach of fiduciary duty claims challenging the board of directors' approval of merger of a real estate software company.
- *Schoenmann v. Irvin (Clear Align, LLC)*, C.A. No. 2021-0326-SG (Del. Ch.) – Achieved dismissal of breach of contract and implied covenant claims asserted against the controlling member and director of an optical engineering and systems integration company.
- *Cohen v. Wilkerson (National Security Group, Inc.)*, C.A. No. 2022-0333-LWW (Del. Ch.) – Secured voluntary dismissal of class action complaint in the Delaware Court of Chancery challenging the disclosures in a proxy statement issued in connection with a proposed merger.
- *Atwood v. Remine, Inc.*, C.A. No. 2022-0141-SG (Del. Ch.) – Representing respondent in appraisal proceeding brought in the Delaware Court of Chancery pursuant to 8 *Del. C.* § 262(f).
- *Dru v. Cruttenden*, C.A. No. 2021-1091-MTZ (Del. Ch.) – Defended former directors in a breach of fiduciary duty action in the Delaware Court of Chancery challenging the fairness of a merger.
- *Dru v. Blast Intergalactic Group, Inc.*, C.A. No. 2021-1092-MTZ (Del. Ch.) – Represented respondent in appraisal proceeding brought in the Delaware Court of Chancery pursuant to 8 *Del. C.* § 262(f).
- *CGH Investment Management, LLC v. Timothy B. Harmon*, C.A. No. 2021-0252-KSJM (Del. Ch. Jan. 18, 2022) – Secured summary judgment granting advancement to former limited partner and agent of a Delaware limited partnership in the Delaware Court of Chancery.
- *The Harmon 1999 Descendants' Trust v. CGH Investment Management, LLC*, C.A. No. 2021-0407-KSJM (Del. Ch.) – Represented former limited partner and agent of a Delaware limited partnership in an advancement action in the Delaware Court of Chancery.
- *Jeter v. Cox Communications, Inc.*, C.A. No. 2021-0047-PAF (Del. Ch.) – Represented former officers of a telecommunications company in an advancement action in the Delaware Court of Chancery.
- *Cheney v. Kohut*, C.A. No. 2020-0914-SG (Del. Ch.) – Secured favorable settlement on behalf of officers and majority stockholders of a military electronic communications provider in a dispute over corporate control under Section 225 of the Delaware General Corporation Law.
- *Banman v. Human Regenerative Technologies, LLC*, C.A. No. 2020-0490-PAF (Del. Ch. Apr. 23, 2021) – Achieved a complete post-trial victory in a books and records action under 6 Del. C. § 18-305, in which the Court of Chancery required the defendant, a biologics company, to produce each and every category of documents requested by the plaintiff in his demand.
- *Avaya Holdings Corp. v. James Haigh*, C.A. No. 2019-0344-JRS (Del. Ch. July 2, 2019) – Successfully defeated a communications software company's attempt to temporarily restrain and later preliminarily enjoin our client from working for alleged competitor.
- *In re W.J. Bradley Mortgage Capital, LLC, et al.*, 18-50385-KG (Bankr. Ct. Dist. Del.) – Obtained favorable settlement for former managers of a mortgage lender and servicing company in a breach of fiduciary duty and fraudulent transfer action arising out of a stock redemption transaction.
- *Empire Group Holdings LLC v. Lexford Pools 1/3 LLC*, C.A. No. 2018-0694-MTZ (Del. Ch.) – Successfully obtained production of books and records for LLC member through consensual resolution of a books and records action in the Delaware Court of Chancery.
- *Archbold v. Rackwise, Inc., et al.*, C.A. No. 17-766470-B (Nev. Dist.) – Achieved complete dismissal of fraud, tortious interference, conspiracy, and aiding and abetting breach of fiduciary duty claims brought against global information technology company.
- *Creel v. Ecolab, Inc.*, C.A. No. 12917 (Del. Ch.) – Successfully recovered millions of dollars for a former director of a water, hygiene, and energy company through settlement of an indemnification action in the Delaware Court of Chancery.
- *In re ScripsAmerica, Inc.*, 17-50935-LSS (Bankr. Ct. Dist. Del.) – Achieved favorable settlement for the former officer and director of a pharmaceutical company in a breach of fiduciary duty action.
- *In re Main Avenue Pharmacy, Inc.*, 17-50936-LSS (Bankr. Ct. Dist. Del.) – Achieved favorable settlement for a former officer and director of a pharmaceutical company in a breach of fiduciary duty action.

- *Hui Wai Ngai v. Hazout, Silver Dragon*, C.A. No. 12022-CB (Del. Ch. Feb. 22, 2016) – Obtained injunction and postponement of a stockholders' meeting of a publicly traded corporation to afford our clients additional time to mount a proxy contest for control of the corporation's board of directors.
- *In re CS Mining, LLC*, Adv. Case Nos. 17-02024, 17-02025 (Bankr. Ct. D. Utah) – Represented a metals and minerals mining and processing company in multiple bankruptcy adversary proceedings, including actions seeking to disallow certain purported secured loans of the company.
- *In re Solar Trust of America, LLC*, C.A. No. 12-11136(KG) (Bankr. Ct. D. Del) – Represented liquidation trustee in multiple adversary proceedings, including actions for breach of fiduciary duties against debtors' former officers and directors, breach of contract, fraudulent transfer, and equitable subordination.
- *Rimat Advanced Technologies Ltd. v. Bomeny*, C.A. No. 9086-VCL (Del. Ch.) – Represented stockholders in a breach of fiduciary duty action in the Delaware Court of Chancery against the directors of the second largest fast food company in Brazil arising out of proposed merger transaction.
- *Southwire Company v. Ares Capital Corp.*, C.A. No. 8725-VCP (Del. Ch.) – Defended the former president of a low-voltage cable manufacturer in the Delaware Court of Chancery against fraud, breach of contract, and breach of fiduciary duty claims arising out of plaintiffs' acquisition of the company.
- *Ioimage, Ltd. v. SCP Private Equity Partners II, L.P.*, C.A. No. 8391-VCP (Del. Ch.) – Defended directors and alleged controlling stockholder of a video surveillance developer in the Delaware Court of Chancery against breach of fiduciary duty claims arising out of a series of financing transactions.
- *In re Freeport-McMoran Copper & Gold Inc. Derivative Litig.*, C.A. No. 8145-VCN (Del. Ch.) – Represented independent directors of acquirer against fiduciary duty claims in connection with $20 billion acquisitions of two publicly traded oil and gas exploration corporations.
- *Danenberg v. Fitracks, Inc.*, C.A. No. 6454-VCL (Del. Ch.) – Successfully secured advancement for former CEO of footwear technology company in underlying action alleging misrepresentations in merger negotiations.
- *Levinhar v. MDG Medical, Inc.*, C.A. No. 4301-CS (Del. Ch.) – Represented founders of Delaware corporation in post-merger appraisal proceedings.
- *Kent v. Gardner Denver Holdings, Inc., C. A. No. 20-0145-CFC (D. Del.) – Assisted a diversified industrial manufacturing company obtain a no liability settlement in a District of Delaware lawsuit arising under Section 20(a) of the Securities Exchange Act of 1934.*
- *Torreano v. CAS Medical Systems, Inc., C.A. No. 19-478 (D. Del.) – Helped obtain disclosure-only settlement on behalf of a medical innovation and technology company in a District of Delaware lawsuit arising under Sections 14(a) and 20(a) of the Securities Exchange Act of 1934.*
- *Plant v. Jaguar Animal Health, Inc., C.A. No. 17-4102 (N.D. Cal.) – Representing a human and animal health company and certain of the company's directors in a Northern District of California lawsuit arising under Sections 14(a) and 20(a) of the Securities Exchange Act of 1934.*
- *Paradise Wire & Cable Defined Benefit Pension Plan v. Weil, C.A. No. 17-132 (D. Md.) – Obtained complete dismissal of claims arising under Section 11 of the Securities Act of 1933 on behalf of directors of a real estate investment trust (REIT).*
- *Orgone Capital III, LLC v. Daubenspeck, 16-10849 (N.D. Ill.) – Achieved full dismissal of fraud, breach of fiduciary duty, and other common-law claims arising out of the sale of preferred stock by a hybrid-electric automobile company on behalf of a former member of the board of directors of the company.*
- *In re Fisker Automotive Holdings, Inc. S'holder Litig., C.A. 13-2100 (D. Del.) – Obtained favorable settlement on behalf of a former director of a hybrid-electric automobile manufacturer in a lawsuit brought in the District of Delaware arising under Sections 12(a)(2) and 15 of the Securities Act of 1933 and Sections 10(b) and 20(a) of the Securities Exchange Act of 1934.*
- *In re Wilmington Trust Securities Litig., 10-990 (D. Del.) – Represented independent directors of a global commercial bank in the District of Delaware against claims arising under Sections 11 and 15 of the Securities Act of 1933 and 10(b) and 20(a) of the Securities Exchange Act of 1934.*

AWARDS

- *Delaware Super Lawyers* "Rising Star" (2022-2026)

- *Best Lawyers in America®: Ones to Watch*: Commercial Litigation (2021-2025), Litigation – Securities (2021-2025), Mergers and Acquisitions Law (2021-2025)
- *Chambers USA*: Chancery, Delaware, “Up and Coming” (2025-2026)
- Part of the pro bono litigation team awarded the American Civil Liberties Union of Delaware Clarence Darrow Award, the Community Legal Aid Society, Inc. Founder’s Award, the National Disability Rights Network Advocacy Award, and the Delaware State Bar Association’s Christopher W. White Distinguished Access to Justice Leadership Award
- Awarded the Hyman-Goodman Award from Villanova University School of Law in 2012, which is awarded to the student who, in the opinion of the faculty, has done the most for the school through both academic and extracurricular achievement

TOP AREAS OF FOCUS

- Business Litigation
- Class Action
- Corporate Governance
- Delaware Court of Chancery Litigation
- Private Equity
- Securities Litigation

ALL AREAS OF FOCUS

- Business Litigation
- Class Action
- Corporate Governance
- Delaware Court of Chancery Litigation
- Litigation + Trial
- Private Equity
- Securities Litigation

EDUCATION AND CERTIFICATIONS

EDUCATION

- Villanova University Charles Widger School of Law, J.D., *magna cum laude*, 2012, editor-in-chief, *Jeffrey S. Moorad Sports Law Journal*; elected, Order of the Coif
- The Pennsylvania State University, B.S., *with distinction*, 2009, finance

BAR ADMISSIONS

- Delaware
- Pennsylvania

COURT ADMISSIONS

- U.S. District Court, District of Delaware
- U.S. Bankruptcy Court, District of Delaware

- U.S. Court of Appeals, Third Circuit

PUBLICATIONS

- Co-author, "Delaware Court of Chancery Addresses Cram-Down Financing and Fiduciary Duties in Challenge to Dilutive Preferred Stock Round," *Troutman Pepper Locke*, July 8, 2026.
- Co-author, "Delaware Court of Chancery Holds That Conditioning Merger Consideration on Execution of a Release Agreement Breaches the Certificate of Incorporation," *Troutman Pepper Locke*, May 12, 2026.
- Co-author, "Delaware Supreme Court Holds That Post-Demand Evidence May Support a Credible Basis Finding in Section 220 Actions," *Troutman Pepper Locke*, April 10, 2026.
- Co-author, "Delaware Court of Chancery Continues Recent Trend of Refusing to Blue-Pencil Overbroad Restrictive Covenants," *Troutman Pepper Locke*, March 26, 2026.
- Co-author, "Time Back on the Clock: Delaware Court of Chancery Equitably Extends Earnout Period to Remedy Buyer's Breach," *Troutman Pepper Locke*, March 24, 2026.
- Co-author, "Delaware Court of Chancery Holds That Granting a Security Interest Can Constitute a 'Transfer,' With Significant Implications for Financing Transactions," *Troutman Pepper Locke*, March 12, 2026.
- Co-author, "Delaware Supreme Court Upholds Constitutionality of SB 21: The Amended Section 144 Safe Harbors Are Here to Stay," *Troutman Pepper Locke*, March 2, 2026.
- Co-author, "Materiality Scrape Meets the Absence of Changes Representation: Delaware Superior Court Establishes Order of Operations for Deal Attorneys," *Troutman Pepper Locke*, February 23, 2026.
- Co-author, "Delaware Supreme Court Reverses Chancery Court Opinion: Restrictive Covenants Not Rendered Unenforceable by Post-Formation Forfeiture of Consideration," *Troutman Pepper Locke*, February 16, 2026.
- Co-author, "Magic Words Required: The Court of Chancery Holds That the Phrase 'Payable as Incurred' Does Not Create Advancement Rights," *Troutman Pepper Locke*, December 15, 2025.
- Co-author, "Integration Clause Without Anti-Reliance Provision Precludes Fraud Claims Where Extra-Contractual Misrepresentation Directly Conflicts With Express Contract Term," *Troutman Pepper Locke*, November 24, 2025.
- Co-author, "Delaware Court of Chancery Rescinds Stock Cancellation and Stock Repurchase Agreements for Board of Directors' Failure to Adhere to Corporate Formalities," *Troutman Pepper Locke*, September 29, 2025.
- Co-author, "Delaware Court of Chancery Invalidates Noncompete in Incentive Equity Agreements Due to Overbreadth," *Troutman Pepper Locke*, September 17, 2025.
- Co-author, "Delaware Court of Chancery Holds That the Exercise of a Midstream-Adopted Call Right Was Invalid," *Troutman Pepper Locke*, August 25, 2025.
- Co-author, "Delaware Supreme Court Clarifies Indemnification Notice Requirements in M&A Escrow Dispute," *Troutman Pepper Locke*, August 18, 2025.
- Co-author, "Delaware Court of Chancery Invalidates Noncompete Provision Found in Typical Sponsor Equity Documents," *Troutman Pepper Locke*, August 13, 2025.
- Co-author, "Delaware Court of Chancery Allows Amendment of LLC Agreement to Permit Disparate Consideration Where Amendment Provisions Were Followed," *Troutman Pepper Locke*, May 29, 2025.
- Co-author, "Restrictive Covenants Unenforceable Where Consideration Forfeited," *Troutman Pepper Locke*, May 22, 2025.
- Co-author, "2025 DGCL Amendments Take Effect, Introducing Sweeping Safe Harbor Provisions for Conflict Transactions," *Troutman Pepper Locke*, March 26, 2025.
- Co-author, "Delaware Court of Chancery Holds That Proposed Conversion Did Not Trigger a Blocking Right Covering Charter Repeals," *Troutman Pepper Locke*, January 13, 2025.
- Co-author, "Chancery Addresses "Commercially Reasonable Efforts" Clauses in the Context of an Earnout Dispute," *Troutman Pepper*, November 6, 2024.
- Co-author, "Delaware Supreme Court Strikes Down Unintelligible and Inequitable Bylaws," *Troutman Pepper*,

August 9, 2024.

- Co-author, “Delaware Corporate Charters Cannot Incorporate Provisions of Third-Party Agreements by Reference,” *Troutman Pepper*, August 7, 2024.
- Co-author, ““Market Practice” 2024 DGCL Amendments Become Effective,” *Troutman Pepper*, August 1, 2024.
- Co-author, “Say What You Mean and Mean What You Say: Chancery Court Confirms Arbitration Award Requiring Seller to Pay Buyer $87 Million for the Acquisition of the Seller’s Business,” *Troutman Pepper*, June 4, 2024.
- Co-author, “Del. Rulings Make Clear That ‘Arbitrator’ Isn’t A Magic Word,” *Law360*, May 13, 2024.
- Co-author, “Expert Determination or Arbitration? The Delaware Court of Chancery Clarifies That Labels Are Not Dispositive,” *Troutman Pepper*, May 2, 2024.
- Co-author, “Delaware Supreme Court Confirms Dual MFW Protections Are Needed Outside of the Freeze-Out Merger Context for Application of Business Judgment Rule,” *Troutman Pepper*, April 4, 2024.
- Co-author, “Delaware Court of Chancery Invalidates Common Governance Rights in Stockholder Agreement,” *Troutman Pepper*, March 19, 2024.
- Co-author, “Chancery’s Sears Ruling Clarifies Stockholder Duties,” *Law360*, February 2, 2024.
- Co-author, “Delaware Court of Chancery Clarifies Fiduciary Limitations on Controlling Stockholder’s Exercise of Voting Power,” *Troutman Pepper*, January 25, 2024.
- Co-author, “Contracting Around Extrinsic Evidence in Delaware,” *Troutman Pepper*, January 23, 2024.
- Co-author, “Delaware Court of Chancery Confirms Enforceability of Identity-Based Voting Stock,” *Troutman Pepper*, January 10, 2024.
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