

Massie P. Cooper

Partner

Richmond

massie.cooper@troutman.com

D 804.697.1392



Massie helps businesses resolve complex, high-stakes disputes. With significant courtroom experience and a deep understanding her clients' businesses, she develops tailored strategies that help clients achieve their goals.

OVERVIEW

Massie is a first-chair litigator who focuses on complex corporate and commercial disputes as well as international and mass arbitrations. She is particularly experienced with post-closing disputes involving significant mergers and acquisitions and with business torts and contract claims involving privately held companies. Massie handles disputes involving working capital adjustments, earn-out milestones, voluntary disclosure agreements, and escrow distributions. As a formidable advocate, she develops a bespoke approach to each matter that accounts for the clients' specific objectives and the tactics and strategies used by opposing counsel.

Massie has successfully navigated multifaceted issues related to her clients' cases such as bankruptcy, patent and trademark infringement, and shareholder disputes, as well as corporate contracts, derivative, and dissolution actions. She works with clients across diverse industries, including technology, life sciences, medical devices, publishing, and semiconductor manufacturing. Additionally, Massie represents consumer-facing companies, including national banks, mortgage investors, and loan servicers in class actions and high-stakes litigation arising under federal and state law.

REPRESENTATIVE MATTERS

- Prevailed in an International Chamber of Commerce (ICC) arbitration arising from a near-\$200 million earnout payment obligation following the acquisition of a California company by a UK-based buyer.
- Secured award of full \$9.5 million earnout for a client pursuant to the parties' merger agreement.
- Achieved release of millions of dollars of escrowed merger consideration for sellers of a publishing business.
- Resolved more than \$7 million in indemnification claims to secure full release of escrow fund to selling shareholders.
- Represented stockholder representative seeking to recover portions of merger consideration owed to selling stockholders under the parties' merger agreement.
- Advised the representative of the selling shareholders of a private company in an indemnification dispute with a purchaser following a \$300 million merger transaction.
- Succeeded on a motion to dismiss a shareholder complaint alleging the company issued a false and misleading

proxy statement in violation of the Securities Exchange Act.

- Obtained summary judgment, which was affirmed by the Fourth Circuit, on behalf of a company facing a shareholder derivative suit.
- Obtained summary judgment, which was affirmed by the Fourth Circuit, on behalf of a religious organization in a breach of contract action.
- Secured a defense verdict on behalf of a financial institution in a breach of contract suit where plaintiffs alleged improper setoffs.
- Served as counsel for a financial institution in an arbitration against the former CEO for self-dealing with respect to compensation and retirement plan benefits.
- Represented minority shareholder and successfully dissolved company based on ongoing oppressive conduct by majority shareholders.

AWARDS

- *Best Lawyers in America®: Ones to Watch*: Banking and Finance Law, Financial Services Regulation Law, Litigation – Banking and Finance (2021-2022)

TOP AREAS OF FOCUS

- Consumer Financial Services
- Financial Services Litigation
- Litigation + Trial

ALL AREAS OF FOCUS

- Business Litigation
- Class Action
- Consumer Financial Services
- Financial Services
- Financial Services Litigation
- Litigation + Trial
- Residential Solar Leasing + Finance
- Tribal Lending

PROFESSIONAL/COMMUNITY INVOLVEMENT

- Virginia Bar Association
- Federal Bar Association

EDUCATION AND CERTIFICATIONS

EDUCATION

- Washington and Lee University School of Law, J.D., *cum laude*, 2011, managing editor, *Journal of Civil Rights and Social Justice*
- University of Virginia, B.A., 2007

BAR ADMISSIONS

- Virginia
- West Virginia

COURT ADMISSIONS

- U.S. District Court, Eastern District of Virginia
- U.S. District Court, Western District of Virginia
- U.S. Bankruptcy Court, Eastern District of Virginia
- U.S. Bankruptcy Court, Western District of Virginia
- U.S. District Court, Southern District of West Virginia
- U.S. District Court, Northern District of West Virginia
- U.S. Bankruptcy Court, Southern District of West Virginia
- U.S. Court of Appeals, Fourth Circuit
- Supreme Court of the United States
- Supreme Court of Appeals of West Virginia
- Supreme Court of Virginia

SPEAKING ENGAGEMENTS

- Presenter, “The Devil’s in the Details,” Richmond Bar Association – Business Law and Corporate Counsel CLE, December 16, 2020.
- Speaker, “Shareholder Derivative Actions,” Richmond Public Company Seminar, Oct. 19, 2016.

PUBLICATIONS

- Co-author, “[Can You Spot a ‘Public’ Injunction in California?](#),” *American Bar Association*, February 15, 2024.
- Co-author, “[Chancery Addresses “Commercially Reasonable Efforts” Clauses in the Context of an Earnout Dispute](#),” *Troutman Pepper*, November 6, 2024.
- Co-author, “[Can You Spot a ‘Public’ Injunction in California?](#),” *American Bar Association*, February 15, 2024.
- Co-author, “[Calif. Banking Brief: The Notable Compliance Updates in Q3](#),” *Law360*, October 20, 2023.
- Co-author, “[2021 Consumer Financial Services Year in Review & A Look Ahead](#),” *Troutman Pepper*, January 28, 2022.
- Co-author, “[2019 Consumer Financial Services Year in Review & A Look Ahead](#),” *Troutman Sanders*, February 24, 2020.
- Co-author, “[The Latest On Medicaid Freedom-Of-Choice Enforcement](#),” *Law360*, December 19, 2019.
- Author, “Reverse Piercing of the Corporate Veil: New Implications in Light of a Fourth Circuit Decision,” *Troutman Sanders’ Private Equity Quarterly*, June 28, 2018.
- Co-author, “New York Announces Sweeping New Regulation of the Debt Collection Industry,” *TerraLex*, March 16, 2015.