

Steven Davidoff Solomon

August 2024

Academic Appointment/Work

University of California, Berkeley School of Law

2014-

Alexander F. and May T. Morrison Professor of Law

2014-

- Courses taught include:
 - Mergers & Acquisitions; Advanced Topics in Delaware Law; Business Associations; Law, Accounting, and Business Workshop; Contracts; Securities Regulation; Antisemitism and the Law; Civil Liberties in a Pandemic (with Dean Erwin Chemerinsky); From Wall Street to Main Street (with Professor Mark Brilliant)
- Co-founder of the Berkeley Antisemitism Initiative
- Fellow, American College of Governance Counsel
- Member American Law Institute, European Corporate Governance Initiative, Academic Freedom Alliance
- Selected Honors:
 - Named three times one of the 100 most influential governance professionals in the country by the National Association of Corporate Directors
 - Eight articles selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors
 - Top 10 Most-Cited Corporate & Securities Law Professors 2013-2017; 2016-2020 (per Sisk report)
 - Top 10 Most-Cited U.C. Berkeley, School of Law Professors 2013-2017; 2016-2020 (per Sisk report)

Faculty Co-Director, Berkeley Center for Law & Business

2014-2022

- In my five-year tenure as co-director, I operated the executive education program for the law school, grew revenues from \$300k/year to approximately \$4 million/year, increased the number of employees from two to ten, and conducted over 50 programs and conferences yearly.

Tel Aviv University, Buchmann Faculty of Law

2024

Visiting Professor

2022,

Social Capital Suvretta Holdings Corp. IV

2021-2023

Director, Chair of Audit, Compensation and Nominating Committees

The New York Times

2021

"Deal Professor" Columnist for N.Y. Times DealBook

- Weekly print columnist for The New York Times
- On-line columnist for N.Y. Times DealBook

2007-

Other Academic Appointments

The Ohio State University Michael E. Moritz College of Law
2011-2014

Fisher College of Business (By Courtesy)
Professor of Law

University of Connecticut School of Law
2011
Professor of Law

2008-

Wayne State University School of Law
2006-2008
Assistant Professor of Law

Scholarship

Casebooks

MERGERS & ACQUISITIONS: LAW, THEORY & PRACTICE (1ST ED. WEST 2016) (2ND ED. WEST 2019) (3RD ED. WEST 2023) (with Claire Hill and Brian Quinn).

Books

THE CORPORATE CONTRACT IN CHANGING TIMES: IS THE LAW KEEPING UP? (UNIV. CHICAGO 2019) (Edited volume) (with Randall Thomas).

RESEARCH HANDBOOK ON MERGERS AND ACQUISITIONS (Elgar 2016) (Edited volume) (with Claire Hill).

THE LAW AND ECONOMICS OF MERGERS AND ACQUISITIONS (Elgar 2013) (Edited volume) (with Claire Hill).

GODS AT WAR: SHOTGUN TAKEOVERS, GOVERNMENT BY DEAL, AND THE PRIVATE EQUITY IMPLOSION (John Wiley & Sons, Inc. 2009).

Book Chapters

Dual Class Stock (with Jill Fisch) in JEFFREY N. GORDON & WOLF-GEORG RINGE (EDS.), THE OXFORD HANDBOOK OF CORPORATE LAW AND GOVERNANCE (Oxford Forthcoming 2024).

National Securities Implications in M&A (with Cathy Hwang) in JEFFREY N. GORDON & WOLF-GEORG RINGE (EDS.), THE OXFORD HANDBOOK OF CORPORATE LAW AND GOVERNANCE (Oxford Forthcoming 2024).

The Rise and Fall of Delaware's Takeover Standards (with Randall Thomas) in STEVEN DAVIDOFF SOLOMON & RANDALL THOMAS (EDS.), THE CORPORATE CONTRACT IN CHANGING TIMES: IS THE LAW KEEPING UP? (Univ. Chicago 2019).

What Do We Know About Law Firm Quality in M&A Litigation? (with Randall Thomas) in JESSICA ERICKSON, ET AL. (EDS.), RESEARCH HANDBOOK ON REPRESENTATIVE SHAREHOLDER LITIGATION (Elgar 2018).

Mergers & Acquisitions: A Cyclical and Legal Phenomenon (with B. Quinn and C. Hill) in CLAIRE HILL & STEVEN DAVIDOFF SOLOMON (EDS.), RESEARCH HANDBOOK ON THE ECONOMICS OF CORPORATION LAW (Elgar 2016).

Takeover Theory and the Law and Economics Movement, in CLAIRE HILL & BRETT McDONNELL (EDS.), RESEARCH HANDBOOK ON THE ECONOMICS OF CORPORATION LAW (Elgar Press 2012).

The Private Equity Contract, in DOUGLAS CUMMING (ED.), THE OXFORD HANDBOOK OF PRIVATE EQUITY (Oxford University Press 2012).

Fairness Opinions in Mergers and Acquisitions, in H. KENT BAKER (ED.), THE ART OF CAPITAL RESTRUCTURING (John Wiley & Sons 2011) (with Anil K. Makhija and Rajesh P. Narayanan).

Fairness Opinions: Thoughts, Perspectives and Legal Doctrine, in WOLFGANG ESSLER & SEBASTIAN LOBE (EDS.), FAIRNESS OPINIONS (2008).

Working Articles

As California goes, so goes the nation? Gender quotas and the legislation of non-economic values (with Felix von Meyerinck, Alexandra Niessen-Ruenzi and Markus Schmid)

Peer Reviewed Articles

Universal Demand Laws Did Not Increase Management Entrenchment, CRITICAL FINANCE REVIEW (forthcoming 2024) (with Byung Hyun Ahn and Panos Patatoukas).

Does Voluntary Financial Disclosure Matter? The Case of Fairness Opinions, 68(3) JOURNAL OF LAW AND ECONOMICS (2023) (with Adam Badawi and Matt Cain) (Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors)

Representations and Warranties Insurance in Mergers and Acquisitions, REVIEW OF ACCOUNTING STUDIES (Sept. 2022) (with Omri Even-Tov & James Ryans).

Placement Agents and Private Equity: Information Production or Influence Peddling?, 55(4) J. FIN. & QUANT. ANAL. 1095 (2020) (with Matt Cain and Stephen McKeon).

An Empirical Study of Special Litigation Committees, 60 J. CORP. FIN. 101543 (2020) (with CV Krishnan and Randall Thomas).

The Myth of Morrison: Securities Fraud Litigation Against Foreign Issuers, 74 THE BUSINESS LAWYER 967 (2019) (with Robert Bartlett, Matt Cain, and Jill Fisch).

What Happened in 1998? The Demise of the Small IPO and the Investing Preferences of Mutual Funds, 47 J. CORP. FIN. 151 (2017) (with Robert Bartlett and Paul Rose).

Top Defense Counsel in Mergers & Acquisitions, 45 J. CORP. FIN. 480 (2017) (with CV Krishnan and Randall Thomas).

Do Takeover Laws Matter? Evidence from 50 Years of Hostile Takeovers, 124(3) J. FIN. ECON. 464 (2017) (with Matt Cain and Stephen McKeon).

Who are the Top Law Firms? Assessing the Value of Plaintiffs' Law Firms in Merger Litigation, 18(1) AM. LAW AND ECON. REV. 122 (2016) (with Randall Thomas and CNV Krishnan).

Delaware's Competitive Reach, 9(1) JOURNAL EMP. LEG. STUD. 92 (2012) (with Matt Cain) (Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors).

Law Review Articles

Control and its Discontents, U. PENN. L. REV. (forthcoming 2025) (with Jill Fisch)

Do Social Movements Spur Corporate Change? The Rise of "MeToo Termination Rights" in CEO Contracts, 98 INDIANA L. J 125 (2022) (with Rachel S. Arnow-Richman and James Hicks).

The Future or Fancy? An Empirical Study of Public Benefit Corporations, 11 HARV. BUS. L. REV. 114 (2021) (with Michael B. Dorff and James Hicks).

Does Revlon Matter: An Empirical and Theoretical Analysis, 108 CALIFORNIA L. REV. 1683 (2020) (with Matt D. Cain, Sean Griffith and Robert Jackson, Jr.) (winner of the

John L. Weinberg/IRRCI Research Award Competition) (Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors).

The New Titans of Wall Street: A Theoretical Framework for Passive Investors, 168 U. PENN. L. REV. 17 (2019) (with Jill Fisch & Assaf Hamdani) (Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors).

Is Say on Pay All About Pay? The Impact of Firm Performance, 8 HARV. BUS. L. REV. 101 (2018) (with Jill Fisch and Darius Palia).

Settling the Staggered Board Debate, 166 U. PENN. L. REV. 1475 (2018) (with Yakov Amihud & Markus Schmid) reprinted in 30 J. APP. CORP. FIN. 61 (2018) (Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors).

Transactional Administration, 106 GEORGETOWN L. REV. 1097 (2018) (with David Zaring).

The Shifting Tides of Merger Litigation, 71 VAND. L. REV. 603 (2018) (with Matt Cain, Jill Fisch and Randall Thomas).

How Corporate Governance is Made: The Case of the Golden Leash, 164 U. PENN. L. REV. 649 (2016) (with Matt Cain, Jill Fisch and Sean Griffith) (Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors).

The Disappearing IPO and the Lifecycle of Small Firms, 6 HARV. BUS. L. REV. 83 (2016) (with Paul Rose).

Confronting the Peppercorn Settlement in Merger Litigation: An Empirical Analysis and a Proposal for Reform, 93 TEX. L. REV. 557 (2015) (with Sean Griffith and Jill Fisch) (selected for reprint in 57 Corp. Practice Comm. 493 (2015)) (Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors).

A Great Game: The Dynamics of State Competition and Litigation, 100 IOWA L. REV. 165 (2015) (with Matt Cain) (Selected as one of the year's top 10 corporate and securities articles in the annual poll of corporate law professors).

After the Deal: Fannie, Freddie and the Financial Crisis, 95 BOSTON U. L. REV. 371 (2015) (with David Zaring).

Broken Promises: Private Equity Bid Failures and the Limits of Contract, 40 J. CORP. LAW 565 (2015) (with Matt Cain and Antonio Macias) (selected as best paper from over 80 submissions at the George Washington C-LEAF Business and Financial Law Junior Faculty Workshop; selected to be presented at American Finance Association 2012 meeting).

Do Outside Directors Face Labor Market Consequences? A Natural Experiment from the Financial Crisis, 4 HARV. BUS. L. REV. 53 (2014) (with Andrew Lund and Robert Schonlau).

Computerization and the ABACUS: Reputation, Trust, and Fiduciary Duties in Investment Banking, 37(3) J. CORP. LAW 101 (2012) (with Alan D. Morrison and William J. Wilhelm).

Form Over Substance? Management Buy-Outs and the Value of Corporate Process, 36 DEL. J. CORP. L. 849 (2011) (with Matt Cain) (Symposium organized around article) (selected for reprint in 54 Corp. Practice Comm. 793 (2012-13)).

Regulation by Deal: The Government's Response to the Financial Crisis, 61 ADMIN. L. REV. 463 (2009) (with David Zaring).

The Failure of Private Equity, 82 S. CAL. L. REV. 481 (2009).

Regulating Listings in a Global Market, 86 N.C. L. REV. 101 (2007) (selected for reprint in 50 Corp. Practice Comm. 959 (2009)).

Black Market Capital, 2008 COLUM. BUS. L. REV. 172 (2008).

The SEC and the Failure of Federal Takeover Regulation, 34 FLA. ST. U. L. REV. 211 (2007).

Fairness Opinions, 55 AM. U.L.REV. 1557 (2006) (cited in *HA Liquidating Trust v. Credit Suisse Securities LLC*, -- F.3d. -- (7th Cir. 2008) (Easterbrook, J.)).

Getting U.S. Security Holders to the Party: The SEC's Cross-Border Release Five Years On, 12 U. PENN J. INT'L ECON. L. 455 (2005) (with Brett Carron).

Symposium Articles (Includes Full Length Law Review Articles Placed as Symposium Pieces)

Extending Dual Class Stock: A Proposal (forthcoming THEORETICAL INQUIRIES IN LAW) (with David J. Berger and Jill Fisch).

Synthetic Governance, 2021 COLUM. BUS. L. REV. (with Jill Fisch, Panos N. Patatoukas and Byung Hyun Ahn).

Should Corporations Have a Purpose?, 99 TEX. L. REV 1311 (2021) (with Jill Fisch).

Centros, California's "Women on Boards" Statute and the Scope of the Internal Affairs Doctrine, 20 EUR. BUS. ORG. L. REV. 493 (2020) (with Jill Fisch).

Mootness Fees, 72 VAND. L. REV. 1777 (2019) (with Matt Cain Jill Fisch, Randall Thomas).

The Problem of Sunsets, 99 B.U. LAW REV. 1057 (2019) (with Jill Fisch).

Lock-up Creep, 38 J. CORP. L. 681 (2013) (with Christina Sautter).

Limits of Disclosure, 36 SEATTLE U. L. REV. 599 (2013) (with Claire Hill).

Airgas and the Value of Strategic Decision-Making, 2012 COLUM. BUS. L. REV. 502.

Uncomfortable Embrace: Federal Corporate Ownership Amidst the Financial Crisis, 95 MINN. L. REV. 1733 (2011).

Rhetoric and Reality: A Historical Perspective on the SEC's Regulation of Foreign Private Issuers, 79 CINC. L. REV. 619 (2010).

Paradigm Shift: Securities Regulation in the New Millennium, 2 BROOK. J. CORP. FIN. & COM. L. 340 (2008) (included as a paper presented at the AALS annual meeting of the securities regulation section and selected for inclusion in the Securities Law Review 2009 as one of the top papers in the field of securities regulation in 2008).

Selected Other Writings

On Peter Henning, 68 WAYNE L. REV. 339 (2023).

Is The Staggered Board Debate Really Settled?: A Coda, 168 U. PA. L. REV. ONLINE 113 (2020), <http://www.pennlawreview.com/online/168-UPa-L-Rev-Online-113.pdf> (with Yakov Amihud, Markus Schmid).

What CEOs Get Wrong About Activist Investors, HARVARD BUSINESS REVIEW (May 2018) (with Frank Partnoy).

Frank & Steve's Excellent Corporate Raiding Adventure, THE ATLANTIC MONTHLY (May 2017) (with Frank Partnoy).

Tenure Voting and the U.S. Public Company, 72(2) THE BUSINESS LAWYER 295 (2017) (with David Berger & Aaron Benjamin).

Yearly Takeover Litigation Reports (2011-2015), available at http://papers.ssrn.com/sol3/cf_dev/AbsByAuth.cfm?per_id=576465#reg.

Section 632: An Expanded Basis of Federal Jurisdiction for National Banks, 123 BANKING L.J. 687 (2006).

A Comparative Study of the Jewish and the United States Constitutional Law of Capital Punishment, 3 ILSA J. INT'L & COMP. L. 93 (Fall 1996).

Education

London Business School

Sept. 2005

Masters in Finance

Columbia University School of Law

May 1995

Juris Doctor

- Harlan Fiske Stone Scholar

University of Pennsylvania

May 1992

Bachelor of Arts, History

- *Cum Laude* with Distinction
- Honors Thesis: *Raphael Lemkin and the Conceptual Evolution of Genocide*

Other Work Experience

Freshfields Bruckhaus Deringer

2004

Senior Associate, U.S. Corporate Group (London)

2002-

Shearman & Sterling

Senior Associate, Mergers and Acquisitions Department (New York/London)

1995-2002

Entrepreneurial Endeavors

Yowlo, PBC

2021-

- Co-founded financial analytics firm with U.C. Berkeley Haas Professor providing high-end financial tools to retail investors. Yowlo, PBC is cash flow positive and has contracted with Microsoft to license certain of its powerful analytics.

Wasabi Sushi Co.

1996-

- Founding partner of Wasabi Sushi Co., a fast-casual restaurant chain. Wasabi Sushi has raised over \$3 million dollars in capital and is currently cash flow positive. Its flagship restaurant remains at Tysons's Corner Mall in Virginia.

Testimony, Presentations, Conferences, and Panels

Testimony

Filling Gaps and Black Holes: Restructuring the Financial Regulatory Apparatus for the Next Crisis, Testimony before the U.S. Senate Committee on Homeland Security and Governmental Affairs, Where Were the Watchdogs? The Financial Crisis and the Breakdown of Financial Governance (January 2009)

Presentations

Control and its Discontents, Chaim Herzog conference, Hebrew University Jerusalem, School of Law (Jun. 2024).

Twitter: A Case Study in Contractual Certainty, Tel Aviv Law School Law and Economics Workshop (Feb. 2024); USC Law and Economics Workshop (Jan. 2024).

ESG and Corporate Purpose: The Real Deal or Fraud?, Bairadi Corporate Lecture, Wayne State Law School (Sept. 2022).

Identifying Corporate Governance Effects: The Case of Universal Demand Laws, ECGI & Bar Ilan University (June 2022).

Does Voluntary Financial Disclosure Matter? The Case of Fairness Opinions in M&A, Notre Dame Law and Economics Colloquium (Oct 2022); American Law and Economics Associations Annual Meeting (Oct 2021).

Should Corporations Have a Purpose?, Duke Law School Faculty Workshop (Nov. 2020); Harvard Law and Economics Workshop (Oct. 2020); Stanford Law and Economics Workshop (Oct. 2020); Duke Law and Economics Workshop (Apr. 2020).

Does Revlon Matter, Corporate Law Academic Workshop (Jun. 2020); Harvard Law School Law and Economics Workshop (Nov. 2019); London School of Economics (Oct. 2019); University of California, Los Angeles (Sept. 2019); National Business Law Scholars Conference (Jun. 2019); BYU Winter Deals Conference (Feb. 2019).

As California goes, so goes the nation? Gender quotas and the legislation of non-economic values, American Law and Economics Associations Annual Meeting (May 2019).

The Problem of Sunsets, U. Penn. Law and Economics Roundtable (May 2019), Boston University School of Law (Nov. 2018).

Mootness Fees, Institute for Law and Economic Policy, San Juan, Puerto Rico (Apr. 2019).

The Myth of Morrison, University of Texas, Austin School of Law (Oct. 2018).

The New Titans of Wall Street, Vanderbilt Law School (Jan. 2018); Boston University School of Law (Nov. 2018); Northwestern Law School (Oct. 2018); University of Wisconsin Law School (Oct. 2018); U. Penn. Law and Economics Roundtable (May 2018); NYU Law and Economics Roundtable (Apr. 2018).

Settling the Staggered Board Debate, Penn/NYU Conference on Law and Finance (Apr. 2018).

An Empirical Study of Special Litigation Committees, American Law and Economics Associations Annual Meeting (May 2018); University of California Los Angeles (Oct. 2017).

Does the Staggered Board Affect Firm Value?, Hebrew University, Jerusalem School of Law (May 2017); 2017 GSU CEAR-Finance Conference (May 2017).

Top Defense Counsel in Mergers & Acquisitions, American Law and Economics Association Annual Meeting (May 2017), Chicago Kent School of Law (2016).

How Corporate Governance is Made: The Case of the Golden Leash, University of Pennsylvania School of Law, Law and Economics Roundtable (Dec. 2015); Willamette Law School (Sept. 2015); Southwestern Law School (Oct. 2015); American Law and Economics Association Annual Meeting (May 2015); Tel Aviv University School of Law, Law and Economics Workshop (Mar. 2015).

After the Deal: Fannie, Freddie and the Financial Crisis, University of San Diego School of Law (Nov. 2014).

Fairness Opinions as Magic Pieces of Paper, American Society of Appraisers-CICBV Business Valuation Conference (Oct. 2014).

Do Takeover Laws Matter? Evidence from 45 Years of Hostile Takeovers, University of Southern California (Sept. 2016); University of California Los Angeles (Oct. 2015); American Law and Economics Association Annual Meeting (May 2014).

Placement Agents and Private Equity: Information Production or Influence Peddling?, American Law and Economics Association Annual Meeting (May 2014).

The Disappearing IPO and the Lifecycle of Small Firms, U.C. Irvine, School of Law (Jan. 2015); Conference of Empirical Legal Studies (Nov. 2014); Fordham University Law School (Nov. 2013).

Deficits of Disclosure, USC Law and Economics Workshop (Nov. 2012).

A Great Game: The Dynamics of State Competition and Litigation, University of Pennsylvania, Institute for Law & Economics Roundtable (Apr. 2013); University of California, Berkeley School of Law (2013); Minnesota Law School (Jan. 2012); American Law and Economics Association Annual Meeting (May 2012); University of Virginia School of Law (Dec. 2011); Vanderbilt Law School (Nov. 2011).

Broken Promises: Private Equity Bid Failures and the Limits of Contract, Minnesota Law School (Mar. 2012); George Washington C-LEAF Business and Financial Law Junior Faculty Workshop (Feb. 2012); Suffolk Law School (Sept. 2011); Midwest Corporate Legal Scholars Conference (Jun. 2011); Denver Law School (Jan. 2011); Argentum Conference, Stockholm, Sweden (Oct. 2010); Fordham Law School (Apr. 2010).

Form Over Substance? Management Buy-Outs and the Value of Corporate Process, Widener Law School (Apr. 2011); Conf. Emp. Legal Studies (Nov. 2010); SEALS (Aug. 2010); Midwest Corporate Law Colloquium (Jun. 2010); Delaware Bar Association CLE (May 2010).

Delaware's Competitive Reach: An Empirical Analysis of Public Company Merger Agreements, University of Pennsylvania Law School (Feb. 2012); Stanford Law School (Oct. 2009).

Regulation by Deal: The Government's Response to the Financial Crisis, University of Pennsylvania, Institute for Law & Economics Roundtable (May 2009).

Private Equity: Past, Present and Future, Keynote Presentation, Private Equity M&A Section, ABA Business Section Annual Meeting in Vancouver (Apr. 2009).

The Failure of Private Equity, Illinois Corporate Law Colloquium, University of Illinois School of Law (Nov. 2008); Widener University School of Law, 2008 Widener Scholar in Residence in Corporate Law (Oct. 2008); The James E. Rogers College of Law at The University of Arizona (Fall 2008).

Paradigm Shift: Securities Regulation in the New Millennium, AALS Annual Meeting, Securities Regulation Section (Jan. 2008).

Regulating Listings in a Global Market, University of Connecticut Law School Faculty Workshop (Dec. 2007).

Black Market Capital, Brooklyn Law School Faculty Workshop (Sept. 2007)

Academic Conferences and Symposiums

Extending Dual Class Shares, Controlling Shareholders and Control-Enhancing Mechanisms, Tel Aviv Law School (Jan. 2023).

Commentator, Conference on Empirical Legal Studies, Claremont-McKenna (Nov. 2019).

Commentator, *Centros and European Company Law: Twenty Years of Living Dangerously*, 3rd Annual Oxford Business Law Blog Conference, Oxford University (Mar. 2019).

Commentator, NYU / Penn Conference on Law & Finance (Feb. 2019).

Presenter, *Institutional Investor Activism in the Trump Era: Responses to a Changing Landscape*, Boston University School of Law (Nov. 2018).

Co-Founder and Organizing Committee, National Business Law Scholars Conference (2008-2018).

Organizer, *Corporate Law Symposium at U.C. Berkeley* (2016 & 2018).

IP & Dealmaking, Art & Science of the IP Deal, University of Washington School of Law (Apr. 2017) (Keynote Speech).

The Rise and Fall of Delaware's Takeover Standards, Can Delaware Be Dethroned? Evaluating Delaware's Dominance of Corporate Law, UCLA Law School (Feb. 2017).

The Dealmaking State: Executive Power in the Trump Administration, Financial Regulation Roundtable, George Mason Law School (Aug & Dec. 2016).

Presenter, *Fairness Opinions as Magic Pieces of Paper*, ASA-CICBV Business Valuation Conference (Nov. 2014).

Panel Participant, *Texas Tech Conference on Multi-Jurisdiction Deal Litigation* (Apr. 2014).

Panel Participant, University of Virginia Law & Business Law Review Symposium on Corporate Governance (Feb. 2014).

Presenter, *University of San Diego-Oxford Media and Markets Conference*, Proliferation of Stakeholders and Audiences (Jan. 2014).

Does Plaintiffs' Law Firm Market Share reflect Performance?, Corporate and Securities Litigation Workshop (Nov. 2013).

Confronting the Peppercorn Settlement in Merger Litigation: An Empirical Analysis and a Proposal for Reform, Corporate and Securities Litigation Workshop (Nov. 2013).

Do Outside Directors Face Labor Market Consequences? A Natural Experiment from the Financial Crisis, American Law and Economics Association Annual Meeting (May 2013).

Lock-up Creep, Ten Years After Omnicare: The Evolving Market for Deal Protection Devices, University of Iowa College of Law (Feb. 2013).

Deficits of Disclosure, Berle IV, *The Future of Financial/Securities Markets*, Seattle University School of Law (Jun. 2012)

Presenter, *Airgas and the Value of Strategic Decision-Making*, The Delaware Court of Chancery: Change and Continuity, Columbia University School of Law (Nov. 2011).

Symposium Organizer, *Irreconcilable Differences: Director, Manager and Shareholder Conflicts in Takeovers*, Widener Law School (Apr. 2011).

Presenter, *The Social Dimension of Regulatory Capture*, Fordham Journal of Corporate & Financial Law Symposium, Regulatory Capture (Feb. 2010).

Presenter, *Form Over Substance? Management Buy-Outs and the Value of Corporate Process*, Yale University School of Law, Conference of Empirical Legal Studies (Nov. 2010).

Presenter, *Uncomfortable Embrace: Federal Corporate Ownership Amidst the Financial Crisis*, University of Minnesota Law School, Government Ethics & Bailouts: The Past, Present, & Future (Oct. 2010).

Presenter, *Rhetoric and Reality: A Historical Perspective on the SEC's Regulation of Foreign Private Issuers*, University of Cincinnati Law School, Globalization of Securities Regulation Symposium (Feb. 2010).

Commentator, *Conference on Executive Compensation*, Vanderbilt Law School (Feb. 2010).

Presenter, *Fear, Fraud and the Future of Financial Regulation*, New York Law School (Apr.2009).

Presenter, *Private Equity: Past, Present and Future*, The Rise (and Fall?) of the New Shareholder: Sovereign Wealth Funds, Hedge Funds, and Private Equity, Villanova University School of Law (Mar. 2009).

Moderator, *The Subprime Crisis: Going Forward*, Commentator, Containing Global Contagion and Systemic Risk, University of Connecticut School of Law (November 2008).

Panelist, *The State of the Global Mergers & Acquisitions (M&A) Marketplace*, The History and Future of U.S. and Global Takeover Regulation: The Williams Act 40 Years On, Georgetown Law School (May 2008).

Discussant, *Securities Regulation, Corporate Governance, and Corporate Finance: Global Markets, Law, and Culture*, International Conference on Law and Society in the 21st Century: Joint Annual Meetings of LSA and the Research Committee on Sociology of Law (July 25, 2007).

Moderator and Organizer, *How Much is Enough? U.S. Securities Regulation in the Face of Global Capital Markets*, ABILA International Law Weekend 2006 (Oct 27, 2006).

Presenter, *Oh, The Places You'll Go! European Takeover Law*, ABILA International Law Weekend 2006 (Oct 27, 2006).

Panels, Roundtables and Practitioner Conferences

Panelist, AI and the Future of Corporate Governance, NYU & Wilson Sonsini (Mar. 2024).

Panelist, Tulane M&A Conference (2020-2024).

Organizer, Annual Symposium on Corporate Governance (2016-2021).

Organizer, Annual M&A and Antitrust Litigation Conference (2015-2022).

Organizer, Yearly M&A Roundtable with Kirkland & Ellis (2012-2018).

Panelist, M&A Law, Hebrew University, Jerusalem (April 2017).

Commenter, *The Eclipse of the Shareholder Paradigm*, U. Penn Law and Economics Corporate Roundtable (Apr. 2015).

Panelist, *Innovation in State Securities Regulation*, NASAA Public Policy Conference (Apr. 2015).

Panelist, Honoring Chief Justices Strine & Steele at NYU School of Law (May 2014).

Panelist, *NACD Leading Minds of Governance* (Dec. 2013).

Moderator, *Hedge Fund Activism Panel*, Second Annual DealBook Conference, (Nov. 2013).

Panelist, *Securities Litigation Update*, 2013 Ohio Securities Conference (Oct. 2013).

Panelist, *Business Litigation and the Supreme Court*, Institute for Law and Economic Policy, (Apr. 2013).

Panelist, *The JOBS Act, and the Future of Small Business Finance and the U.S. Equity Markets*, AALS (Jan. 2013).

Panelist, *Securities Litigation Update*, 2012 Ohio Securities Conference (Oct. 2012).

Panelist, *The JOBS Act*, Council of Institutional Investors Fall Conference, (Oct. 2012).

Panelist, *Good, Bad or Stupid? Debating the STOCK and JOBS Act at the National Business Law Scholars Conference*, National Business Law Scholars Conference, (Jun. 2012).

Panelist, *Selling the Deal*, Tulane 24th Corporate Law Institute (Mar. 2012).

Panelist, *The New Internationalism: Regulatory Practices and Global Private Equity Opportunities*, Columbia Business School Private Equity & Venture Capital Conference (Jan. 2010).

Panelist, *Revisiting the Conventional Wisdom of Poison Pills and other Anti-Takeover Defenses*, Forum for Institutional Investors (Oct. 2009).

Participant, *Proxy Access Roundtable*, Harvard Law School, Harvard Law School Program on Corporate Governance (Oct. 2009).

Participant, *The Research Roundtable on Corporate Governance*, Searle Center on Law, Regulation, and Economic Growth at Northwestern University School of Law (April 2009).

Panelist, *Delaware Law Developments and Issues*, 27th Annual Federal Securities Institute (Feb. 2009) (with Justice Jack B. Jacobs and Vice Chancellor Donald F. Parsons).

Panelist, *Broken Deals: Who's to Blame?*, Mergers, Acquisitions and Split-offs class, taught by Prof. Robert C. Clark and Vice Chancellor Leo E. Strine, Jr., Harvard Law School (November 2008).

Significant University Service

University of California, Berkeley School of Law

- Merit review advisory committee; strategic committee (chair); hiring committee; other committee service available upon request
- Chair, U.C. Berkeley Chancellor's Committee on Jewish Life
- Referee: Journal of Law, Economics & Organizations, Journal of Empirical Legal Studies, Review of Financial Studies. Confidential reviews also provided to California, Harvard, Stanford and Yale law reviews.
- Area Coordinator (Corporate Governance): American Law and Economics Annual Meeting (2017, 2019)

PhD/JSD Committees

- Silvia R. Fregoni, J.S.D. (Member)
- Kimberlyn K. George, Accounting Haas (Member)
- Young S. Yoon, Accounting Haas (Member)
- Stephen Walker, Accounting Haas (Member)
- Ogi Radic, Sociology (Member)
- Huanting Wu, J.S.D. (Chair)
- Amit Elazari, J.S.D. (Chair)
- Tristan Fitzgerald, Finance Haas (Member)
- Margaret Fong, Accounting Haas (Member)
- Lukasz Langer, Accounting Haas (Member)
- Alvaro Pereira, J.S.D. (Chair)
- Samuel Tan, Accounting Haas (Member), Assistant Professor, Singapore Management University
- Cait Unkovic, J.S.P. Program (Chair)

Selected Outside Service

Member of Review Committee, The University of Auckland, the Department of Commercial Law (2020)

Chair, Board of Directors, Israel Institute

Member, Advisory Board, Academic Engagement Network

Bar Admissions

New York State
U.S. District Court: Southern District of New York

Cases where expert deposition taken, testimony given or expert report filed (in last five years):

1. Chishti v. Afiniti Ltd., Case No. 112 (Bermuda Comm. Ct.)
2. Modrak v. Talis Biomedical Corporation, et al., Case No. 22-cv-00105 (N.D. Cal.)
3. United States of America v. Pourhassan, et al., Crim. No. 22-cr-440 (D. Md.)
4. LoyaltyOne, Co., et al. v. Bread Financial Holdings, Inc. (Ontario Sup. Ct. J.)
5. Tang Capital Partners, LP v. BRC Inc., Case No. 1:22-cv-03476 (S.D.N.Y)
6. Misty Snow v. Align Technology, Inc., No. 21-cv-03269-VC (N.D. Cal.)
7. Nortek, Inc. v. ITT, LLC, Civ. No. 7:21-cv-3999 (S.D.N.Y)
8. Funicular Funds LP., v. Pioneer Merger Corp., et al., Civ. No. 1:22-cv-10986 (S.D.N.Y.)
9. Murchinson Ltd., et al v. Nano Dimension Ltd., Civil Case 70343-08-23 (Lod Dist. Ct.)
10. Nayani v. LifeStance Health Group, Inc., et al., 1:22-cv-6833-JSR (S.D.N.Y.)
11. Murchinson Ltd., et al v. Nano Dimension Ltd., Civil Case 57198-03-23 (Lod Dist. Ct. Israel)
12. Nano Dimension Ltd. v. Murchinson, Ltd., et al., Civ. No. 1:23-cv-02566-JLR (S.D.N.Y)
13. HControl Holdings LLC, et al. v. Antin Infrastructure Partners S.A.S. and OTI Parent LLC, CA No. 2023-0283 (Del. Ch.)
14. Chodniewicz et al. v. Art.com, Inc. et al., Case No. RG19001604 (Superior Court of Ca, Alameda County)
15. Halevi v. Teva Pharmaceutical Industries Ltd. et al., Derivative Action 57051-10-20, and related actions (Tel-Aviv District Court)
16. Tornetta v. Maffei, et al., CA No. 2019-0649 (Del. Ch.)
17. CEL Dynamic Growth Fund v. Happy Starlight Limited and Zhang Bing, HKIAC/A21081 (Hong Kong arbitration)
18. Karri v. Oclaro, Inc., et al., Case No. 3:18-cv-03435 (N.C. Cal.)
19. Roberts v. Zuora, Inc. et al., Case No. 3:19-cv-03422 (N.D. Cal.)
20. Advantest America, Inc., and Advantest Test Solutions, Inc. v. Samer Kabbani, Lattice Innovation, Inc., AEM Holdings LTD, and Wavem US Inc.,” Case No. 1200057839 (JAMS arbitration)
21. The Successor Agency to the Former Emeryville Redevelopment Agency and the City of Emeryville v. Swagelok Company, et al. (Case No. 3:17-cv-00308-WHO, N.D. Cal.)
22. Dyal Capital Partners, L.P. et al. v. JANA Partners, LLC, Index No. 650630/2020 (Supreme Court of the State of New York, County of New York)
23. Xerox Corporation v. Travelers Casualty and Surety Company of America, Index No. 653549/2019) (Supreme Court of the State of New York, County of New York)
24. Petersen Energía Inversora, S.A.U. and Petersen Energía, S.A.U. v. Argentine Republic and YPF S.A., 1:15-cv-02739-LAP and Eton Park Capital Management L.P., Eton Park Master Fund, Ltd., Eton Park Fund, L.P. v. Argentine Republic, and YPF S.A. 1:16-cv-08569-LAP (S.D.N.Y.)
25. Securities and Exchange Commission v. Anatoly Hurgin, et al., Case No. 1:19-cv-05705 (S.D.N.Y.)
26. Cypress Partners, LLC v. Philip R. Shawe, et al.. No. 654101/2018 (N.Y. Sup. Ct.)
27. In re Teva Securities Litigation, 3:17-cv-00558-SRU (D. Conn.)
28. Casey M. Frank v. John v. Arabia, et al., Case No. 24-C-19-5518 (Baltimore City, MD)
29. The Boeing Company, et al. v. Embraer S.A., Yaborã Indústria Aeronáutica S.A., et al. (arbitration)
30. Ulisses Cardinot v. Arco Platform Limited, et al. (arbitration)
31. Caruso v. Modany, Case No. 1:18-cv-02182-JPH-TAB (D. Indiana)
32. In re WeWork Litigation, C.A. 2020-0258-JTL (Del. Ch.)
33. Hope Solo v. United States Soccer Federation, Inc. (United States Olympic and Paralympic Committee arbitration)
34. HC2 Holdings Inc. v. Paul, Weiss, Rifkind, Wharton & Garrison LLP, JAMS Ref No. 1425032485 (arbitration)
35. In re Novo Nordisk Securities Litigation, No. 3:17-cv-00209 (D.N.J.)
36. Hussein v. Razin, et al. (Sup. Ct. Cal. Orange Cty. No. 30-2013-00679600-CU-NP-CJC)
37. PersonalizationMall.com, LLC v. Tolaney (DuPage Cty. Ill, No. 2015 MR 1726/2017 MR 381)

38. AB Stable VIII LLC v. MAPS Hotels and Resorts One LLC, et al. (Del. Ch., C.A. 2020-0310-JTL)
39. Joy Global Inc. v. Columbia Casualty Company, et al., Case No. 18-cv-2034 (E.D. Wis.)
40. Starz Acquisition, LLC, et al. v. Allied World Assurance Company. (U.S.) Inc., et al., Case No. 18STCV04283 (Sup. Ct. Cal., Los Angeles)
41. McLaren Holdings Limited v (1) US Bank Trustees Limited and (2) Mr Simon Gaul (In the High Court of Justice Business and Property Courts of England and Wales Financial List)
42. Alex Spizz, as Chapter 7 Trustee for Ampal-American Israel Corp. v. Irit Eluz, Case No. 14-02110 (S.D.N.Y.)
43. Cypress Partners Investments, LLC v. Philip R. Shawe, et al. (arbitration proceeding)