

SHAREHOLDER SECURITIES AND MERGERS & ACQUISITIONS

OVERVIEW

Our shareholder class action litigators handle major class actions arising under the U.S. securities laws, derivative actions, claims arising out of mergers and acquisitions (M&A), and other complex actions relating to securities and corporate law.

We have an extensive record of success in all aspects of litigating securities class actions, as well as related issues including directors and officers insurance, indemnification and large-scale mediations. Areas of focus include securities fraud actions under Section 10(b) of the Securities Exchange Act of 1934 and claims based on misstatements in corporate proxy statements, public offering documents and registration statements. Our litigators also work closely with our transactions and corporate finance lawyers on disclosure issues, and consult as well with our securities enforcement lawyers concerning any regulatory investigations or issues. Part of our success stems from the fact that our enforcement team includes lawyers who have held senior positions at the SEC, U.S. Attorney's Offices, and other government agencies and self-regulatory organizations.

We bring a similar team approach to litigation involving M&A transactions, where we represent target companies, bidders, and officers and directors. Our litigators work closely with M&A deal teams, particularly where litigation arises involving expedited proceedings and multijurisdictional litigation.

MEET THE TEAM



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RELATED PRACTICE AREAS

- Business & Commercial Disputes
- Mass Torts & Product Liability

EXPERIENCE

Securities Litigation

- Represented public company and directors in winning motion to dismiss securities class action alleging proxy violations under Securities Exchange Act of 1934 and in winning affirmance before Eleventh Circuit.
- Represented public company and CEO and CFO in winning motion to dismiss securities fraud class action under Section 10(b) in California.
- Represented senior executive of public company in winning motion to dismiss federal court securities fraud class action in New York.
- Represented California public company in winning successive motions to dismiss federal court securities fraud class action.
- Represented chairman of the board of public company in winning dismissal of federal securities fraud class action in Georgia alleging claims under Section 10(b).
- Represented broker-dealer in winning motion to dismiss class action litigation alleging violations of federal and state securities laws resulting from the collapse of the Auction Rate Securities market.
- Represented trustee of employee stock option plan in obtaining dismissal of ERISA “stock drop” case alleging breach of fiduciary duty for failing to divest the plan’s holdings in company stock.
- Represented financial services company and various other entities in winning motion to dismiss class action claims arising out of the multibillion dollar Ponzi scheme operated by Bernard Madoff.
- Defended securities custodian in winning dismissal of federal court class action arising from investment advisor’s Ponzi scheme.
- Represented company and members of senior management in winning dismissal of securities fraud claims in Missouri relating to the company's restatement of financial earnings.
- Represented bank holding secured notes issued by billion-dollar CDO vehicle in New York interpleader action involving dispute with “super senior” counterparty asserting right to priority in payments based on event of default.

M&A Litigation

- Represented independent directors of public company in defeating preliminary injunction attempt and winning motion to dismiss complaint in Maryland asserting breach of fiduciary duty claims arising out of \$500 million sale of company.

- Represented public company CEO in winning summary judgment in Delaware Chancery Court dismissing derivative claims for breach of fiduciary duty arising out of nearly \$500 million corporate acquisition of privately held company.
- Represented leading national bank and its directors in 26 MDL federal securities class actions in Missouri arising out of the bank's merger with another bank, concerning the accuracy of proxy statements and adequacy of pre-merger disclosures.

RELATED INSIGHTS

News

Mar 19, 2024

BCLP Partner Eric Rieder co-authors MSNBC opinion piece on Trump's bid to delay trial — judge urged to dismiss immunity claim

News

Jan 04, 2022

BCLP Boosts Tax Team in Germany with Hire of New Partner

International law firm BCLP has announced the appointment of Heiko Stoll as a partner, leading the Tax team in Germany. He will be part of the Corporate & Finance Transactions team, joining from GSK Stockmann. Based in BCLP's Frankfurt office, his appointment continues the team's expansion in Germany.

Awards

November 4, 2021

U.S. News - Best Lawyers® 'Best Law Firms' 2022