

William M. Lafferty

Partner

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Practices

- Corporate and Business Litigation

Education

- J.D., 1989, Dickinson School of Law of The Pennsylvania State University
- Articles Editor, Dickinson Law Review, 1988-1989
- B.S., B.A., 1985, University of Delaware

Clerkships

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

Bill is a member of Morris Nichols' Corporate and Business Litigation Group. He has spent 24 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 is concentrated 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 and special litigation committees.

Bill has acted as lead or co-counsel in numerous significant litigations involving Delaware corporate law issues during the past 24 years, including for companies such as Tory Burch LLC, eBay, Inc., Berkshire Hathaway, Inc., Google Inc., Facebook, Inc., Caremark CVS, Inc., Air Products and Chemicals, Inc., ConAgra Foods, Inc., Regal Entertainment Group, GlaxoSmithKline PLC, Netflix, Inc., and United Technologies Corporation.

Bill has also represented numerous private equity firms in litigations in Delaware arising from M&A transactions, including Texas Pacific Group, Angelo Gordon, Bain Capital, Francisco Partners, Golden Gate, Insight Venture Partners, and Sun Capital Partners, Inc.

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

Bill is the author of numerous articles on Delaware corporate law and is a chapter contributor 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 the University of Pennsylvania, Stanford University, New York University, and Penn State Dickinson School of Law.

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He was named a Delaware Litigation Star by *Benchmark Litigation*, described as an “extraordinary” litigator by *Chambers USA: Guide to America’s Leading Lawyers*, and has been recognized as a leading Delaware litigator in *Super Lawyers – Delaware*, *U.S. News & World Report/Best Lawyers*, and *LawDragon’s 500 Leading Lawyers in America*.

RECOGNITIONS

- *Chambers USA: Guide To America’s Leading Lawyers for Business*
- *Best Lawyers in America*
- *Benchmark Litigation - Delaware Litigation Star*
- *Super Lawyers - Delaware*
- *Lawdragon: 500 Leading Lawyers in America*

NEWS

- *Benchmark Litigation* Recognizes Morris Nichols in 2015 Rankings
- 28 Morris Nichols Attorneys Listed in *The Best Lawyers in America*® 2015
- William Lafferty Quoted in Law360
- 17 Morris Nichols Attorneys Selected For Inclusion in *Super Lawyers-Delaware Edition 2014*
- *Chambers USA 2014* Names 21 Morris Nichols Attorneys and 4 Practice Groups as Best in Delaware
- 2014 *Chambers USA Directory* Ranks 21 Morris Nichols Attorneys as "Leaders in their Field"
- Morris Nichols Alert Featured in Harvard Law School Forum on Corporate Governance and Financial Regulation
- Morris Nichols Attorneys Named to 2014 *Best Lawyers in America* – 60 Practice Specialty Selections; 22 Top-Listed Practice areas; 5 Delaware

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Lawyers of the Year

- Chambers USA 2013 Names 17 Morris Nichols Attorneys and 4 Practice Groups as Best In Delaware
- 22 Morris Nichols Attorneys Selected for Inclusion in Super Lawyers – Delaware Edition 2013
- Morris Nichols Tops Delaware in Benchmark Litigation 2013
- 28 Morris Nichols Attorneys Named to The Best Lawyers in America 2013
- Bill Lafferty Elected Fellow of American College of Trial Lawyers
- Bill Lafferty Speaks at 2010 NACD Corporate Governance Conference: Emerging Legal Trends
- Bill Lafferty Speaks on Delaware Corporate Law Developments at 41st Annual Securities Regulation Institute 2009
- Bill Lafferty Speaks at 6th Annual Institute on Corporate, Securities, and Related Aspects of Mergers and Acquisitions

PUBLICATIONS

- William M. Lafferty, *Bill Lafferty Speaks at 10th Annual Institute on Mergers & Acquisitions and Corporate Governance*
- John P. DiTomo, William M. Lafferty, *Defining The Proper Subject Matter For A Bylaw Under Delaware Law*, Practising Law Institute Corporate Governance 2009, 1774 PLI/Corp 337
- John P. DiTomo, Eric S. Klinger-Wilensky, William M. Lafferty, *Material Adverse Effects And Reasonable Best Efforts: The Hexion/Huntsman Opinion*, (2008)
- William M. Lafferty, Jay N. Moffitt, Susan Wood Waesco, *Delaware Court of Chancery Certifies Defendant Noteholder Class and Appoints Hedge*

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Fund as Class Representative

- Eric S. Klinger-Wilensky, William M. Lafferty, *Delaware Court of Chancery Suggests that Federal Securities Regulation do not Trump State Annual Meeting Law*
- William M. Lafferty, *Pure Resources: The Latest Word from the Delaware Courts on the Standard of Review Applicable to a Tender Offer by a Controlling Stockholder*, Securities Regulations & Law Reporter, Vol. 35, no. 2 (The Bureau of National Affairs, Inc.), and Mergers & Acquisitions Law Reporter, Vol. 6, No. 2 (The Bureau of National Affairs, Inc., January 13, 2003)
- Michael Houghton, William M. Lafferty, Andrew H. Lippstone, *The Expansion of the Delaware Court of Chancery's Jurisdiction to Adjudicate or Mediate Certain "Technology Disputes" -- An Evolution, Not a Revolution*, ABA Network: The Newsletter of the Business Law Section, Committee on Business and Corporate Litigation, Vol. 11, Issue 1 (Spring 2003)
- William M. Lafferty (Contributor), *Contemporary Corporation Forms*, Part 14, Dissenters' Rights; Part 20, Inspection of Records (2d ed., Aspen Law & Business, 1998).
- William M. Lafferty, *Havens II & III: The Court of Chancery Further Rewrites The Legal Standard For Advancement Of Litigation Expenses For Directors And Officers*, Corporation (Aspen Law & Business, Scheduled for Publication Spring/Summer 1998)
- William M. Lafferty, *Havens v. Attar: The Delaware Court of Chancery Re-Examines the Legal Standard for Advancement of Litigation Expenses for Directors and Officers*, Corporation, Vol. 67, No. 15, 1-7 (Aspen Law & Business, 1997)
- William M. Lafferty, *Recent Developments in Shareholder/Director Inspection Cases: A Resurgence in the Use of Section 220 of the*

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Delaware General Corporation Law, Vol. 68, No. 11, 1-8 (Aspen Law & Business, 1997)

PROFESSIONAL & COMMUNITY ACTIVITIES

- Fellow, American College of Trial Lawyers
- Member, Advisory Board for the John L. Weinberg Center for Corporate Governance
- Member, Court of Chancery Rules Committee
- Member, Delaware State Bar Association's Corporation Law Section and Committee on Professional Ethics
- Member, American Bar Association Business Law Section Committee on Business and Corporate Litigation
- Co-Chair, M&A/Proxy Litigation Subcommittee, ABA Securities Litigation Committee
- Member, Delaware Board of Bar Examiners (appointed by Delaware Supreme Court, 2000-2006)
- Chairman, Delaware Commission on Continuing Legal Education (appointed by Delaware Supreme Court, 2004-2006)
- President of Board of Trustees, Sanford School
- Member, Advisory Board of Arsht-Cannon Fund
- Chair, William H. Heald Scholarship Committee

ADMISSIONS TO PRACTICE

- Delaware, 1989
- Pennsylvania, 1990

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MORRIS, NICHOLS, ARSHT & TUNNELL LLP

William M. Lafferty

- U.S. Court of Appeals for the Third Circuit, February 11, 2002
- U.S. District Court for the District of Delaware, June 3, 1991