

John D. Hendershot

Director

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John D. Hendershot focuses his practice on corporate litigation in Delaware's state and federal courts. He has litigated matters involving fiduciary duties of directors, statutory appraisal rights, advancement and indemnification rights, statutory rights to inspect books and records, and commercial and contract law.

A director in the Corporate Department, John has practiced in the firm since 2001. He is the co-editor of the 5th edition of the BNA Corporate Practice Series, "Appraisal Rights in Mergers and Consolidations," published in 2010.

Experience

- Represented Wayport, Inc. and its former general counsel in litigation in the Delaware Court of Chancery involving fiduciary duty and common law fraud claims arising out of a sale of common stock by a former officer to certain preferred investors
- Represented derivative plaintiffs in (pending) litigation in the Delaware Court of Chancery alleging self-dealing and excessive compensation by directors and controlling stockholders
- Represented a venture investor in direct and derivative litigation against management of a Delaware corporation alleging breaches of stock purchase agreement and fiduciary misconduct
- Represented Selectica, Inc. and its directors in litigation in the Delaware Court of Chancery involving the validity of a poison pill rights plan with a 4.99% flip-in trigger designed to protect net operating loss carryforwards and the first actual use of a modern poison pill rights plan
- Represented numerous corporations in statutory appraisal and fiduciary duty suits arising out of mergers and acquisitions
- Represented a secured creditor in contract action seeking to enforce indenture provisions relating to an event of default caused by borrowing in excess of permitted indebtedness covenants

- Advised a corporation and its directors with regard to a consent solicitation in which insurgents sought to remove the incumbent board of directors
- Represented a corporation in litigation over the scope of a stockholder's right to inspect corporate books and records in connection with an anticipated proxy contest
- Represented both corporations and their directors and officers in actions concerning statutory and contractual rights to indemnification and advancement

Publications

- *The Practitioner's Guide to the Delaware Rapid Arbitration Act* (2nd edition), 2015
- Co-editor, "Appraisal Rights in Mergers and Consolidations," *Corporate Counsel Weekly*, 2010

Awards

- *Chambers USA*
- *The Legal 500 US*
- *Benchmark Litigation*
- *The Best Lawyers in America*

Education

- J.D., with honors, University of Chicago Law School, 2001
- B.A., Thomas Aquinas College, 1998

Admitted to Practice

- Delaware

Practices

- Chancery / Corporate Litigation
- Delaware Rapid Arbitration