



Gregory P. Williams

Director

302.651.7734

302.651.7701 (fax)

williams@rlf.com

Gregory Williams, widely recognized as one of Delaware's top corporate litigators, primarily represents corporations and their directors and officers. He provides non-litigation advice and counseling to his clients and represents them in courts in Delaware and across the country. Greg also represents committees of boards of directors formed to negotiate transactions or investigate alleged corporate wrongdoing.

Chambers praises Greg as “very effective, well respected and knowledgeable,” noting that “his analytical skills and judgment are among the best virtually anywhere” (*Chambers USA*, 2018). Greg served as chair of the firm’s Corporate Department, which includes the Corporate Litigation Group, from 2007 through 2017. He served as president of the firm from July 2006 to June 2008 and as executive vice president from July 2003 to June 2006.

The author of numerous articles regarding corporate law, Greg serves on the board of editors of *The M&A Lawyer*. He has been featured in articles published in *Super Lawyers* and *Lawdragon*, including his recent recognition as a *Lawdragon Legend*.

Experience

2016 - 2017 Representations

- Petsmart, Inc. in appraisal litigation
- Theranos and its founder Elizabeth Holmes in litigation brought by a Theranos investor
- Directors of IAC, including Michael Eisner and Chelsea Clinton, in stockholder litigation challenging corporate recapitalization
- Alcoa in litigation involving a dispute with a joint venture partner
- Mattel and its directors in stockholder derivative litigation

2014 - 2015 Representation

- Dell Computer in appraisal litigation, one of the largest appraisal proceedings ever
- JP Morgan Chase in connection with numerous stockholder litigations and demands for inspection of documents
- Dollar Tree in conjunction with its successful defense of stockholder litigation concerning its acquisition of Family Dollar
- Office Depot in connection with its merger with Staples
- KKR in conjunction with its merger with KFN Financial Holdings
- SAP in connection with its acquisition of Concur Technologies

2011 - 2013 Representations

- The New York Stock Exchange and its directors in litigation challenging the proposed NYSE-ICE merger
- Directors of Dell Inc. in litigation relating to going-private transaction
- Office Depot in connection with its proposed merger with Office Max
- Honeywell in litigation relating to its acquisition of Intermedec
- Successfully represented Barnes & Noble founder Leonard Riggio in a trial in the Court of Chancery involving allegations of breach of fiduciary duty in connection with a proxy contest
- Special committee of Crown Media (a Hallmark affiliate)
- Nvidia in litigation against Intel
- Special committee of the board of Norfolk Southern
- Special committee of J. Crew
- 3G in litigation regarding its acquisition of Burger King
- Bucyrus in litigation regarding its acquisition by Caterpillar
- GE Healthcare in litigation regarding its acquisition of Clariant
- Unilever in litigation involving its acquisition of Alberto Culver

Prior Representations

- Represented directors of The Walt Disney Company in a 2½-month successful trial in the Court of Chancery and successfully arguing the appeal before the Supreme Court of Delaware
- Successfully defended an application to enjoin the \$4 billion acquisition of Checkfree Corporation by Fiserv, Inc.
- Successfully defended an application to enjoin the acquisition of WCI Steel, Inc.
- Successfully defended Citigroup Inc. CEO and directors from personal liability for

the disastrous consequences of their heavy investments in subprime loans and securities. Since Citigroup and most of the banks and financial services industry firms that have foundered in the recent fiscal storm are chartered in Delaware and play by its corporate governance rules, the decision of the influential Chancery Court is expected to have a wide impact

- Successfully represented the Insurance Commissioner of Delaware in proceedings in the Court of Chancery challenging the Commissioner's ability to implement, through workers' compensation insurance rate-making, legislatively created medical care cost savings

Publications

- "Chancery Arbitrations after Year One: Annotated New Form," *ABA*, August 16, 2012
- "Super Lawyers Attorney Spotlight - Delaware Corporate Litigator Greg Williams Represents Business Titans," *Super Lawyers*, 2012
- "Director Liability: From *Van Gorkom* to *Southern Peru* and Beyond," *Insights*, April 2012
- "Notice, Cooperation, and Consent: Common Insurance Issues Arising in Delaware Deal Litigation," *Insights*, February 2012
- "Arbitration in the Delaware Court of Chancery," *Insights*, July 2011
- "Court of Chancery Clarifies the Reach of *Revlon* in Mixed Consideration Deals," *The M&A Lawyer*, June 2011
- "Poison Pills - How Effective Is Too Effective?," *The M&A Lawyer*, September 2010
- "What You Don't Say Can Hurt You: Delaware's Forthright Negotiator Principle," *Insights*, February 2008
- "Contributor, *Meetings of Stockholders*, R. Franklin Balotti and Jesse A. Finkelstein,"
- Featured in *Lawdragon*

Awards

- American College of Trial Lawyers Fellow
- Litigation Counsel of America Fellow
- *Chambers USA*, since 2004
- *The Legal 500 US*, Leading Lawyer, 2018, 2017, 2016
- *Benchmark Litigation*
- *Lawdragon 500 Leading Lawyers in America*, since 2008
- *Lawdragon 500 Legends*, 2018

- *The Best Lawyers in America*, since 2006
- *The Best Lawyers in America*, "Bet the Company Litigator," since 2009
- *The Best Lawyers in America*, Wilmington, DE Corporate Law Lawyer of the Year, 2018
- *The Best Lawyers in America*, Wilmington, DE Mergers and Acquisitions Law Lawyer of the Year, 2012
- *Delaware Today* Top Lawyer; Top Vote-Getter, Appellate, 2017, 2016; Top Vote-Getter, Litigation, 2015
- *Super Lawyers*, No. 1 in Delaware 2017, 2016, 2011; Top 10 in Delaware since 2007
- *Who's Who Legal*

Leadership

- Litigation Rules Committee of the Delaware Supreme Court, Chair, 1996-2008, 2015-present
- Court of Chancery Rules Committee, Chair, appointed by the Chancellor of the Delaware Court of Chancery, 2008-2015
- Chair, Corporate and Securities Law Subcommittee, United States Law Firm Group, 1995-2003
- PLI annual seminar, "What All Business Lawyers Must Know About Delaware Law Developments," New York, NY, Co-Chair, 2006-present
- Annual seminar, "Federal Securities Institute," Miami, FL, Co-Chair, 2009-present

Education

- J.D., College of William & Mary School of Law, *William and Mary Law Review*, 1982
- B.A.A.S., *cum laude*, University of Delaware, 1979

Admitted to Practice

- Delaware
- United States Court of Appeals, Third Circuit
- United States District Court, District of Delaware

Practices

- Chancery / Corporate Litigation
- Corporate Advisory and Governance
- Delaware Rapid Arbitration
- Litigation

- Special Committees