



C. Stephen Bigler

Director

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C. Stephen Bigler has over 30 years' experience counseling corporations, officers, directors, board committees, stockholders, and investors on matters involving the General Corporation Law of the State of Delaware and related issues of fiduciary duty arising in a wide variety of transactional and operational contexts. Steve's practice also includes entity formation, mergers, acquisitions, divestitures, defensive planning, capital-raising transactions, and stockholder meetings. A member of the firm's Corporate Advisory and Governance Group, he also represents special committees in transactional matters and renders legal opinions on Delaware corporate law issues.

Steve was president of the firm from July 2008 to July 2011 and executive vice president from July 2006 to July 2008.

Active in the legal community, Steve serves on the NVCA GC Advisory Board and was one of a group of venture capital lawyers who participated in drafting model financing documents for the National Venture Capital Association. Steve has participated in drafting a model merger agreement by the Public Companies Subcommittee of the American Bar Association's Mergers and Acquisitions Committee, and in drafting a model certificate of incorporation, bylaws, and preferred stock designation by the ABA Corporate Documents and Process Committee.

Steve also participated in drafting the Special Report of the TriBar Opinion Committee: Duly Authorized Opinions on Preferred Stock, and the Report of the Corporation Law Committee of the Association of the Bar of the City of New York regarding the Enforceability and Effectiveness of Typical Shareholder Agreement Provisions. He has written numerous articles on aspects of Delaware corporate law appearing in *The Business Lawyer*, *Insights*, and other legal publications, and is a frequent speaker regarding Delaware corporate law practice and developments.

Publications

- "Proposed Amendments to Section 204 of the Delaware General Corporation Law Resolve Uncertainty Created by the Reasoning in *Nguyen v. View, Inc.*," *In Our Opinion*, Spring 2018
- "*Nguyen v. View, Inc.*: The Delaware Court of Chancery Holds that Acts Deliberately Rejected by Stockholders Are Not Subject to Ratification under Section 204 of the Delaware General Corporation Law," *In Our Opinion*, Summer 2017
- "Delaware Supreme Court Provides Guidance on Drafting Advance Notice Bylaws," *Insights*, July 2015
- "What Statute of Limitations Applies? The Effect of the Delaware Borrowing Statute on Claims Governed by Foreign Law," *Business Law Today*, March 2015
- "Restoring Equity: Delaware's Legislative Cure for Defects in Stock Issuances and Other Corporate Acts," *The Business Lawyer*, February 2014
- "Void or Voidable? - Curing Defects in Stock Issuances Under Delaware Law," *The Business Lawyer*, August 2008
- "Form or Substance? The Past, Present, and Future of the Doctrine of Independent Legal Significance," *The Business Lawyer*, November 2007
- "Delaware Law Developments: Stock Option Backdating and Spring-Loading," *The Review of Securities & Commodities Regulation*, May 2007

Awards

- *Chambers USA*, since 2006, Band 1
- *The Legal 500 US*, 2019, 2018, 2017, 2016
- *The Best Lawyers in America* (Corporate Law, Corporate Governance Law, Mergers & Acquisitions Law), since 2010
- *Best Lawyers' Wilmington*, DE Mergers and Acquisitions Lawyer of the Year, 2015
- *Who's Who Legal* (Corporate Governance, Mergers & Acquisitions), since 2010
- *Super Lawyers*, since 2009
- *Lawdragon*, 2011, 2010, 2009
- *Delaware Today* Top Lawyer, 2010

Leadership

- American Bar Association, Business Law Section
 - Corporate Laws Committee
 - Editorial Board, *The Business Lawyer*
 - Mergers & Acquisitions Committee
- TriBar Opinion Committee
- NVCA GC Advisory Board

Education

- J.D., University of Virginia School of Law, 1984
- B.S., *magna cum laude*, Washington and Lee University, 1981

Admitted to Practice

- Delaware
- United States District Court, District of Delaware
- United States Court of Appeals
- United States Supreme Court

Practices

- Corporate Advisory and Governance
- Special Committees