



Raymond J. DiCamillo

Director

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Raymond DiCamillo has litigated numerous corporate control, corporate governance, statutory, and contractual disputes in the state and federal courts of Delaware. Ray's practice focuses on advisory and litigation matters relating to Delaware business organizations and their fiduciaries and constituents. He also advises corporate boards and board committees with respect to governance, litigation, investigational, and transactional issues.

Chambers USA reported that clients praise Ray for his "encyclopedic knowledge of the law and his depth of experience." Noted for his knowledge of practice in the Delaware Court of Chancery, Ray has lectured at seminars on fiduciary duty and governance in Delaware corporations.

Experience

- Successful representation of Apollo Tyres in action seeking specific performance of a merger agreement
- Successful representation of Ramtron International and its former directors in action challenging acquisition of the company
- Representation of Allergan, Inc. in connection with attempted takeover attempt by Valeant Pharmaceuticals
- Successful representation of Just Care, Inc. in appraisal action in which the court determined that fair value of the corporation was less than the merger consideration
- Successful representation of stockholders to enjoin annual meeting of corporation so that stockholders could attempt to elect a competing slate of directors
- Successful representation of Leonard Green & Partners and CVC Capital Partners in litigation challenging acquisition of BJ's Wholesale Club
- Successful representation of former directors of XTO Energy Inc. in litigation challenging executive compensation
- Successful representation of former directors of Trados, Inc. in litigation challenging acquisition of the company

- Representation of CA, Inc. in the first certification of a question of law by the Securities and Exchange Commission to the Delaware Supreme Court
- Successful prosecution of claims brought by a stockholder and former chief executive officer of U.S. Energy Systems, Inc. against the company
- Successful defense of an application to enjoin the acquisition of Guitar Center, Inc.
- Successful defense of Amylin Pharmaceuticals, Inc. and its directors in an action challenging validity of certain change of control provisions in the company's debt instruments
- Representation of investment funds in action against investors to compel payment of unpaid capital contributions

Awards

- *Chambers USA*, since 2007
- *Benchmark Litigation*, since 2011
- *The Legal 500 US*, 2016, 2012
- *The Best Lawyers in America*, since 2010
- *Super Lawyers*, since 2011
- *Who's Who Legal*, 2017, 2016, 2015
- *Lawdragon*, 2010

Leadership

- Board of Bar Examiners of the State of Delaware

Education

- J.D., *magna cum laude*, Georgetown University Law Center, *The Georgetown Law Journal*, Order of The Coif, 1993
- B.A., *magna cum laude*, University of Pennsylvania, 1990

Admitted to Practice

- United States Court of Appeals, Third Circuit, 2001
- United States District Court, District of Delaware, 1994
- Delaware, 1993

Practices

- Chancery / Corporate Litigation
- Litigation

- Special Committees