



William J. Haubert

Director

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William Haubert is co-chair of the firm's Corporate Department. He counsels 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, corporate governance, and corporate law arising in a wide variety of transactional and operational contexts, including mergers, acquisitions, divestitures, defensive planning, capital-raising transactions, and stockholder meetings. Practicing in the Corporate Advisory and Governance Group, Bill also represents special committees in transactional matters and renders legal opinions on Delaware corporate law issues.

Chambers reported that Bill is considered "a master of Delaware M&A case law" (*Chambers USA*, 2018) with "great judgment in very difficult and tricky situations" (*Chambers USA*, 2016). Bill has authored numerous articles and has lectured frequently on Delaware corporate law issues.

Experience

- Representation of a public pharmacy services company in connection with a hostile tender offer and the company's adoption of a stockholder rights plan
- Representation of the board of directors of a public government services provider in connection with its sale to a private equity firm
- Representation of a special committee of a public natural gas and oil company in connection with the negotiation of a PIPE investment to fund an acquisition by the company
- Representation of a public health-care service and technology provider in connection with its sale to a private equity firm which involved the allocation of merger consideration between common and preferred stockholders
- Representation of a private manufacturing company in connection with its consideration of competing cash offers, including a hostile cash offer
- Representation of a special committee of the board of directors of a public drug development company in connection with its consideration of competing cash and

- stock transactions and other strategic alternatives
- Representation of a public electronic payment processing company in connection with the nomination of two short slates of directors submitted by dissident stockholders at the annual meeting of stockholders
- Representation of a hedge fund stockholder in connection with the nomination of persons for election and other proposals at the annual meeting of stockholders of a public offshore oil and gas support services company
- Representation of a TIDE committee of the board of directors of a public automotive parts manufacturing company in connection with its consideration of the company's stockholder rights plan
- Representation of a private self-regulatory organization in connection with various governance issues, including the election and removal of persons to and from the governing body and board process issues
- Representation of a majority stockholder in connection with its tender offer and short-form merger acquisition of its public media subsidiary
- Representation of a special committee of a private drug development company in connection with its consideration of refinancing alternatives
- Representation of a public media and entertainment company in connection with its consideration of an amendment to its stockholder rights plan for a significant institutional stockholder
- Representation of a public food and beverage company in connection with the payment of a significant dividend to the stockholders of the company from the proceeds of a new credit facility
- Representation of a public for-profit post-secondary education company in connection with a legal opinion as to the need for stockholder approval of an asset sale under Delaware law

Publications

- "Significant Proposed Amendments to the General Corporation Law of the State of Delaware," *Insights*, June 2013
- "2012 Amendments to the General Corporation Law of the State of Delaware," *Insights*, August 2012
- "2011 Amendments to the General Corporation Law of the State of Delaware," *Insights*, August 2011
- "Recent Delaware Going-Private and Related Case Law," *Going Private: Doing the Deal Right*, Practising Law Institute, 2011
- "2008 Amendments to the General Corporation Law of the State of Delaware," *Insights*, August 2008

- "What You Don't Say Can Hurt You: Delaware's Forthright Negotiator Principle," *Insights*, February 2008
- "Drafting Merger Agreements and Counseling Merger Parties: Lessons from IBP, Inc. v. Tyson Foods, Inc.," 10 *The Corporate Governance Advisor* 16, January/February 2002
- "Delaware Court Expounds on Director's Duty in Granting Section 203 Waiver", 9 *The Corporate Governance Advisor* 25, January/February 2001
- "Valuation of Securities in a Revlon Context", 12 *Insights* 7, April 1998
- "Election of Directors by Written Consent: Hoschett v. TSI Int'l Software, Ltd." 4 *The Corporate Governance Advisor* 14, November/December 1996
- "Disparate Treatment of Shareholders in a Merger", 28 *The Review of Securities & Commodities Regulation* 133, 1995
- "Debt Restructuring Rules Favor the Insolvent", 10 *Journal of Taxation of Investments* 300, 1993
- "Abstentions and Broker Non-Votes in Delaware," 7 *Insights* 36, December 1993

Awards

- *Chambers USA*, since 2007 (Corporate/M&A)
- *The Legal 500 US*, 2018, 2017, 2016 (Mergers & Acquisitions/ Corporate and Commercial)
- *The Best Lawyers in America*, since 2009 (Corporate/Corporate Governance/Mergers and Acquisitions)
- *Super Lawyers*, since 2010 (Mergers & Acquisitions)
- *IFLR1000*, 2018
- *Who's Who Legal*, since 2012 (Corporate Governance/Mergers & Acquisitions)

Education

- J.D., *cum laude*, Cornell Law School, 1991
- B.S., *summa cum laude*, Villanova University, 1988

Admitted to Practice

- Delaware, 1992
- United States District Court, District of Delaware

Clerkships

- Hon. William B. Chandler III, Delaware Court of Chancery, 1991-92

Practices

- Corporate Advisory and Governance
- Special Committees