



Rudolf Koch

Director

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Rudolf Koch litigates complex corporate and commercial disputes in Delaware's state and federal courts. An accomplished litigator with a strong courtroom presence, "his oral presentation and written advocacy skills are exceptional, and his knowledge of Delaware law is superb" (*Chambers USA*).

Rudy handles stockholder class actions, derivative lawsuits, contested mergers and acquisitions, contractual disputes, appraisal actions, and other statutory proceedings, such as books and records actions. He also advises general partners, corporate boards, and committees with respect to governance, litigation, internal investigations, and control disputes.

The Legal 500, a respected directory that identifies the world's foremost law firms and lawyers, noted that Rudy is "brilliant, hardworking, and responsive to client needs" as well as an "effective communicator and fun to work with." Rudy has been published in *The Business Lawyer*, *The Review of Securities & Commodities Regulation*, *Insights: the Corporate and Securities Law Advisor*, *Business Law Today*, and the *Cornell Law Review*. He has also lectured on corporate governance, class action litigation, and executive compensation.

Rudy clerked for the Honorable Maryanne Trump Barry in the United States Court of Appeals for the Third Circuit, and practiced commercial litigation at Cravath, Swaine & Moore prior to joining the firm in 2006.

Experience

- Successfully represented former Vice President of the United States, Al Gore, and his business partner through a private arbitration and also in litigation in the Delaware Court of Chancery in connection with their sale of Current tv.
- Successfully defended Wayport, Inc. and its former general counsel through a trial 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

- Successfully represented a health-care services company in an appraisal proceeding where the court, after trial, found the appraised value to be approximately 15 percent less than the deal price
- Successfully represented an issuer in a declaratory judgment action through summary judgment and appeal, where the Delaware Supreme Court unanimously found that, absent a contrary contractual provision, an issuer can cancel notes for zero consideration under New York law
- Successfully represented Goldman Sachs defending against a derivative lawsuit challenging the company's worldwide compensation structure
- Represented numerous private equity companies in connection with post-closing fraud, breaches of representations and warranties and earnout disputes
- Represented numerous boards, merger targets and acquirors in connection with injunction proceedings
- Represented numerous companies and directors in connection with corporate control disputes
- Defended directors and officers in numerous class action and derivative lawsuits

Publications

- "Precluding Pre-Merger Communications in Post-Merger Dispute," *The Harvard Law School Forum on Corporate Governance and Financial Regulation*, June 12, 2019
- "Delaware Insider: Executive Compensation Lessons from *Freedman v. Adams*," *Business Law Today*, March 2013
- "Section 162(m) Litigation: What We Know So Far," *The Review of Securities & Commodities Regulation*, November 21, 2012
- "Director Liability: From *Van Gorkom* to *Southern Peru* and Beyond," *Insights*, April 2012
- "The Wheels Are Falling Off the Privilege Bus: What Deal Lawyers Need to Know to Avoid the Crash," *The Business Lawyer*, August 2011
- "Deal Protection Devices Enforced in the Delaware Court of Chancery," *Insights*, March 2010

Awards

- *Chambers USA*, 2020, 2019, 2018, 2017
- *The Legal 500 US*, 2018, 2017, 2016
- *Benchmark Litigation*, 2020, 2019, 2018, 2017, 2016
- *The Best Lawyers in America*, 2020, 2019, 2018, 2017

- *Super Lawyers*, 2019, 2018, 2017, 2016, 2015, 2014, 2013

Education

- J.D., *magna cum laude*, Cornell Law School, Order of the Coif
- B.S., Cornell University

Admitted to Practice

- Delaware
- New York
- United States Court of Appeals, Third Circuit
- United States District Court, District of Delaware
- United States District Court, Southern District of New York
- United States District Court, Eastern District of New York

Clerkships

- The Honorable Maryanne Trump Barry, United States Court of Appeals for the Third Circuit

Pro Bono Activities

- Guardian *ad Litem*, Office of the Child Advocate

Practices

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