



## Rudolf Koch

### Director

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Rudolf Koch litigates complex corporate and commercial disputes in Delaware's state and federal courts. Recognized as a "smart and effective" lawyer who is "tenacious but has good judgment" (*Chambers USA*, 2018), Rudy handles stockholder class actions, derivative lawsuits, contested mergers and acquisitions, contractual disputes, appraisal actions, and other statutory proceedings. 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 in its 2015 rankings 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, United States Court of Appeals for the Third Circuit, and practiced commercial litigation at Cravath, Swaine & Moore prior to joining the firm. In law school, Rudy was an editor of the *Cornell Law Review*.

### Experience

- Represented a company and its former general counsel through a successful 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
- 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
- Represented an issuer in a declaratory judgment action 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

- Represented a large investment bank in successfully defending against a derivative lawsuit challenging the company's worldwide compensation structure
- Represented numerous boards, merger targets and acquirors in defending against preliminary injunction applications

### **Publications**

- "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*, 2018, 2017
- *The Legal 500 US*, 2018, 2017, 2016
- *Benchmark Litigation*, 2018, 2017, 2016
- *The Best Lawyers in America*, 2018, 2017
- *Super Lawyers*, 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