

Partner, Wilmington

Litigation



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Education

J.D., Duke Law School, 2008
B.A., University of North Carolina,
Chapel Hill, 2000

Bar Admissions

Delaware

Experience

Law Clerk, Hon. John W. Noble,
Delaware Court of Chancery (2008-
2009)

Cliff C. Gardner concentrates on representing corporations and their directors and officers in merger and acquisition-related litigation, stockholder derivative lawsuits, complex commercial disputes and securities class actions. Mr. Gardner also provides advice on transactional matters, including the fiduciary obligations of directors and officers. In addition to his numerous authorships, he is a member of the board of editors of *Folk on the Delaware General Corporation Law* and *Mergers & Acquisitions Deal Litigation Under Delaware Corporation Law*. His notable representations include:

- The Coca-Cola Company, a worldwide beverage company, in litigation in Georgia state court arising from its \$12.3 billion acquisition of its largest bottler, Coca-Cola Enterprises;
- Playboy Enterprises, Inc., a publishing company, in litigation in the Delaware Court of Chancery arising from its going-private acquisition by Hugh Hefner and Rizvi Traverse;
- Abercrombie & Fitch, Co., a global specialty retailer, in derivative litigation in Ohio federal court;
- Time Warner Cable's independent directors in litigation in Delaware and New York state courts arising out of the company's terminated \$45.2 billion merger with Comcast Corporation and its \$55 billion acquisition by Charter Communications;
- The Walt Disney Company, a worldwide entertainment and media company, and certain of its directors and officers in derivative litigation in California federal court;
- Rite Aid Corporation, a drug store chain, and its board of directors in litigation in the Delaware Court of Chancery and Pennsylvania state and federal courts arising out of its \$9 billion sale to Walgreens Boots Alliance;
- Activision, an entertainment publishing company, and its board of directors, in litigation in the Delaware Supreme Court and Court of Chancery arising from its \$18.9 billion transaction with Vivendi, S.A.;
- The Priceline Group, a provider of online travel and related services, in litigation in Delaware and Connecticut state courts arising from its \$1.8 billion merger with KAYAK Software Corporation;
- Express Scripts, Inc., a pharmacy benefit management company, in litigation in Delaware and New Jersey state and federal courts arising from its \$29 billion acquisition of Medco Health Solutions, Inc.;
- DigitalGlobe, Inc., a satellite provider of earth imagery and geospatial information solutions, in litigation in Virginia federal court arising out of its \$900 million merger with GeoEye, Inc., an information satellite technology provider for the aerospace and defense industry;
- XTO Energy, an oil and natural gas producer, and its board of directors, in litigation in the Delaware Court of Chancery arising from its \$41 billion acquisition by Exxon Mobil Corporation;
- Baxter International Inc.'s board of directors, in derivative litigation in the Delaware Court of Chancery;

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- Human Genome Sciences, Inc., a biopharmaceutical company, and its board of directors, in litigation in Delaware federal court arising from its \$3 billion acquisition by GlaxoSmithKline;
 - Novell, Inc., a software and services company, and its board of directors, in litigation in the Delaware Court of Chancery arising out of its \$2.2 billion merger with Attachmate Corporation;
 - Cobham plc, a British manufacturing company specializing in the commercial, defense and security markets, in litigation in Delaware and New York state courts arising from its \$1.5 billion acquisition of Aeroflex Holding Corp.; and
 - Toray Industries, a chemistry and biotechnology company, in litigation in Missouri state court arising from its \$584 million acquisition of Zoltek Companies.