

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 focuses his practice on defending corporations and their directors and officers in merger and acquisition-related litigation, stockholder derivative lawsuits, complex commercial disputes and securities class actions. Mr. Gardner frequently provides transactional advice on the Delaware law of corporations and limited liability companies, including the fiduciary duties of directors, officers and managers. In addition to other numerous authorships, he is an author of *Folk on the Delaware General Corporation Law* and is recognized in *Chambers USA* for his Chancery work.

In recent years, Mr. Gardner has successfully tried cases for The Coca-Cola Company in arbitration and for the outside directors of Ebix, Inc. in the Delaware Court of Chancery. He secured a rare rescission of a merger on behalf of RF Capital from the Delaware Court of Chancery and successfully defended officers and directors of The Walt Disney Company against derivative claims in the U.S. District Court for the Northern District of California and U.S. Court of Appeals for the Ninth Circuit. He also successfully defended Rite Aid and its directors against SEC Rule 10b-5 claims, and Abercrombie & Fitch, Co. in connection with derivative claims in federal district court. Mr. Gardner has represented numerous publicly traded companies and their directors in connection with litigation arising out of merger and acquisition transactions, including Playboy Enterprises, Inc., The Priceline Group, Activision, Express Scripts, Inc., Novell, Inc., Toray Industries, DigitalGlobe, Inc., XTO Energy, Human Genome Sciences, Inc. and many others.

Mr. Gardner leads the *pro bono* efforts of the Wilmington office and has represented numerous victims of discrimination and abuse. He recently successfully represented a group of school children against the city of Wilmington for violations of the U.S. Constitution and helped a team of *pro bono* lawyers secure a stay of execution for a death row inmate in Texas.

Publications

“Inside the Courts,” *Skadden, Arps, Slate, Meagher & Flom LLP*, Recurring

“An Alternative Paradigm to ‘On the Purpose of the Corporation,’” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 2, 2020

“Key Developments in Delaware Corporation Law,” *Skadden’s 2020 Insights*, January 21, 2020

“Why Chancery Nixed Delaware Forum Selection,” *Law360*, January 31, 2019

“Key Delaware Corporation Law Developments,” *Skadden’s 2019 Insights*, January 17, 2019

“Skadden on Delaware Chancery’s Rejection of Forum Selection Limits on Securities Act Claims,” *The CLS Blog Blue Sky Blog*, January 4, 2019

“Delaware Court of Chancery Invalidates Forum Selection Provisions Regulating Claims Under the Securities Act of 1933,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 21, 2018

“From the Get-Go: Interpreting *MFW*’s Ab Initio Requirement,” *Skadden, Arps, Slate, Meagher & Flom LLP*, November 29, 2018