

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
U.S. Supreme Court

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*. He also has been repeatedly recognized in *Chambers USA* for his work before the Delaware Court of Chancery.

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. In 2023, Mr. Gardner won a Supreme Court decision in *Reed v. Goertz*, No. 21-442, 143 S. Ct. 955 (2023), a capital case that has significant ramifications for inmates with innocence claims who are seeking access to DNA testing.

Selected Publications

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

“*En Banc* Panel of Ninth Circuit Enforces Forum Selection Clause To Dismiss Derivative Securities Claims, Confirming Circuit Split,” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 2, 2023

“Recent Decisions Further Define Treatment of SPACs in Delaware,” *Delaware Business Court Insider*, March 22, 2023

“Court of Chancery Issues Guidance on Letters of Request Under the Hague Convention,” *Delaware Business Court Insider*, January 4, 2023

“Delaware Court of Chancery Applies *MFW* Factors to ‘Reverse Spinoff,’” *Skadden Delaware Insights – December 2022*, December 19, 2022

“New Officer Exculpation Amendment Poised to Significantly Impact Del. Corporations,” *Delaware Business Court Insider*, September 14, 2022