

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 and named a Next Generation Partner by *The Legal 500 U.S.* Additionally, Mr. Gardner has been named in *Best Lawyers in America* in the Commercial Litigation category and recognized in Lawdragon's 500 Leading Litigators in America.

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 has won appeals for firm clients in the Delaware Supreme Court and in the U.S. Court of Appeals for the Second Circuit, Ninth Circuit and Federal Circuit.

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 Publication*, Recurring publication

"Court of Chancery Issues First Decision Dismissing *MultiPlan* Claims," *Skadden Publication*, June 7, 2024

"Delaware Court Denies Dismissal of Claims Based on Controller and Financial Advisor Conflicts," *Skadden Publication*, June 6, 2024

"Chancery Dismisses Suit Against Walgreens Directors, Rejecting 'Reflexively Filed' 'Caremark' Claims," *Delaware Business Court Insider*, March 27, 2024

"Calif. Appellate Court Declares Delaware Exclusive Forum Provision Unenforceable," *Delaware Business Court Insider*, December 20, 2023