Michael S. Hines

Skadden

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Litigation

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Education

J.D., University of Connecticut School of Law, 2002

M.S., University of New Hampshire, 1997

B.S., Mary Washington College, 1994

Bar Admissions

Massachusetts

Michael Hines' practice involves representing publicly traded and privately held corporations, investment advisers, and individual officers, directors and trustees in a wide array of complex civil litigation. Mr. Hines regularly litigates putative class actions and shareholder derivative proceedings brought under state and federal securities laws, including the Employee Retirement Income Security Act (ERISA) and the Securities Exchange Act of 1934.

He also has broad experience in strategic litigation in connection with mergers and acquisitions, trade secret and noncompetition cases, and corporate governance disputes. He has represented special committees and individual and corporate clients in internal investigations and in proceedings before various federal and state regulatory authorities, including the U.S. Securities and Exchange Commission (SEC) and the Massachusetts Securities Division. In addition, Mr. Hines has advised clients in connection with Foreign Corrupt Practices Act investigations and disputes arising from breach of contract, insurance and employment matters. In recognition of his work, Mr. Hines has been repeatedly named to *Chambers USA* in its Litigation Securities category, in which clients have described him as "an excellent all-round litigator" who "always grasps the gravity of a situation and is able to work through it," as well as to *The Best Lawyers in America*. He has also been recognized as a BTI Client Service All-Star, one of *Lawdragon*'s 500 Leading Litigators in America and 500 Leading Corporate Employment Lawyers and one of *Massachusetts Lawyers Weekly*'s Go To Business Litigation Lawyers, as well as repeatedly honored as a Top Lawyer by *Boston Magazine*.

Mr. Hines' experience includes representing:

- one of the nation's largest mutual fund companies in a purported class action alleging violations of ERISA
- a major Boston pharmaceutical company in litigation in Massachusetts, Delaware and California, including in the United States Court of Appeals for the First Circuit by securing an affirmance of the dismissal with prejudice of a purported securities fraud class action
- a Massachusetts-based company in connection with a purported class action alleging violations of ERISA relating to an acquisition of an employee stock ownership plan-owned company, including in the United States Court of Appeals for the Second Circuit, by securing an affirmance of the dismissal with prejudice
- a New Hampshire company in defending allegations that it misappropriated a competitor's trade secrets and other proprietary information
- Massachusetts companies and their individual officers, directors and special board committees in shareholder derivative proceedings commenced pursuant to the Massachusetts Business Corporation Act
- corporations, directors and officers, and special committees of boards of directors in connection with regulatory inquiries and shareholder derivative litigation concerning stock option-granting practices, including in the Delaware Court of Chancery by securing a dismissal with prejudice of a shareholder derivative complaint alleging breach of fiduciary duty and corporate waste
- the directors of a Massachusetts-based corporation in litigation in Massachusetts and Delaware arising from a corporate acquisition valued at approximately $2.2 billion
- companies and individuals in SEC and foreign regulatory insider trading investigations
- investment advisers in regulatory inquiries and civil litigations in connection with the Bernard Madoff scandal
- public companies and their individual officers and directors in internal and SEC investigations and related civil litigation

Mr. Hines' notable decisions include:

- *In re Novell, Inc. Shareholder Litigation*, No. 632-VCN, slip op. (Del. Ch. Nov. 25, 2014) (granting summary judgment in favor of former directors of Novell in a case alleging that the Novell directors breached their fiduciary duties in connection with the sale of the company to Attachmate Corporation)
- *Ehrlich v. Phase Forward Inc.*, No. 10-P-1510, slip op. (Mass. App. Ct. Oct. 21, 2011) (affirming dismissal of a complaint challenging a merger transaction)
- *Elliot v. Millipore Corp.*, No. 10-853-BLS2, slip op. (Mass. Super. Ct. June 4, 2010) (denying plaintiff's motion seeking to enjoin a shareholder vote on whether to approve a proposed merger transaction)
- *Landry v. Sycamore Networks, Inc.*, 76 Mass. App. Ct. 1104, 2009 WL 4908614 (Dec. 22, 2009) (affirming dismissal of complaint brought by a former employee of a Massachusetts-based technology company alleging breach of contract, fraud and wrongful termination)
- *New Jersey Carpenters Pension & Annuity Funds v. Biogen Idec Inc.*, 537 F.3d 35 (1st Cir. 2008) (affirming dismissal of putative class action alleging securities fraud on the ground that the complaint failed to raise a strong inference of scienter)
- *DeSimone v. Barrows*, 924 A.2d 908 (Del. Ch. 2007) (dismissing shareholder derivative complaint because the shareholder failed to allege demand futility with particularity in connection with allegations of stock option "backdating")
- *Brooks v. AIG SunAmerica Life Assurance Co.*, 480 F.3d 579 (1st Cir. 2007) (affirming summary judgment in favor of defendant insurance company of a putative class action seeking damages in connection with alleged breaches of insurance policies)
- *In re Spectrum Brands, Inc. Securities Litigation*, 461 F. Supp. 2d 1297 (N.D. Ga. 2006) (dismissing putative class action alleging violations of the federal securities laws on the ground that plaintiffs' allegations of "channel stuffing" were not pled with particularity)
- *Lichtenfeld v. Bucknum*, No. 05-2205, 2006 WL 446109 (Mass. Super. Ct. Jan. 31, 2006) (dismissing shareholder derivative complaint because the shareholder plaintiff failed to plead sufficiently wrongful refusal of demand)

Selected Publications

"Inside the Courts," *Skadden Publication*, Recurring publication

"Investment Management Update," *Skadden Publication*, Recurring publication

"Supreme Court Holds Item 303 Omissions Are Not Actionable Under Section 10(B) of Exchange Act," *Thomson Reuters' Wall Street Lawyer*, May 2024

"Skadden Discusses Scotus Ruling That Omissions Not Actionable Under Section 10(B) of Exchange Act," *The CLS Blue Sky Blog*, April 18, 2024

"Macquarie Ruling Raises the Bar For Securities Fraud Claims," *Law360*, April 17, 2024

"Supreme Court Holds Item 303 Omissions Are Not Actionable Under Section 10(b) of Exchange Act," *Skadden Publication*, April 12, 2024

"Supreme Court Grants Review on Proof Needed in Sarbanes-Oxley Anti-Retaliation Claim," *Skadden Publication*, May 5, 2023

"Scienter Defenses in Securities Fraud Actions," *LexisNexis Practical Guidance*, 2022

"Courts Weigh ERISA Fiduciary Duty Pleading Standards and Limit Arbitration Clauses," *Skadden's 2022 Insights*, January 19, 2022

Speaking Engagements

Mr. Hines was featured in a 2017 multi-part video series on *Ignites* discussing trends in ERISA 401(k) litigation.