

## Rising Star: Skadden's Edward Micheletti

By **Ben James**

Law360, New York (March 30, 2011) -- Skadden Arps Slate Meagher & Flom LLP's Edward B. Micheletti has been involved in some of the most significant deal-related litigation to arise in recent years, helping clients including Activision Inc., XTO Energy Inc. and Qwest Communications International Inc. end shareholder challenges to multibillion-dollar deals — achievements that have landed him a spot on Law360's list of securities lawyers under 40 to watch.

Micheletti, 39, is a partner based in Skadden's Wilmington, Del., office. He has handled cases connected to more than \$200 billion in deals in the last three years alone.

"Ed's record with complex, multidistrict litigation is really superb. The quality and quantity of deal transactions which he has successfully resolved is stunning. His record in complex litigation outside the deal context is also vast and is a testament to his legal knowledge, skill and judgment," said Edward Welch, head of Skadden's Delaware office.

Micheletti pointed to his representation of Activision in a Michigan pension fund's lawsuit — which challenged an \$18.9 billion deal in which Vivendi SA acquired a majority stake in Activision — as an example of a recent noteworthy engagement.

He handled arguments for Activision at every stage of the litigation, which started in the Delaware Court of Chancery and went up to the Delaware Supreme Court. Micheletti convinced the Chancery Court to deny a request to enjoin the transaction before getting the complaint dismissed.

An appeal followed, which led to Micheletti arguing on Activision's behalf before the Delaware Supreme Court — sitting en banc — which affirmed the lower court's decision to dismiss the case. That was followed by a \$3 million fee request from plaintiffs' counsel, which was denied.

Activision took the position that the plaintiffs waived their ability to seek the fees when they failed to pursue their fee application before taking an appeal, Micheletti explained, adding that the case was hard-fought from the outset.

"The litigation relating to the deal lasted about three years in all, and ended with the fee application being denied," he said.

Micheletti's experience also includes representing XTO Energy in litigation in Texas and Delaware stemming from XTO's 41 billion tie-up with Exxon Mobil Corp., which was wrapped up by a settlement, as well as representing Qwest Communications International Inc. in cases in Colorado and Delaware arising from a deal worth roughly \$22 billion, which also led to a settlement.

Micheletti started working for Skadden in 1999 in the firm's New York office. While he enjoyed living and working in

New York, Micheletti said, he had just completed a clerkship in the Delaware Court of Chancery, during which he had "caught the Chancery bug."

He eventually decided to return to Delaware, but not before getting a chance to work with New York-based Skadden partners Jay Kasner and Scott Musoff.

"I feel like that really afforded me the opportunity to learn from the best at a very early stage of my career," Micheletti said.

"Ed has made it a priority throughout his career to become one of the most knowledgeable guys in the room when it comes to issues of Delaware law. Because of his tireless efforts in this regard, he is always poised to provide a balance of strategic, aggressive and prudent guidance on his clients' most pressing matters," said Kasner, head of Skadden's securities litigation practice.

Micheletti recalled Musoff telling him to keep his head down and his nose to the grindstone, and that if he did so, things would take care of themselves.

"Those words are absolutely true. To a certain extent, that's the hallmark of every Skadden lawyer," according to Micheletti. "There are not a lot of airs here. It's just about people working real hard and doing what they can to service the client's needs."

Though Micheletti grew up wanting to be a baseball player, the law was always a possible career path. Micheletti's father was an attorney who ended up serving as a state court judge in New Jersey, and he named his son Edward Bennett, after Edward Bennett Williams, founder of the law firm Williams & Connolly LLP.

Coincidentally, Williams' clients included Playboy founder Hugh Hefner, and Micheletti is currently representing Playboy Inc. in litigation arising from Hefner's proposed \$200 million transaction to take the company private.

When Micheletti was about to start his career at Skadden, Vice Chancellor Jack B. Jacobs told him to always carve out time for his family, regardless of how busy he became, Micheletti recalled. Micheletti, who is married and has three children, spends pretty much all of his free time at home with his family, he said, adding that he also tries to attend his son's baseball games whenever possible.

Micheletti compared Skadden to the New York Yankees, his favorite baseball team.

"The reality is, I've got the best teammates in the world here," he said.

--Editing by Lisa Uhlman.

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