Edward B. Micheletti

Skadden

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Litigation



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Education

J.D., Widener University School of Law, 1997 (*summa cum laude;* Valedictorian; Editor-in-Chief, *Delaware Journal of Corporate Law*)

B.S., University of Scranton, 1993

Bar Admissions

Delaware
New York
New Jersey

Experience

Clerkship, Hon. Jack B. Jacobs, Court of Chancery of the State of Delaware

Clerkship, Hon. Thomas F. Shebell, Jr., P.J.A.D., Superior Court of New Jersey

Associations

Member, Court of Chancery Rules Committee

Member, Corporation Law Council of the Delaware State Bar Association

Ed Micheletti is one of Delaware's most prominent Chancery and corporate litigators, and is known for representing public companies, boards of directors, special committees, acquirers, financial institutions and senior executives in their most consequential disputes. For more than 25 years, Mr. Micheletti has successfully litigated high-stakes matters at the trial and appellate levels in Delaware and across the country, with a practice focused on M&A litigation, corporate governance disputes, derivative actions, statutory proceedings and complex commercial matters involving Delaware law.

Praised as "a top Chancery attorney," Mr. Micheletti is ranked Band 1 by *Chambers USA* for Chancery litigation and has been described by clients as "a leader," "relentless and dogged," "phenomenal" and "one of the most practical lawyers [they've] ever dealt with." Clients regularly turn to him for disputes that require not only sophisticated litigation judgment, but also deep familiarity with the Delaware courts, Delaware fiduciary duty law and the strategic dynamics that often drive corporate control litigation.

Mr. Micheletti has an extensive record of success in "bet-the-company" matters, including hostile takeovers, activist shareholder campaigns, proxy contests, "busted deal" litigation, merger challenges, fiduciary duty claims, post-closing disputes and other litigation arising from transformative corporate transactions. He has defended companies, boards, special committees, buyers, sellers and financial advisors in proceedings seeking both injunctive relief and money damages, and he has worked on cases involving many of the most significant areas of Delaware corporate litigation, including seminal matters such as *Omnicare*, *Toys "R" Us* and *Lyondell*.

A highly experienced courtroom advocate, Mr. Micheletti has handled expedited proceedings, preliminary injunction applications, trials, dispositive motions and appeals in matters where timing, credibility and command of Delaware law are critical. His trial experience includes matters involving merger and other transaction disputes, corporate governance, fiduciary duties and disclosure issues, advancement and indemnification claims, books and records demands, contested elections, appraisal proceedings and other corporate disputes arising under Delaware law. He also has substantial experience litigating matters involving securities law, complex commercial disputes and escheat law in Delaware and federal and state courts throughout the U.S.

Mr. Micheletti's practice stretches across merger litigation, fiduciary duty disputes, statutory proceedings, transaction-related challenges and high-profile corporate control matters, with a wide breadth of recent representations that include representing former Anaplan directors and officers in litigation challenging Anaplan's $10.4 billion sale to Thoma Bravo, including securing Delaware Supreme Court affirmance of the dismissal of stockholder claims; Elon Musk and X Holdings in litigation arising from the acquisition of Twitter; Activision Blizzard and certain directors and officers in Delaware litigation arising from Microsoft's acquisition of Activision; and serving as counsel to Goldman Sachs in the Dell Technologies Class V stockholder litigation.

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Mr. Micheletti has represented numerous *Fortune* 500 and other companies, as well as their directors and C-suite executives, including:

- AIG
- Activision Blizzard
- American Apparel
- Basell
- Becton
- CME Group
- Countrywide
- Cypress Semiconductor
- Danaher
- Dickinson
- Elon Musk/Twitter
- Express Scripts
- Gannett Co.
- Goldman Sachs
- Intercept Pharmaceuticals
- Jos. A. Bank
- JPMorgan Chase
- Lattice Semiconductor
- LSI Corporation
- LVMH
- MP Materials
- NCS
- Novell
- Openwave
- Perella Weinberg Partners
- Plum Creek
- RRD
- Qlik
- SanDisk
- SmileDirectClub
- Southwestern Energy
- Taylor Commercial Foodservice
- Technicolor
- Toys "R" Us
- Tumi
- Ultragenyx
- Viacom board members
- Yahoo
- Zayo

In addition to his litigation practice, Mr. Micheletti is widely regarded as a leading authority on Delaware corporation law. He frequently advises clients on issues arising under the Delaware General Corporation Law and has written extensively on Delaware corporate law topics, including articles that have been cited by the Delaware Court of Chancery and Delaware Supreme Court. He is a member of the Court of Chancery Rules Committee and the Corporation Law Council of the Delaware State Bar Association, which reviews and recommends annual revisions to the Delaware General Corporation Law. He also is the co-author of the treatise *Mergers and Acquisitions Deal Litigation Under Delaware Corporation Law*.

Mr. Micheletti has been repeatedly recognized by *Chambers USA* and *The Best Lawyers in America*. He was named a *Lawdragon* Legend in 2024 and has been repeatedly recognized as one of its 500 Leading Global Litigators, 500 Leading Litigators in America and 500 Leading Lawyers in America.

Selected Publications

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

"Delaware Court of Chancery Declines to Apply Section 144 Safe Harbors but Dismisses Most Defendants Under Common Law Protections," *Skadden Publication*, September 10, 2026

"New Day, New Rules: Five Key Aspects of Amended DGCL Section 144 and Section 220," *Harvard Law School Forum on Corporate Governance*, July 26, 2026 and *Skadden Publication / Insights: The Delaware Edition*, July 2026

"Waiting Is the Hardest Part: Delaware Supreme Court Rejects Activist Stockholders' 'As Applied' Challenges to Advance Notice Bylaws With No Live Proxy Contest," *Skadden Publication / Insights: The Delaware Edition*, July 2026

"Delaware Supreme Court Upholds Constitutionality of SB21 Provisions Providing Safe Harbors for Controlling Stockholder Transactions," *Harvard Law School Forum on Corporate Governance*, March 14, 2026 and *Skadden Publication*, March 2, 2026

"Delaware Supreme Court Holds That Automatic Forfeiture Provision Does Not Invalidate Contract With Restrictive Covenants," *Skadden Publication*, February 6, 2026

"Delaware Supreme Court Restores Musk's 2018 Pay Package," *Skadden Publication*, December 24, 2025

"SEC Reverses Course on Arbitration Clauses, Potentially Opening the Door to Their More Widespread Adoption," *Skadden Publication*, September 26, 2025

"A Decade Later, the Corwin Doctrine Still Packs a Knockout Punch," *Harvard Law School Forum on Corporate Governance*, August 24, 2025

"Delaware Rulings on Ambiguity, Materiality and Damages in M&A Indemnification Provisions Highlight the Importance of Careful Drafting," *Harvard Law School Forum on Corporate Governance*, August 20, 2025 and *Skadden Publication / Insights: The Delaware Edition*, July 2025

"Don't Call It a Comeback: A Decade Later, the *Corwin* Doctrine Still Packs a Knockout Punch," *Harvard Law School Forum on Corporate Governance*, August 24, 2025 and *Skadden Publication / Insights: The Delaware Edition*, July 2025