

Partner, Wilmington

Litigation



T: 302.651.3220
edward.micheletti@skadden.com

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

For 25 years, Ed Micheletti has successfully represented Skadden clients in high-stakes litigation matters at both the trial court and appellate levels in Delaware and across the country. He is a “Delaware Chancery Court veteran” (*Reuters*) recognized by clients as “a leader” who is “relentless and dogged,” “phenomenal,” “a top Chancery attorney” and “one of the most practical lawyers [they’ve] ever dealt with” (*Chambers USA* - Band 1 in Chancery).

Mr. Micheletti has an extensive track record of wins involving litigation matters arising from M&A, corporate and governance disputes, derivative actions and statutory proceedings in connection with Delaware corporation law. He has extensive experience with “bet-the-company” litigation matters, including hostile takeovers, activist shareholder defense, proxy contests and “busted deal” litigation. Mr. Micheletti also has successfully defended countless shareholder class action M&A litigations in Delaware and throughout the country, including seminal decisions such as *Omnicare*, *Toys “R” Us* and *Lyondell*, among others. Additionally, he has tried numerous statutory matters in connection with indemnification and advancement, books and records demands, contested elections and appraisal matters.

Mr. Micheletti represents a wide array of clients in different business segments, and has successfully defended companies, boards of directors, special committees, buyers and investment banks in numerous trial and appellate proceedings involving injunctive relief and money damages. He also has handled other significant business litigation matters involving, among other areas, securities law, complex commercial litigation and escheat law in Delaware and federal and state courts throughout the United States.

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

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

Mr. Micheletti has been repeatedly selected for inclusion in *Chambers USA* and *The Best Lawyers in America*. He also was named a *Lawdragon* Legend in 2024 and has been recognized among its 500 Leading Global Litigators and 500 Leading Lawyers in America.

In addition to litigation, Mr. Micheletti has extensive experience with, and frequently provides corporate advice concerning, the Delaware General Corporation Law. He also has written numerous articles on Delaware Corporation Law topics, some of which have been cited in opinions issued by the Delaware Court of Chancery and Delaware Supreme Court. He is a member of the Court of Chancery Rules Committee, as well as a member of the Corporation Law Council of the Delaware State Bar Association, which is responsible for reviewing and recommending revisions to the Delaware General Corporation Law on an annual basis. Mr. Micheletti also is the co-author of the treatise *Mergers and Acquisitions Deal Litigation Under Delaware Corporation Law*.

Selected Publications

“Inside the Courts,” *Skadden Publication*, Recurring

“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

“Delaware Supreme Court Reaffirms Protection of Arm’s-Length Bargaining,” *Harvard Law School Forum on Corporate Governance*, July 1, 2025, and *Skadden Publication*, June 20, 2025

“Delaware Tells Companies: ‘Let’s Stay Together,’” *Skadden Publication / The Informed Board*, Spring 2025 and *Harvard Law School Forum on Corporate Governance*, May 23, 2025

“Delaware Amendments Provide Safe Harbors for Interested D&O and Controller Transactions, and Restrict Books and Records Demands,” *Skadden Publication*, April 2, 2025

“Proposed 2025 Amendments to the Delaware General Corporation Law,” *Skadden Publication*, February 28, 2025

“Delaware Corporate Law: Recent Trends and Developments,” *Skadden Publication*, February 17, 2025

“2025 Outlook: Key Delaware Court Appeals and Their Impact on Corporate Law,” *Harvard Law School Forum on Corporate Governance*, January 14, 2025 and *Skadden Publication / Insights: The Delaware Edition*, December 2024

“Earnout Eruption: Delaware Courts Interpret ‘Best Efforts’ Clauses Amid Surging Earnout Provisions,” *Skadden Publication / Insights: The Delaware Edition*, December 2024

“Delaware Supreme Court Clarifies Standards Applicable To Advance Notice Bylaws,” *The M&A Advisor*, July-August 2024

“Skadden Discusses Delaware Decisions on Controller Transactions, Standards Of Review, and Disclosure Obligations,” *The CLS Blue Sky Blog*, July 15, 2024

“Court of Chancery Issues First Dismissal of a SPAC Disclosure Complaint,” *Westlaw Today*, July 2, 2024

“Court of Chancery Issues First Dismissal of a SPAC Disclosure Complaint,” *Skadden Publication / Insights: The Delaware Edition*, June 2024

“Recent Updates in Delaware Disclosure Law,” *Skadden Publication / Insights: The Delaware Edition*, June 2024 and *Harvard Law School Forum on Corporate Governance*, June 25, 2024