

Counsel, Wilmington

Litigation; Securities Litigation



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Education

J.D., Cornell Law School, 2008
(*magna cum laude*; Articles Editor,
Cornell Law Review)

B.A., Cornell University, 2005

Bar Admissions

Delaware

U.S. District Court for the District of
Delaware

Publications

"Delaware Corporation Law: Trends
Impacting M&A and Corporate
Litigation in 2019," *Skadden, Arps,
Slate, Meagher & Flom LLP*, February
28, 2019

"The Preclusive Effect of Demand
Futility," *Harvard Law School Forum
on Corporate Governance and Financial
Regulation*, July 19, 2018

"The Inapplicability of *Corwin* and
Section 220," *Harvard Law School
Forum on Corporate Governance and
Financial Regulation*, July 9, 2018

Sarah Runnells Martin focuses her practice on corporate and complex commercial litigation, including representing clients in connection with derivative litigation, class action lawsuits, federal securities suits, appraisal litigation, proxy contests and hostile takeovers in state and federal courts both in Delaware and around the country. Ms. Martin also frequently provides advice to corporations and their boards of directors on issues of corporate governance and the Delaware General Corporation Law.

Ms. Martin's litigation matters include the following representations:

- directors of New Residential Investment Group and Fortress Investment Group in obtaining the dismissal of derivative litigation challenging New Residential's acquisition of HLSS, including a successful Delaware Supreme Court appeal;
- Johnson & Johnson in litigation relating to the inclusion of stockholder proposals in the company's annual meeting materials;
- J.P. Morgan Securities LLC in litigation challenging the sale of Good Technology Corp. to Blackberry Ltd.;
- former officers of Liberty Tax, Inc. in derivative and federal securities litigation;
- American Capital Ltd. and its directors and officers in litigation challenging Ares Capital Corporation's acquisition of American Capital;
- the lead independent director of Viacom, Inc. in litigation challenging the composition of the Viacom board of directors;
- Cheniere Energy, Inc. in one of the first contested actions under Section 205 of the Delaware General Corporation Law, and related litigation surrounding the validity of stock issued under its incentive compensation plan;
- directors and officers of CytRx Corp. in derivative litigations challenging CytRx's option grant practices, licensing of drug candidates and secondary stock offerings;
- Jos. A. Bank and its directors and officers in expedited litigation relating to its receipt of a takeover proposal from The Men's Wearhouse;
- Activision Blizzard, Inc. in class and derivative litigation challenging its repurchase of stock from Vivendi, S.A. and related transactions, including a successful Delaware Supreme Court appeal;
- J.G. Wentworth Inc., JLL Partners and affiliates in obtaining dismissal of litigation challenging obligations under a tax receivable agreement;
- Atomico Management, Ltd. in litigation against former employees relating to the misappropriation of trade secrets; and
- J.C. Penney Company, Inc. in a declaratory judgment action relating to interpretation of its indentures.

In addition to various arguments before the Delaware Court of Chancery, Ms. Martin also served as *amicus curiae* for the Family Court of the State of Delaware and successfully briefed and argued certified questions of law before the Delaware Supreme Court regarding malpractice immunity for court-appointed attorneys.