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Education

J.D., The Law School, The University of Chicago, 1998

B.S.F.S., The School of Foreign Service, Georgetown University, 1995

Bar Admissions

Delaware

U.S. Courts of Appeals for the Third and Ninth Circuits

U.S. District Court for the District of Delaware

Jennifer Voss has defended companies, directors and officers in complex litigation matters pending in federal and state courts, including those involving fiduciary duty challenges, derivative claims, and contract and commercial disputes. Mrs. Voss, a member of the Skadden team previously selected as a finalist for *The American Lawyer's* Litigation Department of the Year, is co-author of a seminal, four-volume treatise on corporation law, *Folk on the Delaware General Corporation Law*. She has been repeatedly named one of the country's Top 250 Women in Litigation by *Benchmark Litigation* and listed in *The Best Lawyers in America*, which named her its 2022 Wilmington Litigation - Securities Lawyer of the Year. She also previously was named to *Law360's* list of Rising Stars.

Some of Mrs. Voss' representations have included:

- *Panera Bread Company* — representing the company as lead counsel in a six-day trial in the Court of Chancery of the State of Delaware (the nation's premier business court), where the post-trial decision set the appraisal value at \$12 per share below the merger price
- *Sprint* — defending Sprint in fiduciary and appraisal actions arising from its acquisition of Clearwire, including serving as lead counsel in a 10-day trial in the Court of Chancery of the State of Delaware and securing a complete post-trial victory for the client
- *Rite Aid* — defending Rite Aid and its directors in state and federal courts in connection with its proposed sale to Walgreens and securing dismissal of securities claims
- *DuPont* — representing DuPont in disputes relating to its spin-off of Chemours and the proxy contest run by Triam Partners
- Representing a court-appointed custodian in connection with a disputed court-ordered sale of a privately owned business
- Defending banking clients against mortgage-backed securities fraud claims brought by government-sponsored entities in federal and state courts
- Defending mutual fund clients against market timing and late trading claims brought by the SEC, the New York State Attorney General's Office and securities class action plaintiffs
- *KEMET Corporation and its officers and directors* — defending against securities claims brought in connection with Yageo Corporation's acquisition of KEMET
- *Priceline Group* — defending against a class action shareholder lawsuit seeking to enjoin the company's \$2.6 billion acquisition of OpenTable
- *Hillshire Brands and its officers and directors* — defending against class action lawsuits filed in New Jersey and Maryland in connection with Hillshire Brands' termination of its \$6.6 billion merger agreement with Pinnacle Foods and its subsequent \$8.7 billion tender offer acquisition by Tyson Foods
- *ViroPharma and its officers and directors* — defending a rare disease biopharmaceutical company against class action shareholder litigation seeking to enjoin a merger with Shire valued at \$4.2 billion

Jennifer C. Voss

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- *Chevron Corporation* — defending the company in multiple jurisdictions (federal and state) against class action lawsuits relating to Chevron's \$4.3 billion acquisition of Atlas Energy, Inc.
 - *Allegheny Energy and its officers and directors* — defending against shareholder litigation filed in state and federal courts in Maryland and Pennsylvania, challenging an \$8.5 billion stock-for-stock transaction with FirstEnergy
 - *DRS Technologies and its officers and directors* — defeating a shareholder effort in New Jersey state court to enjoin a \$5.2 billion merger involving an Italian acquirer of a U.S. defense contractor, securing dismissal with prejudice of all claims against the company and its officers and directors, and defeating appeal
 - *The Coca-Cola Company* — defeating shareholder derivative lawsuits challenging the company's decades-old relationship with its primary bottler, and defeating appeal
 - *EMC Corporation* — defeating a class action lawsuit against EMC, challenging its acquisition of preferred and common stock from Voyence, Inc., where common stock received no merger consideration

Mrs. Voss formerly served as a member of the Board on Professional Responsibility, by appointment of the Delaware Supreme Court.

Associations

By appointment of the Delaware Supreme Court, former member of the Board on Professional Responsibility and Chair of the Unauthorized Practice of Law Subcommittee

Advisory Board member, John L. Weinberg Center for Corporate Governance

Publications

Author, *Folk on the Delaware General Corporation Law*

"Inside the Courts," *Skadden, Arps, Slate, Meagher & Flom LLP*, Recurring publication

"Depositions of Shareholder Representative Plaintiffs in M&A Deal Litigation: Revisiting *Steinhardt v. Howard-Anderson*," *The M&A Lawyer*, April 2012

"Avoiding Acquiror Liability in the Merger Context, Where the Target's Common Shareholders Receive No Merger Consideration," *The M&A Lawyer*, November/December 2010

"Lessons From eBay's Battle With Craigslist," *Law360*, October 22, 2010

"Board of Director Obligations: Allocating Merger Consideration Between Preferred and Common Stock," *The M&A Lawyer*, June 2010