

## Steven M. Schatz



Steven Schatz joins FedArb after a 50-year career as a highly sought-after litigator in securities litigation and general commercial disputes. He has navigated numerous successful outcomes in shareholder suits, financial fraud matters, partnership disputes and M&A cases.

During his nearly 40 years with Wilson Sonsini, he served as lead counsel in 175 class actions throughout the country and has participated substantially in excess of a 100 mediations covering a wide variety of disputes. As an appellate lawyer, he has argued more than 30 times in various federal Courts of Appeal as well as the Supreme Courts of California and Delaware.

His representations have run the gamut from technology to biotech, from apparel to financial services to not-for profit colleges and on-line learning to gaming. His individual representations have ranged from start-up entrepreneurs to individuals who held prominent positions in business and government. At Wilson Sonsini, he served as counsel in some of the most significant and sensitive matters including as Hewlett-Packard's lead trial counsel in Walter Hewlett's unsuccessful challenge to HP's acquisition of Compaq in Delaware Chancery Court. In *SEC v. Siebel Systems*, he represented the defendants in the first successful challenge to a suit by the SEC under Reg. FD and has been lead counsel in numerous merger cases including for Freescale Semiconductor which at the time was the largest going-private transaction in the technology industry.

He has also arbitrated matters involving break-ups of well-known financial institutions, representations on behalf of departing partners, and even a dispute over the ownership of a commercial aircraft.

Steve has become known as someone "who knows how to settle cases," including securities and merger class actions to partnership disputes to post-merger price adjustment suits. He studies the facts and ferrets out the needs of each of the constituents-the plaintiffs, the defendants and (where applicable) the insurers. He seeks resolutions that are efficient, expeditious and fair.

### Areas of Expertise:

- CLASS ACTION
- COMMERCIAL LITIGATION
- CONTRACTS
- CORPORATE INVESTIGATIONS/ WHITE COLLAR
- MERGERS & ACQUISITIONS
- MONITORING
- REGULATORY COMPLIANCE
- SECURITIES/ FINANCIAL SERVICES

## **Prior Experience**

From 1975 to 1979, Steve served an Assistant United States Attorney in the Southern District of New York. His successful jury trials included the prosecution of Allen Klein, former manager of the Beatles, a senior member of the United States mission to the United Nations, and the head of a Legal Services unit charged with self-dealing and fraud. Law Clerk for Hon. Walter R. Mansfield, United States Court of Appeals for the 2nd Circuit.

## **Practice Areas Illustrative Matters**

### **Complex Commercial Litigation and Arbitration Disputes:**

- Defended drug manufacturer in suit brought by Australian research institute which claimed breach of contract — favorable settlement
- Defended large German corporation in suit brought by venture fund claiming improper dilution — favorable settlement
- On behalf of Vivint Solar sued SunEdison in Delaware Chancery Court and later Bankruptcy Court in New York for breach of merger agreement — favorable settlement
- Represented (with English counsel) senior corporate officer who testified in breach of contract and fraud trial in English court.

### **Securities Class Actions:**

- Approximately 175 class and derivative actions nationwide.
- Represented HP and its officers and directors in multiple suits arising from acquisitions- Compaq (Hanlon) and Autonomy; spins (DXC); product disappointments (Gamel); disappointing financial results (Electrical Workers); accounting allegations (York).
- Successful representations of companies and officers and directors in wide array of fields and locations including SunPower (Northern District of California); Accelerate Diagnostics (Southern District of Arizona); Body Central (apparel) (Middle District of Florida); H&R Block (Eastern District of Missouri); Industri-Matematik (Southern District of New York); Networth (Northern District of Texas) Avaya (District of New Jersey); Zagg (District of Utah); Zynga (gaming); Strayer Education (for-profit college) (Middle District of Florida).

### **Mergers and Acquisitions Including Post Merger Disputes:**

- Successfully represented HP in challenge to acquisition of Compaq by Walter Hewlett - outcome: acquisition proceeded
- Successfully defeated preliminary injunction against infogroup - outcome: transaction proceeded
- Successfully represented TIBCO in challenges to going private - outcome: transaction proceeded and settlement
- Successfully represented ExamWorks in challenge to going private - outcome: transaction proceeded and settlement

- Successfully represented major venture firm and board designee in Delaware suit alleging breach of fiduciary duty and control person liability - settlement

### **Partnership Disputes and Breakups:**

- Represented 16 departing partners of consulting firm in lengthy arbitration.
- Successfully represented departing partner from private equity/hedge fund.
- Represented Robertson Stephens in a suit brought by departing name partner from investment firm. After a lengthy arbitration, settled on very favorable terms.

### **Corporate Investigations:**

- FCPA internal investigation of U.S. pharmaceutical company operating in China regarding possible FCPA violations;
- Represented a special committee of a biotech company investigating hacking;
- Represented biotech board committee investigating alleged conflict of interest of senior officer;
- Represented outside directors in inquiry of founder for potential conflict of interest and theft of corporate opportunity;
- Conducted internal investigation of solar company relating to compliance with prior SEC mandate.

### **Contract Disputes:**

- Multiple cases involving breach of royalty and/or earnout agreements.
- Also see above

### **Fiduciary Duty:**

- Counseled numerous companies and institutions regarding proper governance ranging from large international public companies to the American Automobile Association to the San Francisco Symphony.

### **Publications:**

- Fee Shifting, Here Today Gone Tomorrow?, Daily Law Journal, June 2014.
- The Landlord's Emerging Responsibility for Tenants Securities, 71 Columbia Law Review 275.
- Punitive Damages May Be Awarded in the Federal Employer's liability Act, 71 Columbia Law Review 1113.

### **Education:**

- J.D., Columbia Law School, 1972, *Notes and Comments Editor*, Columbia Law Review; Class of 1912 Prize
- B.A., Economics, University of Pennsylvania, 1969

### **Honors:**

- Honored in Chambers USA: America's Leading Lawyers for Business as one of the top attorneys for both securities litigation and general commercial litigation
- Named in the Lawdragon 500 Leading Litigators in America for 2022



- Selected for inclusion in The Legal 500 US
- Testified before Senate Judiciary Committee for Securities Litigation
- President of the ABTL of Northern California

**Admissions:**

- California Bar
- District of Columbia Bar
- New York Bar