

# 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

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*).

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:

- 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

# Edward B. Micheletti

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

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

“Skadden Discusses Delaware Chancery Decision on Who Can Recover Lost-Premium Damages,” *The CLS Blue Sky Blog*, January 18, 2024

“Insights From Delaware Litigators,” *Harvard Law School Forum on Corporate Governance*, January 16, 2024

“‘Busted Deals’ and Damages: Court of Chancery Clarifies Who Can Recover ‘Lost-Premium’ Damages,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 23, 2023

“Insights From Delaware Litigators: What We’re Watching in 2024,” *Skadden’s 2024 Insights*, December 13, 2023

“Post-Trial Oracle Ruling Provides a Roadmap for Navigating Transactions With an Influential Fiduciary on Both Sides of the Deal,” *Westlaw Today*, July 10, 2023

“Ruling Provides Roadmap For Navigating Transactions With Fiduciary on Both Sides,” *Harvard Law School Forum on Corporate Governance*, June 25, 2023

“Proposed Changes to Delaware Law Would Facilitate Ratification of Defective Corporate Acts, Disposition of Pledged Assets, Stock Splits and Changes to the Number of Authorized Shares,” *Wall Street Lawyer*, June 2023

“*En Banc* Panel of Ninth Circuit Enforces Forum Selection Clause To Dismiss Derivative Securities Claims, Confirming Circuit Split,” *Westlaw Today*, June 9, 2023

“Post-Trial Oracle Ruling Provides a Roadmap for Navigating Transactions With an Influential Fiduciary on Both Sides of the Deal,” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 7, 2023

“The Court of Chancery Holds That Corporate Officers, Like Directors, Owe a Duty of Oversight,” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 7, 2023

“*En Banc* Panel of Ninth Circuit Enforces Forum Selection Clause To Dismiss Derivative Securities Claims, Confirming Circuit Split,” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 2, 2023

“De-SPAC Transaction Trends in 2023,” *LexisNexis Practical Guidance*, 2023