
Contributors

Afra Afsharipour is Professor of Law and Martin Luther King, Jr Hall Research Scholar at the University of California, Davis School of Law. Afsharipour is widely published and lectures frequently on various topics involving comparative corporate law, corporate governance, mergers and acquisitions, transactional law, and related issues. Her scholarship has appeared in a number of books and law reviews, including the *Columbia Law Review*, the *Minnesota Law Review*, the *Vanderbilt Law Review*, and the *UC Davis Law Review*. She serves on the board of the younger comparativists committee of the American Society of Comparative Law. She also served as a law clerk to the Honorable Rosemary Barkett of the US Court of Appeals for the Eleventh Circuit. She received her JD from Columbia Law School, where she was named a Harlan Fiske Stone Scholar, and a BA, magna cum laude, from Cornell University.

Jordan M. Barry is Herzog Endowed Scholar and Professor of Law at the University of San Diego School of Law. His research includes articles on corporate and securities law, law and economics, and tax law, and has been published in the *Stanford Law Review*, the *University of Pennsylvania Law Review*, and the *Virginia Law Review*, among other journals. Prior to joining the faculty at the University of San Diego School of Law, he practiced law in the New York office of Fried, Frank, Harris, Shriver & Jacobson and served as a law clerk to the Honorable Jay S. Bybee of the US Court of Appeals for the Ninth Circuit.

Robert P. Bartlett, III is Professor of Law at UC Berkeley and Faculty Co-Director of the Berkeley Center for Law, Business, and the Economy. Bartlett's primary area of research focuses on the operation of capital markets and the unique role that law and legal institutions play in their formation and behavior. As a former securities attorney in the Silicon Valley, Bartlett also focuses much of his research on venture capital and start-up finance.

Albert H. Choi is Albert C. BeVier Research Professor and Professor of Law at the University of Virginia Law School. He earned a JD from Yale Law School and a PhD in economics from the Massachusetts Institute of Technology. His research and teaching interests include contracts, corporate finance, corporate law, mergers and acquisitions, and law and economics.

John C. Coates IV joined the Harvard Law School faculty in 1997 after private practice at the New York law firm of Wachtell, Lipton, Rosen & Katz, where he was a partner specializing in mergers and acquisitions, corporate and securities law, and the regulation of financial institutions. He was named the John F. Cogan Jr Professor of Law and Economics in 2006, chairs the faculty committee on executive education and teaches contracts, corporations, corporate governance and financial regulations. He is also a Visiting Professor of Business Administration at Harvard Business School, where he teaches finance, corporate governance and M&A. He is a member of the American Law Institute and the author of numerous articles on corporate, securities and financial institution law, and for seven years co-authored the leading annual survey of developments in financial institution M&A.

Jacob J. Fedechko is a JD candidate at Widener University Delaware Law School and the Editor in Chief of the *Delaware Journal of Corporate Law*. He is also the Josiah Oliver Wolcott Fellow to Chief Justice Leo E. Strine, Jr.

Sean J. Griffith is the T.J. Maloney Chair and Professor of Law at Fordham Law School. He has taught at the University of Connecticut School of Law, Columbia Law School, New York University School of Law, and the University of Pennsylvania Law School. Professor Griffith received his law degree magna cum laude from the Harvard Law School, where he was an editor of the *Harvard Law Review* and a John M. Olin Fellow in Law and Economics. Prior to entering academia, Professor Griffith worked as an associate in the corporate department of Wachtell, Lipton, Rosen & Katz in New York.

Lawrence A. Hamermesh is the Ruby R. Vale Professor of Corporate and Business Law, Widener University Delaware Law School. After graduating from Haverford College in 1973, and from Yale Law School in 1976, Professor Hamermesh practiced law with Morris, Nichols, Arsht & Tunnell, Wilmington, Delaware, as an associate from 1976 to 1984, and as a partner from 1985 to 1994. He joined the faculty at Widener Delaware in 1994, and teaches and writes in the areas of corporate finance, mergers and acquisitions, securities regulation, business organizations, and professional responsibility. In 2010–2011 Professor Hamermesh served as Senior Special Counsel in the Securities and Exchange Commission's Division of Corporation Finance. Since 1995, Professor Hamermesh has been a member of the Council of the Corporation Law Section of the Delaware State Bar Association, which is responsible for the annual review and modernization of the Delaware General Corporation Law, and served as Chair of the Council from 2002 to 2004. In 2002 and 2003 he also served as the Reporter for the American Bar Association's Task Force on Corporate

Responsibility. Since 2013 he has been the Reporter for the American Bar Association Business Law Section's Corporate Laws Committee, which supervises the drafting of the Model Business Corporation Act.

Claire A. Hill holds the James L. Krusemark Chair in Law. Professor Hill's research interests include corporate governance, capital structure, structured finance, rating agencies, secured debt, contract theory, law and language, behavioral economics, and political psychology. She has published numerous articles on these and other topics; her articles have appeared in law reviews as well as journals in finance and psychology. She is the co-author of a book, with Richard Painter, published by University of Chicago Press, entitled *Better Bankers, Better Banks*, and of a Mergers and Acquisitions textbook (with Brian Quinn and Steven Davidoff Solomon), to be published by West. She is also a member of the American Law Institute, and an associate reporter on its Principles of Compliance, Risk Management, Governance and Enforcement project.

Lyman Johnson is the Robert O. Bentley Professor of Law at Washington and Lee University and Professor of Law at the University of St Thomas (Minneapolis). His areas of expertise are corporate and securities law. He has written dozens of articles on corporate and securities law issues, appearing, for example, in the *Columbia, Texas, Michigan and Vanderbilt Law Reviews*, *The Business Lawyer* and *The Delaware Journal of Corporate Law*. Professor Johnson is a member of the American Law Institute, past Chair of the Section on Partnerships and LLCs of the Association of American Law Schools, and a founding Executive Committee member of the Transactional Law Section. He frequently speaks at academic conferences and serves as an expert witness in complex corporate litigation. Professor Johnson graduated from Carleton College, magna cum laude, Phi Beta Kappa, with a law degree from the University of Minnesota, magna cum laude. He was a partner in the law firm now known as Robins Kaplan.

Charles R. Korsmo is an Associate Professor of Law at the Case Western Reserve University School of Law, where he teaches courses in corporate law, corporate finance, and torts. Korsmo's articles have appeared in the *William & Mary Law Review* and the *Brooklyn Law Review*, among others. His scholarship has been cited by the US Court of Appeals for the Second Circuit and in the *New York Times*. Prior to joining the faculty at Case Western, Korsmo was a Visiting Assistant Professor at Brooklyn Law School. Korsmo clerked for the Honorable Ralph K. Winter on the US Court of Appeals for the Second Circuit, and practiced in the New York offices of Sullivan & Cromwell LLP. From 2001 to 2003, Korsmo worked at the Environmental Protection Agency and for the US

House of Representatives as staff for the House Policy Committee and the Homeland Security Committee. In 2011, President Obama appointed Korsmo to the Board of Trustees of the Barry Goldwater Scholarship and Excellence in Education Foundation. He holds a BS in physics from the Massachusetts Institute of Technology and a JD from Yale Law School.

Brett H. McDonnell is the Dorsey & Whitney Chair in Law at the University of Minnesota Law School. He received his BA in economics and political science in 1985 from Williams College, his M.Phil. in economics from Emmanuel College, Cambridge University, in 1987 and his PhD in economics from Stanford University in 1995. He clerked for the Honorable Alex Kozinski of the United States Court of Appeals for the Ninth Circuit from 1997 to 1998. He then practiced as an associate at Howard, Rice, Nemerovski, Canady, Falk & Rabkin in San Francisco, where he concentrated on general corporate counseling and public offerings and acquisitions. He started teaching at the University of Minnesota in 2000.

Minor Myers is a Professor of Law at Brooklyn Law School, where he teaches courses on corporate law, mergers and acquisitions, corporate finance, and property. His scholarship focuses on corporate governance, shareholder litigation, executive compensation, and corporate director behavior. He has presented his research at the American Law & Economics Association, the Conference on Empirical Legal Studies, the Canadian Law and Economics Association, and the European Association for Law and Economics. His work has been selected for the Harvard/Stanford/Yale Junior Faculty Forum and the NYU/Penn Conference on Law & Finance. He and his research have appeared in the *New York Times*, *Washington Post*, *Wall Street Journal*, and the *Financial Times*, among other publications. He is a graduate of Yale Law School and Connecticut College.

Christopher C. Nicholls holds the W. Geoff Beattie Chair in Corporate Law at Western University's Faculty of Law in London, Ontario, Canada. He also serves as Head of Research and Policy, Capital Markets Institute, Rotman School of Management, University of Toronto, as a Research Fellow with the Filene Research Institute, and as a public director and Vice-Chair of the Board of Directors of the Mutual Fund Dealers Association of Canada. He is the author of numerous articles in the business law field as well as five books: *Corporate Law*, *Securities Law* (co-authored with Jeff MacIntosh), *Financial Institutions: The Regulatory Framework*, *Corporate Finance and Canadian Law* (now in its second edition) and *Mergers, Acquisitions, and Other Changes in Corporate Control* (now in its second edition).

Darius Palia is the Thomas A. Renyi Endowed Chair in Banking, a Professor in the Finance and Economics Department at Rutgers Business

School, and a Senior Fellow at the Center for Contract & Economic Organization at Columbia Law School. Professor Palia conducts research in corporate finance, banking, and law and economics. He has also taught as a full-time professor at Columbia Business School, Princeton, the University of Chicago, and UCLA. Professor Palia is an associate editor of the *Journal of Financial and Quantitative Analysis* and received his MBA and PhD from the Stern School of Business at New York University.

Donald F. Parsons, Jr. retired from the bench in late 2015 after completing a successful 12-year term as a Vice Chancellor on the Delaware Court of Chancery, one of the nation's preeminent business courts. In that capacity, Vice Chancellor Parsons handled hundreds of complex corporate and commercial cases, including litigation dealing with important issues under Delaware's General Corporation Law and its alternative entity statutes. Before joining the Court of Chancery, he was a partner at Morris, Nichols, Arsht & Tunnell in Wilmington, where he is now senior counsel.

Brian J.M. Quinn is an associate professor of law, and associate dean of Boston College Law School. Professor Quinn teaches and researches in the area of corporate law, mergers and acquisitions, deals, and transactional law.

Fernán Restrepo is a J.S.D. candidate at Stanford Law School and, beginning in 2016, a PhD candidate at Cambridge University. Fernán also holds an LL.M. from Harvard Law School, an M.Sc. in Statistics from Stanford University (expected 2016), an LL.B. from Universidad Javeriana, and a BA in Economics from Universidad de los Andes. Fernán's research focuses on corporate law, financial regulation, and securities regulation. As a doctoral student, Fernán has been a John M. Olin Fellow in Law and Economics and winner of the John Hart Ely Prize in Law and Economics.

Christina M. Sautter is the Cynthia Felder Fayard Professor of Law and the Byron R. Kantrow Professor of Law at Louisiana State University Paul M. Hebert Law Center. Her scholarship explores the impact of judicial rulings, fiduciary duties, market conditions, and acquisition agreement terms on the Mergers & Acquisitions (M&A) sale process for public companies. More recently she has utilized law and economics theory to explore the relationship between deal protection devices and a board's fiduciary duties in the M&A sale process. Prior to joining the legal academy she worked in the M&A Group of Shearman & Sterling LLP in New York, and clerked for the late Honorable H. Emory Widener, Jr of the United States Court of Appeals for the Fourth Circuit. She received her JD, summa cum laude, from Villanova University School of Law and her BS, summa cum laude, from Florida State University.

Simone M. Sepe holds doctoral degrees in both law and economics, respectively from Yale Law School and the Toulouse School of Economics. Before entering into academia, he practiced law at Clifford Chance in London and worked as an investment banker at Fortress Investment Group in London. He is Professor of Law and Finance at the University of Arizona and Program Director in Law at the Institute for Advanced Study in Toulouse – Fondation Jean-Jacques Laffont – Toulouse School of Economics. His research examines questions in corporate law, contract theory, and financial regulation. His recent work focuses on corporate governance and, in particular, the division of power between boards and shareholders.

Megan Wischmeier Shaner is an Associate Professor of Law at the University of Oklahoma College of Law. Professor Shaner teaches Business Associations, Contracts, Corporate Drafting, and Unincorporated Business Entities. Her scholarly interests lie in the areas of corporate governance and mergers and acquisitions. Prior to academia, Professor Shaner was a senior associate at Richards, Layton & Finger, P.A., in Wilmington, Delaware, where her practice focused on advisory and transactional matters relating to Delaware corporations and alternative entities. Professor Shaner received her JD, with distinction, from the University of Iowa College of Law and a BS, magna cum laude, from Drake University.

D. Gordon Smith is the Glen L. Farr Professor of Law at the J. Reuben Clark Law School of Brigham Young University. A Delaware corporate lawyer, Professor Smith has written extensively on fiduciary law and is a leading figure in the field of law and entrepreneurship. In addition to publishing over thirty scholarly articles and book chapters, he has co-authored or edited two casebooks, a leading treatise on partnership law, and other scholarly research reviews, including the *Research Handbook on Fiduciary Law* (Edward Elgar). Professor Smith has taught at six law schools in the United States, as well as law programs in Australia, China, England, Finland, France, Germany, and Hong Kong. Before entering academe, Professor Smith was an associate in the Delaware office of Skadden, Arps, Slate, Meagher & Flom.

Steven Davidoff Solomon is a Professor of Law at the University of California, Berkeley, School of Law. His research focuses on financial regulation, hedge funds and private equity, mergers and acquisitions, deals and deal theory, and jurisdictional competition. He has a particular interest in international issues and interdisciplinary research in law and finance.

Guhan Subramanian is the Joseph Flom Professor of Law and Business at the Harvard Law School and the Douglas Weaver Professor of Business

Law at the Harvard Business School. He is the first person in the history of Harvard University to hold tenured appointments at both HLS and HBS. At HLS he teaches courses in negotiations and corporate law. At HBS he teaches in several executive education programs, such as Strategic Negotiations, Changing the Game, Making Corporate Boards More Effective, and the Advanced Management Program. He is the faculty chair for the JD/MBAUS program at Harvard University and the Vice Chair for Research for the Harvard Program on Negotiation. Prior to joining the Harvard faculty he spent three years at McKinsey & Company.

Jason S. Tyler is an associate at the law firm of Morris, Nichols, Arsht & Tunnell LLP in Wilmington, Delaware. He received his JD from New York University School of Law in 2011 and a BA from the Johns Hopkins University in 2005.

David H. Webber's research focuses on diverse aspects of investment law, including shareholder activism, corporate governance, and shareholder litigation. He has published his work in the *New York University Law Review*, the *Northwestern University Law Review*, the *Journal of Corporation Law* and elsewhere, and he has been cited in several leading corporate and securities cases. He has presented his research at the Harvard Stanford Yale Junior Faculty Forum, the Conference on Empirical Legal Studies, and the American Law and Economics Association, among others. Professor Webber holds a JD from the New York University School of Law, where he was a Lederman/Milbank Fellow in Law & Business and an editor for the *NYU Law Review*.

Charles K. Whitehead is the Myron C. Taylor Alumni Professor of Business Law and the inaugural Director of the Law, Technology & Entrepreneurship Program at Cornell Law School. He specializes in business organizations, capital markets, financial institutions and transactions, and mergers and acquisitions. Professor Whitehead was a Research Fellow at Columbia Law School (where he continues as a Visiting Scholar in Residence) before joining the Boston University School of Law in 2006 and Cornell Law School in 2009. He represented clients and held senior legal and business positions in the financial services industry in New York, London, and Tokyo before entering academia. Professor Whitehead was a law clerk to the Honorable Ellsworth A. Van Graafeiland, US Court of Appeals (2nd Circuit), and is a graduate of Columbia Law School, where he was a Harlan Fiske Stone Scholar and a James Kent Scholar, and Cornell University, magna cum laude in Government.