Ryan A. McLeod

Partner

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New York



Ryan McLeod is a litigation partner in the New York office of Gibson Dunn and a member of the firm's Securities Litigation, Securities Regulation and Corporate Governance, M&A, and Shareholder Activism practices. A trusted adviser in both the boardroom and the courtroom, Ryan regularly represents corporations, boards of directors, and special committees in mergers and acquisitions, proxy contests, corporate governance disputes, and class and derivative actions alleging breaches of fiduciary duty.

Ryan handles some of the country's most consequential and sensitive M&A and corporate governance matters, including the recent high-profile deal controversy involving Paramount, Netflix, and Warner Bros. Discovery. His work spans the full range of corporate disputes, from expedited preliminary injunction proceedings through post-closing trials and appeals. His clients have included Meta Platforms, Banco Santander, Charter Communications, and Lions Gate Entertainment.

Ryan has extensive experience litigating corporate matters in the Delaware Court of Chancery and the Delaware Supreme Court, as well as in state and federal courts throughout the country. He also serves as a Lecturer in Law at Columbia Law School and frequently guest lectures on corporate litigation and governance at law schools nationwide.

Recent Representations*

- Defeated an activist stockholder's expedited effort to block the multibillion-dollar merger of Comerica Incorporated and Fifth Third Bancorp.
- Secured summary judgment for the members of the special committee of the board of Continental Resources who negotiated the company's go-private transaction.
- Achieved a doctrine-defining win on the demand futility test in United Food & Commercial Workers Union v. Zuckerberg.
- Achieved a landmark defense victory in Corwin v. KKR Financial Holdings, establishing important precedent on the standard of review for informed stockholder ratification of M&A transactions.
- Successfully defended Sotheby's stockholder rights plan against an activist investor attack in Third Point LLC v. Ruprecht.
- Validated exclusive forum bylaws in Boilermakers Local 154 Retirement Fund v. Chevron.

Ryan is ranked by *Chambers and Partners* for Securities Litigation, with clients praising his "commercial perspective" and describing him as "extremely hardworking." He has also been named a Future Star by Benchmark Litigation and a Rising Star by the *New York Law Journal*. Bloomberg Law selected him for the inaugural edition of *They've Got Next: The 40 Under 40*, and The Legal 500 has recognized him as a "Next Generation Partner" in M&A Litigation: Defense.

Capabilities

Securities Litigation

Litigation

Mergers and Acquisitions

Securities Regulation and Corporate Governance

Shareholder Activism

Credentials

Education

Duke University - 2007 J.D., magna cum laude

Ursinus College - 2004 Bachelor of Arts

Admissions

New York Bar

Delaware Bar

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Ryan earned his J.D., *magna cum laude*, from Duke University School of Law, where he was elected to the Order of the Coif. He served as a staff writer and Chief Executive Editor of the *Duke Law & Technology Review* and as a staff editor of *Law and Contemporary Problems*. He earned his B.A., *summa cum laude*, from Ursinus College, where he was elected to Phi Beta Kappa.

Following law school, Ryan served as a law clerk to the Honorable William B. Chandler III, Chancellor of the Delaware Court of Chancery.

Prior to joining Gibson Dunn, Ryan was a partner in the New York office of a major law firm.

**Matters handled prior to joining Gibson Dunn*

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