Morgan Ratner

Partner

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Washington, D.C.



Morgan Ratner is an experienced appellate advocate and legal-issues specialist who handles the most important cases around the country. She has argued ten cases before the U.S. Supreme Court, where she has had remarkable success at both the certiorari and merits stages.

Morgan regularly briefs and argues appeals and dispositive motions; provides strategic guidance for trial and administrative proceedings; and counsels clients confronting high-stakes legal issues. She has had particular success helping clients navigate—and, when appropriate, challenge—federal regulations. In the last 18 months, she has twice been named *The American Lawyer*'s "Litigator of the Week" (and her matters have been named three times more), including for prevailing in a landmark Delaware corporate-governance dispute and striking down the FCC's net-neutrality rules. *The American Lawyer* named her the 2024 "Young Lawyer of the Year — Litigation", and *Law360* recently profiled her as one of "12 Lawyers Who Are The Future Of The Supreme Court Bar."

Morgan served for more than four years in the Office of the Solicitor General at the U.S. Department of Justice, where she argued securities regulation, bankruptcy, employment, and intellectual property cases before the U.S. Supreme Court. During her tenure, she also filed more than 150 Supreme Court briefs at the merits and certiorari stages and received a John Marshall Award, DOJ's highest award offered to lawyers for exceptional service to the Office of the Solicitor General and DOJ.

After graduating Harvard Law School—where she was awarded the Fay Diploma as the top student in her class—Morgan clerked for Chief Justice John G. Roberts, Jr. of the U.S. Supreme Court and then-Judge Brett M. Kavanaugh of the U.S. Court of Appeals for the D.C. Circuit. She is a member of the Edward Coke Appellate Inn of Court, a volunteer with Street Law, Inc., and a trustee of the Supreme Court Historical Society.

Representative Experience*

- Tesla in two major wins in the Delaware Supreme Court, first persuading the Court to reverse the Chancery Court and reinstate a more than $50 billion incentive compensation plan for Tesla CEO Elon Musk, and then persuading the Court to reduce a challenged fee award by more than $100 million. Morgan was named a "Litigator of the Week" by *The Am Law Litigation Daily* for the compensation-plan win.
- NCTA – The Internet & Television Association, USTelecom – The Broadband Association, and Ohio Telecom Association in their successful challenge to the FCC's reclassification of broadband under Title II of the Communications Act, in the Sixth Circuit. Morgan received *The Am Law Litigation Daily*'s "Litigator of the Week" award for this win.

Capabilities

Appellate and Constitutional Law
Administrative Law and Regulatory Practice
Litigation

Credentials

Education

Harvard University - 2012 Juris Doctor
University of Maryland - 2009 Bachelor of Arts

Admissions

District of Columbia Bar
South Carolina Bar
New York Bar

Clerkships

US Supreme Court, Hon. John G. Roberts, Jr., 2013 - 2014
US Court of Appeals, DC Circuit, Hon. Brett M. Kavanaugh, 2012 - 2013

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- Volkswagen in obtaining a reversal from the Ninth Circuit, which held that the Department of Justice cannot be forced to produce six million internal company documents that Volkswagen had produced in connection with the government's investigation into a diesel-emissions matter. This was the first time the Ninth Circuit addressed the issue of whether revealing information that the government obtained solely due to a grand jury's subpoena would compromise the grand jury's integrity.
- Goldman Sachs in obtaining a major victory from the U.S. Court of Appeals for the Second Circuit in a $13 billion securities case, with the court reversing class certification after 13 years of litigation and establishing important guardrails to the "inflation-maintenance" theory of securities fraud. The Second Circuit's 2023 ruling followed a third discretionary Rule 23(f) appeal, marking just the second time a federal appeals court has granted interlocutory review of class certification three times.
- Walgreens Boots Alliance in obtaining a ruling from the Ohio Supreme Court, on certification from the Sixth Circuit, eliminating a $650 million public nuisance judgment in the national opioid multidistrict litigation.
- Valero Energy Corporation subsidiaries, including Diamond Alternative Energy, in obtaining a Supreme Court victory on standing that cleared the way for targets of government regulation to bring legal challenges.
- Great Lakes Insurance in securing a unanimous ruling from the Supreme Court in a maritime insurance dispute that the parties' contractual choice-of-law provision is binding.
- Major League Baseball in an appeal before the Second Circuit defending the league's exemption from the federal antitrust laws.
- U.S. Chamber of Commerce and other industry groups in securing a significant Eighth Circuit ruling holding that the Federal Communications Commission exceeded its statutory authority in adopting sweeping disparate-impact regulations. The decision vacated the FCC’s digital-discrimination rules related to broadband access and held that compliance obligations could not be extended to entities outside the broadband industry.
- Duke Energy in an appeal before the Fourth Circuit defending a judgment dismissing antitrust claims brought by a competitor.
- Spirit AeroSystems in two appellate victories in the Tenth Circuit in a case involving compensation for the company's former CEO—first reversing a $45 million judgment, then winning again on a subsequent appeal.
- The American Fintech Council in securing a preliminary injunction in an action in the District of Colorado challenging the legality and scope of Colorado legislation opting out of the Depository Institutions Deregulation and Monetary Control Act of 1980.
- U.S. Chamber of Commerce and other industry groups as amici in several Fair Credit Reporting Act cases before the Second and Eleventh Circuits.
- Valero Energy Corporation in a set of consolidated appeals to the D.C. Circuit challenging vehicle-emission and fuel-economy rules issued by the Environmental Protection Agency and the National Highway Traffic Safety Administration.
- Volkswagen as intervenor in successfully defending on appeal to the Second Circuit a Freedom of Information Act judgment with implications for companies attempting to shield confidential information shared with the government from public disclosure.

Representative Supreme Court Arguments*

Bankruptcy

- *U.S. Bank National Association v. Village at Lakeridge* (2018): whether a designation of non-statutory insider status is reviewable for clear error

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Intellectual Property

- *Minerva Surgical v. Hologic* (2021): whether and when the doctrine of assignor estoppel applies

Securities

- *Emulex Corp. v. Varjabedian* (2019): whether an inferred private right of action exists under Section 14(e) of the Securities Exchange Act for misstatements or omissions made in connection with a tender offer

Foreign Sovereign Immunity

- *Exxon Mobil Corp. v. Corporacion Cimex* (2026): Whether the Helms-Burton Act abrogates foreign sovereign immunity in cases against Cuban instrumentalities

Civil and Constitutional Rights

- *Comcast Corp. v. National Association of African American-Owned Media* (2020): whether a claim of race discrimination in contracting under 42 U.S.C. 1981 requires but-for causation
- *Our Lady of Guadalupe School v. Morrissey-Berru* (2020): whether the First Amendment's "ministerial exception" applies when an employee carries out important religious functions
- *Virginia House of Delegates v. Bethune-Hill* (2019): whether the Virginia House of Delegates had standing to appeal, and whether the redistricting plan was an unconstitutional racial gerrymander

Criminal Law and Procedure

- *Caniglia v. Strom* (2021): whether the Fourth Amendment permits a non-investigative warrantless home search for "community caretaking"
- *Holguin-Hernandez v. United States* (2020): whether a defendant must object after sentencing to preserve a substantive-reasonableness challenge
- *Jones v. Hendrix* (2022): whether a federal inmate who previously sought post-conviction relief may apply for habeas relief after an intervening Supreme Court decision construing his statute of conviction

* Includes matters handled prior to joining Gibson Dunn.

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