

Webcast: M&A Insights – Buyer Liability for Sell-Side Breaches of Fiduciary Duty, the Impact of the Proposed Hart-Scott-Rodino Rule Changes, and Identifying Asset Sales that Require Stockholder Approval

Webcasts | October 3, 2023

Join us for a 30-minute briefing covering several M&A practice topics. The program is the third in a series of quarterly webcasts designed to provide quick insights into emerging issues and practical advice on how to manage common M&A problems. Robert Little, co-chair of the firm's Global M&A Practice Group, acts as moderator.

- Jessica Valenzuela discusses recent cases addressing whether buyers have aiding and abetting liability for breaches of fiduciary duty by sellers' directors and officers.
- Chris Wilson reviews the proposed changes to the Hart-Scott-Rodino regulations and their impact on the M&A process.
- Alex Orr reviews Delaware case law discussing what constitutes a "sale of all or substantially all" of a corporation's assets requiring stockholder approval.

Related People

[Robert B. Little](#)

[Jessica Valenzuela](#)

[Alexander L. Orr](#)

PANELISTS: **Robert B. Little** is a partner in Gibson, Dunn & Crutcher's Dallas office, and he is a Global Co-Chair of the Mergers and Acquisitions Practice Group. Mr. Little has consistently been named among the nation's top M&A lawyers every year since 2013 by Chambers USA. His practice focuses on corporate transactions, including mergers and acquisitions, securities offerings, joint ventures, investments in public and private entities, and commercial transactions. Mr. Little has represented clients in a variety of industries, including energy, retail, technology, infrastructure, transportation, manufacturing and financial services. Mr. Little is admitted to practice in the state of Texas. **Jessica Valenzuela** is a partner in the Palo Alto office of Gibson, Dunn & Crutcher and a member of the Securities Litigation Practice Group. Ms. Valenzuela's practice focuses on securities, corporate governance and other complex business litigation, including the defense of securities class actions, derivative suits and M&A-related class actions. In addition to representing clients in state and federal courts, she also represents companies, boards and special committees in government and internal investigations and counsels public and private companies and their directors and officers about a wide range of issues relating to corporate governance, insider trading, disclosure obligations, director and executive compensation matters and litigation risk and strategy. **Chris Wilson** is a partner in the Washington, D.C. office of Gibson Dunn & Crutcher. He is a member of the firm's Antitrust and Competition Practice Group. Mr. Wilson assists clients in navigating DOJ, FTC, and international competition authority investigations as well as private party

GIBSON DUNN

litigation involving complex antitrust and consumer protection issues, including matters implicating the Sherman Act, the Clayton Act, the FTC Act, the Hart-Scott-Rodino (HSR) merger review process, as well as international and state competition statutes. His experience crosses multiple industries, including health insurance, transportation, telecommunications, technology, energy, agriculture, and biotechnology, and his particular areas of focus include merger enforcement, interlocking directorates, and joint ventures.

Alexander L. Orr is a partner in the Washington, D.C. office of Gibson, Dunn & Crutcher where his practice focuses primarily on mergers and acquisitions. Mr. Orr advises public and private companies, private equity firms, boards of directors and special committees in a wide variety of complex corporate matters, including mergers and acquisitions, asset sales, leveraged buyouts, spin-offs, joint ventures, equity and debt financing transactions and corporate governance matters, including securities law compliance.

MCLE CREDIT INFORMATION:

This program has been approved for credit in accordance with the requirements of the New York State Continuing Legal Education Board for a maximum of 0.5 credit hour, of which 0.5 credit hour may be applied toward the areas of professional practice requirement. This course is approved for transitional/non-transitional credit. Gibson, Dunn & Crutcher LLP certifies that this activity has been approved for MCLE credit by the State Bar of California in the amount of 0.5 hour. Neither the Connecticut Judicial Branch nor the Commission on Minimum Continuing Legal Education approve or accredit CLE providers or activities. It is the opinion of this provider that this activity qualifies for up to 0.5 hour toward your annual CLE requirement in Connecticut, including 0 hour(s) of ethics/professionalism. Application for approval is pending with the Texas, Virginia and Washington State Bars.

Related Capabilities

[Mergers and Acquisitions](#)