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Webcast: Stockholder Agreements, Controller Transactions and Non-Compete Covenants

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

- Ed Batts discusses the impact of proposed amendments to the Delaware General Corporation Law (DGCL) that address issues raised by the recent Moelis decision regarding the enforceability of stockholder agreements, as well as various M&A process issues raised by other Chancery Court opinions.
- Harrison Korn addresses the implications of the Delaware Supreme Court's Match decision for transactions involving controlling stockholders.
- Jamie France provides an update on the recently adopted FTC rules banning employee covenants not to compete.

PANELISTS: Stephen I. Glover is a partner in the Washington, D.C. office of Gibson, Dunn & Crutcher who has served as Co-Chair of the firm's Global Mergers and Acquisitions Practice. Mr. Glover has an extensive practice representing public and private companies in complex mergers and acquisitions, joint ventures, equity and debt offerings and corporate governance matters. His clients include large public corporations, emerging growth companies and middle market companies in a wide range of industries. He also advises private equity firms, individual investors and others. Mr. Glover has been ranked in the top tier of corporate transactions attorneys in Washington, D.C. for the past seventeen years (2005 – 2023) by Chambers USA America's Leading Business Lawyers. He has also been selected by Chambers Global for the past five years as a top lawyer for USA Corporate/M&A. Ed Batts is a corporate partner in Gibson Dunn's Palo Alto office who counsels technology clients in the semiconductor supply chain; enterprise software and cloud; hardware and devices; 5G and satellite; and large-cap enterprises that engage in many of these sub-verticals at once. Ed focuses on mergers and acquisitions, including cross-border transactions, spin-offs, tender offers, and going private transactions. He also counsels public companies on corporate governance and fiduciary duties, as well as crisis management on cyber-security and internal investigations, activist investor situations, and accounting issues. He has significant experience in equity capital markets and venture capital transactions. Jamie France is a partner in the Washington, D.C. office of Gibson, Dunn & Crutcher and a member of the firm's Antitrust and Competition Practice Group. Jamie represents clients in antitrust merger and non-merger investigations before the U.S. Federal Trade Commission, U.S. Department of Justice Antitrust Division, state Attorneys General, and international competition authorities, as well as in complex private and government antitrust litigation. She also counsels clients on a range of antitrust merger and conduct matters. Her experience encompasses a broad set of industries, including healthcare, technology, consumer goods, retail, pharmaceuticals, software, gaming, wood products, and chemicals. Jamie has been recognized in the 2024 edition of the *Best Lawyers: Ones to Watch® in America* for Antitrust Law and Litigation – Antitrust. Harrison

Related People

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A. Korn is of counsel in the Washington, D.C. office of Gibson, Dunn & Crutcher, where he is a member of the firm's corporate department. Harrison 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 and other carve-out transactions, leveraged buyouts, spin-offs, joint ventures, strategic investments, equity and debt financing transactions and corporate governance matters, including securities law compliance. Harrison has been recognized in the 2024 edition of *Best Lawyers in America: Ones to Watch*® for Corporate Law.

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