

**PRACTICE CONTACT**

William G. Porter  
614.464.5448  
wgporter@vorys.com

## **CORPORATE TAKEOVERS AND CHANGES OF CONTROL**

Litigation often plays a significant role in determining the outcome of corporate control disputes. For decades, our firm has been a key player in litigation involving contests for control in Ohio. In “bet the company” takeover lawsuits, we have litigated a wide range of issues in both state and federal courts, including compliance with antitrust laws and state and federal securities laws, constitutional issues, ESOP issues, and various takeover defenses. Corporate control litigation typically requires quick, decisive action, and our attorneys have the knowledge and experience that allows them to help clients make those decisions.

Our engagements in this area have included the following matters, among others:

- Representing numerous targets and bidders in hostile tender offers for some of the nation's largest companies
- Representing and regularly advising public companies on takeover defenses, such as restructurings, “poison pills,” “golden parachutes,” and other defensive strategies
- Representing corporate management and directors, or opponents of corporate management and directors, in proxy contests
- Representing board committees of publicly held corporations, including standing and special committees charged with providing independent judgment, concerning various issues facing boards of directors, such as going private and other change in control transactions, corporate disclosure and fiduciary obligations
- Representing corporations and their officers and directors in defending claims by minority shareholders, including shareholder derivative actions and shareholders’ demands for inspection of financial or operating records and shareholder lists
- Representing corporate officers and directors in lawsuits seeking damages for alleged breach of fiduciary responsibility
- Representing closely held companies and their management and owners in disputes involving issues of corporate governance and control