



James P. Hughes, Jr.

PARTNER

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Under Delaware law, the set of deal protection provisions that lay out the consequences of an abandoned transaction places a large fiduciary burden on the directors of target companies. Many such directors and their lawyers turn to Jim Hughes to help them define their fiduciary duties in a defensible manner, so as to avoid subsequent litigation by stockholders and other interested parties.

As co-author of *Deal Protection Devices* (Bloomberg BNA — Corporate Practice Portfolio series), Jim is a recognized authority on the workings and limitations of these often disputed provisions. The portfolio, which Jim updates on a regular basis, discusses Delaware law in the context of transactional matters, assessing market trends and drawing on expert commentary from both academics and journalists. Considered a dependable guide to acceptable practices, it is now widely used by transaction lawyers nationwide. Jim frequently draws on it himself in his advice to fiduciaries.

Two unusual aspects of Jim's background inform his transaction practice. Having litigated in the Delaware Court of Chancery, he appreciates the value of meticulous drafting, as he knows from experience how a poorly drafted remedy is likely to play out in subsequent litigation. And as former in-house counsel for a technology startup, he has a keen sense of the issues and pressures regularly faced by corporate general counsel, especially in their interactions with outside law firms.

FOCUS:

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Counsel in corporate and commercial transactions, with an emphasis on mergers and acquisitions, corporate governance, fiduciary duty issues, corporate dissolutions, and alternative entities including limited liability companies and limited partnerships

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Rendering of legal opinions on corporate matters, such as sales of substantially all assets, as well as opinions concerning enforceability of transactions under Delaware corporate, LLC and LP law

Practices

- Business Transactions

- Entity Formation and Governance
- Legal Opinions
- Mergers and Acquisitions

Education

- University of Pennsylvania Law School (J.D.)
- Columbia University (M.S.)
 - Graduate School of Journalism
- University of Delaware (B.A., *summa cum laude*)

Bar Admissions

- Delaware
- Pennsylvania

Court Admissions

- U.S. District Court for the District of Delaware
- U.S. Court of Appeals for the Third Circuit

Distinctions

- *The Best Lawyers in America*, Corporate Law, 2013 - Present

Memberships and Affiliations

- Delaware State Bar Association, Member
- American Bar Association, Member

Representative Matters

- Sale of Delaware-based corporate incorporation business to international legal and regulatory company (2013)
- Sale of sports equipment business to regional venture capital fund (2012)
- Sale of nuclear waste processing company to international waste treatment company (2012)
- Advise board in sale of \$800 million entertainment company to private equity fund (2012)
- Dissolution of various real estate, software and manufacturing companies (2012-2017)
- Advise special committee and negotiate sale and exchange agreement with hedge fund including negotiation of special minority stockholder protections (2017)

- Delaware counsel to special committee negotiating sale of majority interest in global glass products company (2017)
- Counsel to plaintiffs in sale of food products company with deadlocked board of directors (2016)
- Acquisition of computer products business on behalf of Far East acquirer (2015)

Publications

May 31, 2009

Delaware Transactional & Corporate Law Update, Spring 2009

May 1, 2008

Delaware Transactional & Corporate Law Update, Spring 2008

March 1, 2006

Delaware Transactional & Corporate Law Update, Spring 2006

December 1, 2005

Delaware Transactional & Corporate Law Update, Winter 2005

March 1, 2005

Delaware Transactional & Corporate Law Update, Spring 2005

Events

November 14, 2018

"Where to Incorporate: Comparing PA, DE & NJ," Partners Craig Gear and Jim Hughes Lead Panel Discussion

July 17, 2014

Pennsylvania Bar Institute's Forum on Business Considerations for Creating Entities in DE, PA and NJ

News

August 15, 2018

42 Young Conaway Lawyers Recognized by Best Lawyers in America, with 4 Attorneys Further Recognized as Lawyers of the Year (Wilmington, DE)

August 15, 2017

41 Young Conaway Attorneys Named in The Best Lawyers In America and Three Attorneys Receive Additional Specialty Recognition as Lawyer of the Year (Wilmington, DE)



August 17, 2015

36 Young Conaway Attorneys Named In 2016 Best Lawyers in America

May 8, 2015

James Hughes co-authors Bloomberg BNA's Corporate Practice Portfolio

August 16, 2013

36 Young Conaway Attorneys Named Best Lawyers in America 2014