



## Richard J. Thomas

COUNSEL

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Providing straightforward legal advice that is accurate and practical, Rich Thomas helps corporations, directors, officers, and stockholders (along with their alternative-entity equivalents) resolve complex corporate governance and commercial disputes. Rich genuinely listens to his clients in order to understand and promptly addresses their strategic needs. Both as lead and as corresponding counsel, he has efficiently and effectively guided a variety of clients through complex litigation in Delaware's Court of Chancery and the United States District Court for the District of Delaware.

Rich also advises special committees conducting prominent internal investigations. His relevant experience includes an investigation of alleged securities law violations at a pharmaceutical company, an investigation of alleged breaches of fiduciary duties and violations of foreign and domestic employment laws at a Fortune 500 company; and an investigation concerning whether FINRA should assert claims against its existing and former directors based upon FINRA's 2008-2009 investment losses and compensation practices.

### Practices

- Alternative Entities Governance and Disputes
- Appeals
- Books and Records Demands
- Business Divorce
- Expedited Litigation
- Internal Investigations
- Litigation Monitoring
- Master Limited Partnership Litigation
- Mergers and Acquisitions
- Portfolio Company Representation
- Proxy Disputes and Stockholder Activism
- Special Committee and Special Conflict Transaction Committees Representation
- Special Legal Counsel

- Statutory Actions under Delaware Corporate and Alternative Entity Law
- Stockholder Class and Derivative Actions

### Education

- William & Mary Law School (J.D.)
- Brigham Young University (B.A.)

### Bar Admissions

- Delaware

### Court Admissions

- U.S. District Court for the District of Delaware

### Memberships and Affiliations

- Delaware State Bar Association, Member
- American Bar Association, Member
- Delaware Board of Bar Examiners, Associate Member

## Publications

January 10, 2019

***In re Xura, Inc. Stockholder Litigation*: Fiduciary Duties of Officers, Ratification, and the Limitations of Corwin**

January 7, 2019

**When (Or Not) To Create A Special Board Committee**

November 27, 2018

**Are Delaware's Judicial Political Balance Requirements Constitutional? Stay Tuned For The Third Circuit Decision In *Adams v. Carney***

February 24, 2017

**Key Decisions of 2015 in Delaware Alternative Entity Law**

February 10, 2016

**Tammy L. Mercer, Richard J. Thomas, and Nicholas J. Rohrer, Key Decisions of 2015 in Delaware Alternative Entity Law**

*Delaware Law Review*, Vol. 16, No. 2 (2016)

December 1, 2015

**Espinoza v. Zuckerberg - Ratification of Compensation Decision by Controlling Stockholder**

May 1, 2014

**Special Demand Committees: Practical Insights for The General Counsel**

*Delaware Lawyer, Vol. 32, No. 1, Spring 2014*

## Experience

**Hexion Specialty Chemicals, Inc., et. al. v. Huntsman Corp**

Young Conaway's Corporate Counseling and Litigation section recently assisted in the representation of Huntsman Corporation (a global manufacturer and marketer of differentiated chemicals) in the Court of Chancery of the State of Delaware. The court sided with Huntsman in its attempt to prevent Hexion Specialty Chemicals (a portfolio company of Apollo Management, L.P.) from withdrawing from a \$10.6 billion merger agreement. The court also found that Hexion had breached a number of obligations and covenants under the Merger Agreement, and that such breaches were "knowing and intentional."