

Jack B. Jacobs

SENIOR COUNSEL

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Jack Jacobs has more than 45 years of legal experience most notably serving on the Delaware Supreme Court from 2003–2014, and before that, as Vice Chancellor of the Delaware Court of Chancery since 1985. Before his appointment as Vice Chancellor, he practiced corporate and business litigation in Wilmington since 1968. Former Justice Jacobs is currently an Adjunct Professor of Law at the Law Schools of New York University, Columbia University, Vanderbilt University and the University of Pennsylvania. His practice includes advising companies and boards of directors on Delaware law issues, including fiduciary duties and with respect to mergers and acquisitions. Former Justice Jacobs is also available for mediation and arbitration proceedings and Special Committee and Special Litigation Committee investigations and monitorships in response to shareholder demands or government requirements.

Former Justice Jacobs is a member of the American Law Institute and served as an advisor to the Restatement (3rd) of Restitution project, and currently, on its Principles of the Law, Compliance, Enforcement and Risk Management for Corporations, Nonprofits, and Other Organizations project. He is also a member of the Delaware and American Bar Associations, a fellow of the American Bar Foundation and an Advisory Board Member of the Rand Center for Corporate Ethics and Governance. Former Justice Jacobs also serves as a member of the Board of Advisors of the University of Pennsylvania Law School Institute for Law and Economics, and as a member of the advisory board of the Harvard Law School Program on Corporate Governance.

Former Justice Jacobs has participated in numerous academic symposia and continuing legal education programs related to corporate and securities law sponsored by various law schools and continuing legal education programs related to corporate and securities law. He also has been a guest lecturer at numerous American and foreign law schools, having delivered the Distinguished Jurist Lecture at the University of Pennsylvania Law School; the Regent's Lecture in Residence at the UCLA Law School; and the William J. Brennan Lecture at NYU School of Law, and as the Distinguished Visiting Jurist at the Harvard Law School Corporate Governance Program. Former Justice Jacobs is recognized in the 2016–2019 editions of *The Best Lawyers in America*.

Practices

- Securities Litigation
- Commercial Litigation

- Appeals

Education

- Harvard Law School (J.D., 1967)
- Widener University Delaware Law School (L.L.D., 2011)
- University of Chicago (B.A., *Phi Beta Kappa*, 1964)

Bar Admissions

- Delaware

Court Admissions

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

Clerkships

- William Duffy, Delaware Court of Chancery (1967-1968)
- Albert J. Stiftel, Superior Court of Delaware (1967-1968)

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

September 27, 2017

The Delaware Court Of Chancery: A 225-Year Retrospective
Law360

June 29, 2017

Corwin's Outer Boundaries: No "Massive Eraser"
New York Law Journal

May 1, 2017

Lyman Johnson's Invaluable Contribution to Delaware Corporate Jurisprudence

Washington and Lee Law Review, Vol. 74, No. 2

March 28, 2017

Mootness Fees' in Deal Litigation: An Argument for a Different Approach

Bloomberg BNA Corporate Law & Accountability Report

February 20, 2017

Observations in a Post Dell World

Law 360

September 14, 2016

Clarifying the Meaning of "Stockholder" for a Section 220 Action

Delaware Business Court Insider

December 1, 2015

One More Step Toward Unified Business Judgment Review

Law360

August 21, 2015

Delaware's Rapid Arbitration Act: What You Need to Know When Evaluating DRAA Arbitration and Drafting the Arbitration Agreement

BNA's Corporate Law & Accountability Report

June 1, 2015

Delaware Tightens Scrutiny of Director Compensation

Law360

May 26, 2015

Delaware's General Corporation Law: Proposed Changes

Corporate Counsel

January 1, 2015

Fifty Years of Corporate Law Evolution: A Delaware Judge's Retrospective

5 Harv. Bus. L. Rev. 101

January 1, 2012

Does The New Corporate Shareholder Profile Call For A New Corporate Law Paradigm?

Fordham Journal of Corporate & Financial Law, Val. 18

January 1, 2011

"Patient Capital": Can Delaware Corporate Law Help Revive It?

Washington & Lee Law Review, Vol. 68

January 1, 2011

The Evolution Of Hostile Takeover Regimes Un Developed And Emerging Markets: An Analytical Framework

Harvard International Law Journal, Vol. 51, No. 1

January 1, 2009

The Reach of State Corporate Law Beyond State Borders: Reflections Upon Federalism

New York University Law Review, Vol 84

January 1, 2007

The Vanishing Substance-Procedure Distinction In Contemporary Corporate Litigation

Suffolk University Law Review, Vol. 41

January 1, 2007

The Fiduciary Duty of Disclosure After Dabit

Maryland Journal of Business & Technology, Vol. 2

January 1, 2006

Implementing Japan's New Takeover Defense Guidelines: Part II

University of Tokyo Journal of Law & Politics, Vol. 3

January 1, 2006

Implementing Japan's New Anti-Takeover Defense Guidelines, Part I

New York University Journal of Law & Business, Vol. 2

January 1, 2005

The Uneasy Truce Between Law & Equity In Modern Business Enterprise Jurisprudence

Delaware Law Review, Vol. 8

January 1, 2003

Entity Rationalization: A Judge's Perspective

Business Lawyer, Vol. 58

January 1, 2002

Realigning The Standard of Review of Director Due Care With Delaware Public Policy: A Critique of Van Gorkum & Its Progeny as a Standard of Review

Northwestern University Law Review, Vol. 96

January 1, 2002

The Great Takeover Debate: A Meditation On Bridging The Conceptual Divide

University of Chicago Law Review, Vol. 69

January 1, 2001

Function Over Form: A Reassessment of Standards of Review in Delaware Corporate Law

Delaware Journal of Corporate Law 8559, Vol. 26

January 1, 2000

Comments on Contestability

University of Miami Law Review, Vol. 54

Events

January 26, 2018

Panelist, "SNAP Judgment: The Legal and Investment Issues Associated with Non-Voting Stock," ABA Business Law Section's Mergers & Acquisitions Committee Meeting

October 27, 2017

Panelist, "Corporate Rules and Practices for Long-Term Value Creation," HLS in the World, Harvard Law School Bicentennial

October 3, 2017

Panelist, "Developments in Delaware Shareholder Litigation," American Law Institute Securities and Shareholder Litigation 2017: Cutting-Edge Developments, Planning and Strategy

New York, NY

September 26, 2017

Panelist, "The Court of Chancery, the DGCL, and Federalism," Delaware Corporate Law Anniversary Symposium

Wilmington, DE

September 15, 2017

Panelist, "Snap Judgment: The Legal And Investment Issues Associated With Non Voting Stock," ABA Business Law Section Annual Meeting

Chicago, IL

January 1, 2017

Panelist, "Special Committees for Evaluating Transactions," Special Board Committees, The Deal, LLC and the Center for Corporate Governance

New York, NY

January 1, 2017

Panelist, "Special Committees for Evaluation Transactions," Special Board Committees, The Deal LLC and the Center for Corporate Governance

New York, NY

September 1, 2016

Panelist, "Legal Ethics Issues in Corporate Governance," Third Annual Law Issues Update

Wilmington, DE

May 1, 2016

Panelist, "Key Choice of Law Considerations: Do You Really Have a Choice?" International Aspects of Hedge Fund and Capital Markets Litigation, New York State Bar Association and Sidley Austin LLP
New York, NY

May 1, 2016

Panelist, "Important Recent Cases and Upcoming Issues," NYCLA's Center for Corporate Governance Inaugural Program: The Significance of Recent Developments in Delaware Corporate Governance Law and What Practitioners and Their Clients Need to Know
New York, NY

May 1, 2016

Panelist, "Revlon After 30," Institute of Law and Economics: Spring Corporate Law Roundtable
Philadelphia, PA

April 1, 2016

Panelist, "Hedge Fund Activism," Center on Corporate Governance: 2016 Annual Securities Regulation Conference
New York, NY

April 1, 2016

Panelist, "Recent Developments for Directors and Their Advisers in Breaches of Fiduciary Duty Concerning M&A Scenarios," Seventh Annual Citadel Directors' Institute
Charleston, SC

March 1, 2016

Panelist, "Developments in Delaware Shareholder Litigation," American Law Institute Securities and Shareholder Litigation 2016: Cutting-Edge Developments, Planning, and Strategy
New York, NY

October 1, 2015

Speaker, "An Effective Board: Pipe Dream or Reality?" Stanford Law School

September 1, 2015

Speaker, "Law Enforcement Cooperation, Defense and Requests for Data," Sixth Annual Bay Area General Counsel Roundtable
Bay Area, California