



## David C. McBride

PARTNER

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While it is rare to find a litigator and a dealmaker in the same lawyer, Dave McBride has long thrived in both roles. This, he is convinced, gives him an advantage both at the negotiating table and in the courtroom. His litigation experience gives him an instinctive feel for what is important in a transaction, and he wastes little time on the sorts of provisions that will likely prove irrelevant in a lawsuit. Conversely, his understanding of how transactions come to be structured gives him unusual insights — often not perceived by others — into how they can be attacked or defended in litigation.

Narratives are important to Dave. He thinks deeply, not just about the rules governing a situation, but also about the reasons why the rules were established — and what that might mean to his narrative. Once he understands a rule's purpose, he can construct a narrative that effectively argues why that purpose is, or is not, served by applying it to his case.

Dave relishes the opportunity to learn other people's businesses, to master arcane factual material largely unknown to the court or to other lawyers. He considers himself fortunate to have made new law on many occasions in his long career. In litigation, he has articulated new M&A principles — strong precedents that have been widely applied elsewhere. In transactions, he has been instrumental in designing structures and provisions that have broken new ground in the field. In both disciplines, the power of persuasive narratives is a hallmark of Dave's practice.

### **FOCUS:**

- Represents both defendants and plaintiffs in areas of corporate law and corporate and commercial litigation
- Represents corporate clients in mergers and acquisition litigation in Delaware Court of Chancery
- Counsels boards and stockholders in transactions and proxy contests
- Past involvement in many of Delaware's significant corporate law cases, particularly in the area of mergers and acquisitions.

## **Practices**

- Alternative Dispute Resolution: Arbitration and Mediation
- Appeals
- Busted Deal Litigation
- Challenged Transactions Involving Controlling Owners
- Expedited Litigation
- Expert Witness on Areas of Delaware Law
- Internal Investigations
- Litigation Monitoring
- Mergers and Acquisitions
- Portfolio Company Representation
- Post-Transaction Earn-out, Escrow, and Indemnification Disputes
- Proxy Disputes and Stockholder Activism
- Resolution of Defective Corporate Acts
- 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**

- Emory University School of Law (J.D.)
- Georgetown University School of Foreign Service (B.S.F.S.)

## **Bar Admissions**

- Delaware

## **Court Admissions**

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

## **Distinctions**

- *Chambers USA - America's Leading Lawyers for Business*, Chancery, 2006-Present
- American College of Governance Counsel, Fellow
- *Lawdragon*, ranked as one of the top 500 litigation lawyers in the country

- *The Best Lawyers in America*®, Corporate Law, Bet-the Company Litigation and Commercial Litigation, 1995 - Present; Corporate Compliance Law, 2019, Mergers and Acquisitions Litigation, 2019
- Delaware *Super Lawyers*®, Securities & Corporate Finance, 2007-2014, Mergers & Acquisitions, Business/Corporate, 2015-2016
- *Corporate Counsel* magazine's Top Lawyers, Bet-The-Company Litigation, 2009
- *Who's Who Legal*®, 2016, 2019

### **Memberships and Affiliations**

- Appointed Member of the Committee on Corporate Laws of the Section of Business Law of the American Bar Association
- Former Chairman and currently a member of the Executive Council of the Corporate Law Section of the Delaware State Bar Association, the group responsible for recommending and drafting amendments to the Delaware General Corporation Law.
- Adviser, American Law Institute's Restatement of Corporate Governance (2019)
- American College of Trial Lawyers
- One of Delaware's three Commissioners to the National Conference of Commissioners of Uniform State Laws
- Rules Committee of the Delaware Court of Chancery
- American College of Governance Counsel
- The Uniform Law Commission
- Board of Editors of *Delaware Lawyer*
- Director of the Historical Society for the Delaware Court of Chancery