



## Elena C. Norman

PARTNER

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The ability to persuade is a litigator's most important asset. For Elena Norman, it is also a measure of success. The desire and ability to persuade drives Elena's approach to advocacy — her oral presentations, her writing, her editing, her work as an expert witness on Delaware law, her work with testifying experts, and especially her frequent appearances before the Delaware Court of Chancery. Clients and co-counsel understand that Elena's persuasiveness stems from her creativity, her deep understanding of Delaware corporate law, her deep immersion into the facts of a case, and from her sharp command of the law and facts in briefs and in the courtroom.

Having lived and worked in other cultures — as a commercial lawyer in Japan, a human rights lawyer in Russia, and a student in England — Elena brings a wide range of perspectives to her practice. Clients and co-counsel credit her unusually broad background with honing her abilities as a creative and strategic thinker, a clear communicator, a team leader, and an astute reader of the courts and adversaries she seeks to persuade.

Elena is a member of the Firm's Management Committee and has worked on many of the most high-profile matters in the Court of Chancery, including:

- *In re Madison Square Garden Entertainment Corp. Stockholders Lit.*, Consol. C.A. No. 2021-0468-USJM (represents special committee)
- *In re CBS Corp. Deriv. Litig.*, C.A. No. 2020-0111-JRS (represents CBS Corp.)
- *In re Oracle Corp. Deriv. Litig.*, C.A. No. 2017-0337-SG (Del. Ch.)(represents L. Ellison and S. Catz)
- *In re Dell Techs. Inc. Class V S'holders Litig.*, C.A. No. 2018-0816-JTL (Del. Ch.)(represents Silver Lake)
- *Klein v. H.I.G. Capital, L.L.C.*, C.A. No. 2017-0862-AGB (Del. Ch.)(represents H.I.G. Capital)
- *In re We Work Litigation*, C.A. No. 2020-0258-AGB (represented SoftBank Group Corp.)
- *In re Fitbit, Inc. S'holder Deriv. Litig.*, C.A. No. 2017-0402-JRS (Del. Ch.)(represented Fitbit)
- *In re Dole Food Co., Inc. S'holder Litig.*, Consol. C.A. No. 9079-VCL (Del. Ch.)(represented Dole Food Co.)
- *Sandys v. Pincus*, C.A. No. 9512-CB (Del. Ch.)(represented Zynga)

## **FOCUS:**

- Litigating corporate and complex business disputes, primarily in the Delaware Court of Chancery, including:
  - derivative claims
  - contests for corporate control
  - M&A
  - governance
  - complex contracts
  - alternative entities
  - books and records demands
  - statutory appraisal/valuation disputes.
- Counseling boards of directors and senior management on Delaware corporate law
- Litigating securities cases in the US District Court
- Litigating commercial cases in the Complex Commercial Litigation Division of the Delaware Superior Court

## **Practices**

- Alternative Dispute Resolution: Arbitration and Mediation
- Alternative Entities Governance and Disputes
- Appeals
- Appraisal Litigation
- Books and Records Demands
- Business Divorce
- Busted Deal Litigation
- Challenged Transactions Involving Controlling Owners
- Expedited Litigation
- Expert Witness on Areas of Delaware Law
- Intellectual Property Litigation
- Litigation Monitoring
- Mergers and Acquisitions
- Portfolio Company Representation
- Post-Transaction Earn-out, Escrow, and Indemnification Disputes

- Recapitalization and Distressed Transactions
- Securities Litigation
- Special Legal Counsel
- Statutory Actions under Delaware Corporate and Alternative Entity Law
- Stockholder Class and Derivative Actions

## Education

- Stanford Law School (J.D.)
  - Stanford Law Review, Articles Editor
- University of London (M.A.)
  - with Distinction, Legal and Political Theory
- University of Pennsylvania (B.A., *magna cum laude*)
  - with Distinction in major, English

## Bar Admissions

- Delaware
- New York
- California (inactive)

## Court Admissions

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

## Distinctions

- *Chambers USA - America's Leading Lawyers for Business*, Delaware Court of Chancery  
*Chambers USA* has described Ms. Norman as "*adept at handling litigation associated with M&A transactions and...also known for her handling of disputes involving limited liability companies and limited partnerships.*" She draws recognition for her strength in merger disputes, with commentators reporting that she is "*an extraordinary lawyer who is intelligent and looks for solutions for clients.*" *Chambers* also notes that Ms. Norman "*has a very strong knowledge of corporate law and has excellent judgment. She is well known and respected by members of the court....*"
- *Delaware Today - Top Lawyers*, International Law (2015-present)
- *Delaware Super Lawyers®*, Top Rated Business Litigation (2017-present)
- *Best Lawyers in America®*, Corporate Governance Law (2019-present)
- *Who's Who Legal®*, Corporate Governance Law (2019)
- *Lawdragon 500 Leading Litigators in America* (2024)

## Memberships and Affiliations

- Corporation Law Council, Delaware State Bar Association  
Member (appointed July 2017)  
(Committee responsible for formulating and recommending to the Delaware Assembly amendments to the Delaware General Corporation Law, after approval by the Delaware State Bar Association)
- Institute for Corporate Governance & Finance, NYU School of Law, Board of Advisors (2020-present)
- Combined Campaign for Justice Co-Chair (2018-2020)
- American Bar Association, Section of International Law  
--Senior Advisor, International M & A/Joint Ventures Committee (appointed 2017)  
--Co-Chair of the International M & A/Joint Venture Committee (2014-2017)
- American Bar Association, Business Law Section, Member
- New York City Bar, Member
- Richard S. Rodney Inn of Court, Master (2011-present)
- Tulane Corporate Law Institute, Planning Committee (appointed 2017)
- Delaware State Bar Association, Section of International Law, former Chair
- Delaware Symphony Orchestra, Board of Directors, (2013-2019)  
--Chair, Governance and Nominating Committee (2015-2017)
- Delaware Theatre Company, Board Member (2009-2012)

## Clerkships

- Chief Judge, Honorable Henry A. Politz, U.S. Court of Appeals for the Fifth Circuit