

## Gregory V. Varallo

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Greg Varallo heads BLB&G's Delaware office. Greg focuses his practice on protecting investor rights, trying cases in Delaware and around the U.S. Greg's cases, while primarily derivative and class actions, also include plaintiffs' side business-to-business disputes, fiduciary litigation in Bankruptcy Court, and, where appropriate, ADR.

Prior to joining the firm, Greg spent a distinguished 36-year career with elite corporate defense firm Richards, Layton & Finger, capped by a three-year term as its President, where he represented top U.S. and global corporations on various Delaware business matters. He has litigated hundreds of complex business disputes in state and federal courts throughout the United States, including Delaware, and has earned a reputation as one of the country's leading corporate governance experts and trial lawyers.

Greg brings a unique and varied background to his practice. As an active director of both for-profit and not-for-profit companies, and the past CEO of a large defense firm who has also prosecuted cases from the plaintiffs' side, his experience crosses traditional boundaries. That unusually wide perspective helps shape BLB&G's creative approach to problem solving for its clients.

Greg is widely recognized by the industry for his many accomplishments. He is hailed as one of the nation's leading business litigators by *Chambers USA*, *Legal 500 USA*, *Best Lawyers*®, Thomson Reuters' *Super Lawyers* and *Lawdragon*. Greg was also named a "Top Lawyer" by *Delaware Today*, and a "Litigation Star" by *Benchmark Litigation*.

Significant representative matters in which Greg has served as lead counsel or co-lead counsel include:

- Co-lead counsel in *Tornetta v. Musk et. al and Tesla, Inc.*, which resulted in a landmark decision nullifying Elon Musk's \$55 billion compensation package;
- Co-lead counsel and appellate counsel in *The Williams Companies Stockholder Litigation*, a case which struck down a 5% "Poison Pill";
- Trial counsel in *In re Columbia Pipeline Group, Inc. Merger Litigation*, which held energy giant TC Energy Corp. "TransCanada" liable for aiding and abetting breaches of fiduciary duty by former Columbia top executives in connection with the company's acquisition (\$400 million verdict);
- Trial counsel in *In re Mindbody, Inc. Stockholders Litigation*, where the post-trial decision found liability against both the CEO and acquirer (\$55 million verdict);
- Lead counsel for 21st Century Fox and its directors in settlement of derivative litigation arising from sexual abuse scandal;

- Lead counsel for News Corp. and its board in settlement of derivative litigation arising from hacking scandal;
- Lead trial and appellate counsel for Goldman Sachs Group in connection with challenge to worldwide compensation in *In Re Goldman Sachs Group, Inc. Litig.*, Del. Ch., C.A. No. 5215-VCG (Oct. 12, 2011), aff'd., No. 608, 2011 (Del. May 3, 2012); and
- Lead counsel in first confidential Chancery arbitrations.

A frequent speaker and author on a wide range of corporate governance and securities related issues, Greg was involved in the drafting and passage of the 2018 Delaware Certification of Adoption of Transparency and Sustainability Standards Act and the 2015 Delaware Rapid Arbitration Act. He has been published in *The Business Lawyer*, *The Securities Regulation Law Journal*, *M&A Lawyer*, *Corporate Governance Advisor*, *Insights*, and *Business Law Today*. He is co-author of several publications, including *The Practitioner's Guide to the Delaware Rapid Arbitration Act*, *Special Committees: Law and Practice*, and *Fundamentals of Corporate Governance*.

Greg is an active member in various respected legal organizations. He is a Founding Trustee and former Vice President and Secretary of the American College of Governance Counsel. Greg is also a fellow of the American College of Trial Lawyers and the Salzburg Global Seminar, Corporate Governance, and a Senior Fellow of the Litigation Counsel of America. Greg served as a past Chair and Co-Chair on several committees and forums with the American Bar Association and previously served on the Delaware Supreme Court Rules Committee.

Among his charitable and volunteer works, Greg is the immediate past chair (President) of the Board of Directors for the Ministry of Caring, Inc. Greg also serves as a Trustee for the American University of Rome, based in Rome, Italy.

## Education

- Temple University School of Law, 1983, J.D., President, Moot Court
- University of Pennsylvania, 1980, B.A.

## Admissions

- Delaware
- United States Court of Appeals for the Second Circuit
- United States Court of Appeals for the Third Circuit
- United States Court of Appeals for the Fifth Circuit
- Certified Superior Court Mediator

## News

- January 31, 2024 - BLB&G Wins Landmark Compensation Challenge for Tesla Shareholders as Delaware Court Rescinds Elon Musk's Entire \$55 Billion Tesla Pay Package
- July 3, 2023 - BLB&G Secures Significant Post-Trial Victory for Former Stockholders of Columbia Pipeline
- March 17, 2023 - BLB&G Trial Team Achieves Precedent-Setting Victory in Delaware Court of Chancery

- January 25, 2022 - *Delaware Law Weekly* Article Highlights BLB&G Partner Greg Varallo's Panel at PLI's Merger and Acquisitions 2022 Program
- January 13, 2022 - BLB&G Partner Greg Varallo Quoted in *Law360* Article Covering Retirement of Vice Chancellor Joseph R. Slights III From the Delaware Chancery Court Bench
- January 5, 2022 - *Reuters* Highlights BLB&G's SPAC Case, *In re Multiplan Corp Stockholders Litigation*, as "Opening the Door to Liability for SPAC Sponsors"
- December 9, 2021 - BLB&G Partner Greg Varallo Quoted in *Law360* Article Covering Significant Happenings in Delaware's Legal Industry in 2021
- November 7, 2021 - Delaware Justices Affirm BLB&G's Post-Trial Win in *Williams*, Establishing Critical Delaware Legal Precedent on Poison Pills
- April 9, 2021 - BLB&G Partner Gregory V. Varallo Quoted in *Law360* Article Covering the Appointment of Vice Chancellor Kathaleen S. McCormick as Delaware Chancery Court Successor
- April 2, 2021 - *Law360 Pulse* Publishes "6 Questions With Bernstein Litowitz's Gregory V. Varallo"
- March 16, 2021 - Gregory V. Varallo Quoted in *Law360* article, "Delaware's Appeal For Firms Outshines Virus Uncertainty"
- January 13, 2021 - Press Coverage: *Williams Companies Stockholder Litigation* Trial Challenging Novel Anti-Shareholder Corporate Governance Provision
- October 19, 2020 - Trends in Corporate Governance Litigation: A *Lawdragon* Discussion with BLB&G
- March 28, 2020 - Protecting Investors in a Time of Crisis: A Message from BLB&G on Access to Justice and COVID-19
- August 2019 - BLB&G Opens New Delaware Office Led by Top Litigator and New Partner Greg Varallo

## Publications

- November 13, 2023 - "'Optimizing' and Match: Bad Policy Threatens to Drive Bad Law" by Gregory Varallo, Andrew Blumberg, and James Janison Published by *Harvard Law School Forum on Corporate Governance*
- November 25, 2020 - "Acting-in-Concert Poison Pills: This Pill Comes With a Silencer" by Gregory V. Varallo and Thomas James published by *The New York Law Journal*
- June 2, 2020 - "Sharpening the Tools at Hand: New Rulings Provide Sensible Balance to Section 220 Litigation" by Gregory Varallo, Andrew Blumberg, and Alla Zayenchik published by *Harvard Law School Forum on Corporate Governance*
- April 10, 2020 - "Protecting Investors in a Time of Crisis: Access to Justice and COVID-19" by Jeroen van Kwawegen and Greg Varallo published by *Lawdragon*
- April 10, 2020 - "Protecting Investors in a Time of Crisis: A Response to Those Who Would Utilize COVID-19 to Eviscerate Investor Protection" by Jeroen van Kwawegen and Greg Varallo published by *Harvard Law School Forum on Corporate Governance*

## Awards

- March 28, 2024 - BLB&G Partners Jeroen van Kwawegen and Greg Varallo Named to *Forbes'* Inaugural List of America's Top 200 Lawyers
- February 2, 2024 - BLB&G Partners Greg Varallo and Jeroen van Kwawegen Named ALM's "Litigators of the Week"
- February 2, 2024 - BLB&G Named a *Law360* "Legal Lion of the Week"
- January 17, 2024 - Nine BLB&G Partners Named in *Lawdragon's* 2024 Edition of the "500 Leading Lawyers in America"
- August 17, 2023 - Three BLB&G Partners Named to 30th Edition of *The Best Lawyers in America*®
- June 1, 2023 - *Chambers* Again Ranks BLB&G Top Securities Litigation Firm with Band 1 Rankings in All Categories
- May 26, 2023 - *Lawdragon* Names BLB&G Partners to the 2023 Edition of the "500 Leading Plaintiff Financial Lawyers" List
- January 13, 2023 - Ten BLB&G Partners Named in *Lawdragon's* 2023 Edition of the "500 Leading Lawyers in America"
- October 3, 2022 - *Benchmark Litigation* Names BLB&G One of the Top Firms in the Nation in 2023 Guide
- July 11, 2022 - *Lawdragon* Names BLB&G Partners to the 2022 Edition of the "500 Leading Plaintiff Financial Lawyers" List
- June 9, 2022 - *The Legal 500* Again Ranks BLB&G a National Tier 1 Firm for Securities Litigation and M&A Litigation
- June 1, 2022 - *Chambers* Again Ranks BLB&G Top Securities Litigation Firm
- February 18, 2022 - *Lawdragon* Names Nine BLB&G Partners to 2022 Edition of "500 Leading Lawyers in America"
- October 5, 2021 - *Benchmark Litigation* Again Names BLB&G One of the Top Firms in the Nation in 2022 Guide
- September 1, 2021 - BLB&G Partners Named to The 28th Edition of the Best Lawyers in America®
- August 18, 2021 - *Lawdragon* Names BLB&G Partners to The 2021 Edition of the "500 Leading Plaintiff Financial Lawyers" List
- June 9, 2021 - *The Legal 500* Again Ranks BLB&G a National Tier 1 Firm for Securities Litigation and M&A Litigation
- May 20, 2021 - *Chambers* Again Ranks BLB&G Top Securities Litigation Firm
- February 1, 2021 - *Lawdragon* Names BLB&G Attorneys to 2021 500 Leading Lawyers in America List
- October 7, 2020 - *Benchmark Litigation* Again Names BLB&G One of the Top Firms in the Nation in 2021 Guide

## Events

- February 29, 2024 - BLB&G Partner Greg Varallo to Serve as Panelist at Tulane's 36th Annual Corporate Law Institute
- November 9, 2023 - BLB&G Partner Greg Varallo to Moderate American College of Governance Counsel Panel
- October 26, 2023 - BLB&G Partner Greg Varallo to Serve as Panelist at UPenn Fall 2023 Legal Humanities Fellowship Program
- June 3, 2022 - BLB&G Partner Greg Varallo Serves as Panelist at Delaware State Bar Association Corporate Law Seminar
- January 20, 2022 - BLB&G Partner Greg Varallo Serves as a Panelist at PLI Program Discussing: *SPACs - Latest Developments in Market Trends*
- December 9, 2021 - BLB&G Partner Greg Varallo Interviewed on *Drinks With The Deal* Podcast
- May 6, 2021 - BLB&G Partner Gregory V. Varallo Participates at Salzburg Global Corporate Governance Forum event: "Driving Accountability: Integrating EESG into Executive Compensation"
- April 22, 2021 - BLB&G Partner Gregory V. Varallo Speaks at the Market Trends Subcommittee and Public Companies Subcommittee Spring Meeting Hosted by The American Bar Association
- November 19, 2019 - Greg Varallo Addresses Delaware Landscape at Skytop Strategies' "Shareholder Activism 2019"