



## Elina Tetelbaum

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Lina Tetelbaum is a Corporate Partner at Wachtell Lipton, where she focuses on shareholder and hedge fund activism defense and preparedness, proxy fights, takeover defense, corporate governance, and mergers and acquisitions. Ms. Tetelbaum has been named a Dealmaker of the Year by *The American Lawyer*, one of *The Deal's* Top Women in Dealmaking, a Law360 Rising Star for M&A, and one of the 500 Leading Dealmakers in America by *Lawdragon*, among other honors. She regularly counsels boards and management teams in navigating, resolving and prevailing in activist situations, proxy fights and M&A contests, and frequently lectures and publishes on corporate governance and M&A.

Ms. Tetelbaum has advised both public and private companies in a wide range of industries in mergers and acquisitions, including **Allergan** in its \$83 billion acquisition by AbbVie, **PDC Energy** in its \$7.6 billion acquisition by Chevron and successful proxy fight defense against Kimmeridge, **Forest Laboratories, Inc.** in its \$28 billion acquisition by Actavis plc. and in successive proxy contests with Carl Icahn, and **AbbVie** in its \$21 billion acquisition of Pharmacyclics. Ms. Tetelbaum has extensive expertise advising companies in response to unsolicited takeover offers, including **National Instruments** in its \$8.2 billion acquisition by Emerson following its unsolicited offer, **Kansas City Southern** in its unsolicited transaction with Canadian National Railway and \$31 billion acquisition by Canadian Pacific Railway, **Dorian LPG** in its response to the \$1.1 billion unsolicited proposal by BW LPG, and **Vulcan Materials Company** in its response to the \$4.7 billion unsolicited offer by Martin Marietta Materials.

Ms. Tetelbaum received an A.B. *magna cum laude* in Economics from Harvard University and completed a J.D. from Yale Law School, where she served as editor-in-chief of the *Yale Journal on Regulation* and editor of the *Yale Law Journal*. After law school, Ms. Tetelbaum served as a law clerk to the Chief Judge of the U.S. Court of Appeals for the Ninth Circuit.

Ms. Tetelbaum is the President of the Stuyvesant High School Alumni Association, an Advisory Board Member of the John L. Weinberg Center for Corporate Governance at the University of Delaware, and a Board Member of the Yale Law School Center for the Study of Corporate law. Previously, she served as secretary to the Corporation Law Committee of the Association of the Bar of the City of New York and Secretary of the First Generation Harvard Alumni.

## Clerkships

United States Court of Appeals, Ninth Circuit, 2010 – 2011

## Recent Publications

[Preparing for Activism After it Arrives is Too Late](#), in Los Angeles & San Francisco Daily Journal, December 6, 2023.

[Risk Management and the Board of Directors](#), in Harvard Law School Forum on Corporate Governance, September 30, 2023.

[Dealing with Activist Hedge Funds and Other Activist Investors](#), in Harvard Law School Forum on Corporate Governance, August 29, 2023 and [Columbia Law School's Blog on Corporations and the Capital Markets](#), August 31, 2023.

[Revisiting The New Paradigm](#), in Harvard Law School Forum on Corporate Governance, July 17, 2023 and [NYU Law School's Blog on Compliance and Enforcement](#), August 4, 2023.

[Takeover Law and Practice: Current Developments](#), in Harvard Law School Forum on Corporate Governance, May 3, 2023.

[Use of Special Committees in Conflict Transactions: An Update](#), in The M&A Journal, Volume 22 Number 6, September 2022.

[Preparing for the 2023 Proxy Season in the Era of Universal Proxy](#), in Harvard Law School Forum on Corporate Governance, November 14, 2022.

[Combatting Racial Inequity: A Two-Year Retrospective](#), in Harvard Law School Forum on Corporate Governance, July 8, 2022.

[Using ESG Tools to Help Combat Racial Inequity: One Year Retrospective](#), in Harvard Law School Forum on Corporate Governance, July 21, 2021.

[The ESG/TSR Activist “Pincer Attack”](#), in Harvard Law School Forum on Corporate Governance, January 26, 2021.

[The New SEC Regulation S-K Rules: Practical Advice for Companies](#), in Harvard Law School Forum on Corporate Governance, October 14, 2020.

[DOL Proposes Rules Clarifying When ERISA Fiduciaries Need to Vote Proxies](#), in Harvard Law School Forum on Corporate Governance, September 9, 2020.

[ISS and Glass Lewis: SEC Adopts Proxy Advisory Reform – Initial Perspectives and Implications](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, August 8, 2020.

[Using ESG Tools to Help Combat Systemic Racism and Injustice](#), in Harvard Law School Forum on Corporate Governance, June 17, 2020, [NYU Law School’s Blog on Compliance and Enforcement](#), June 15, 2020 and [Columbia Law School’s Blog on Corporations and the Capital Markets](#), June 16, 2020.

[Use of Special Committees in Conflict Transactions](#), in The M&A Journal, Volume 19 Number 8, August 2019.

[SEC Provides Updated Guidance on Excludability of Rule 14a-8 Shareholder Proposals, Eschewing One-Size-Fits-All](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, October 19, 2019.

[SEC Provides New Guidance on Institutional Investors’ Proxy Voting Responsibilities and Use of Proxy Advisory Firms](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, August 22, 2019.

[2018 Private Equity Year In Review](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 17, 2019.