



## Ryan A. McLeod

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**Ryan A. McLeod is a Partner in Wachtell, Lipton, Rosen & Katz’s Litigation Department. His practice focuses on representing corporations and directors in litigation involving mergers and acquisitions, proxy contests, corporate governance disputes, and class and derivative actions involving allegations of breach of fiduciary duty. Ryan is also Lecturer in Law at Columbia Law School and a Lecturing Fellow at the Duke University School of Law, where he teaches seminars on corporate litigation, and he is admitted to practice in New York and Delaware.**

Ryan has significant experience litigating corporate matters in the Delaware Court of Chancery, the Delaware Supreme Court, and other courts around the country. Representative actions include the landmark defense victory in *Corwin v. KKR Financial*, the successful defense of Sothebys’ stockholder rights plan against an activist investor attack in *Third Point LLC v. Ruprecht*, and the validation of exclusive forum bylaws in *Boilermakers Local 154 Ret. Fund v. Chevron*.

Ryan received his B.A. in Latin and English *summa cum laude* from Ursinus College in 2004, where he was elected to Phi Beta Kappa. He received his J.D. *magna cum laude* from the Duke University School of Law, where he was elected to the Order of the Coif and was awarded the Faculty Prize for Achievement in Business Law and Finance. Upon graduation from law school, Ryan clerked for the Honorable William B. Chandler III, the former Chancellor of the Delaware Court of Chancery.

## Clerkships

Honorable William B. Chandler III, Delaware Court of Chancery, 2007 – 2008

## Recent Publications

[Delaware Provides Guidance on Books-and-Records Inspection Rights](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, February 14, 2019.

[California Appeals Court Confirms Enforceability of Delaware Forum-Selection Bylaws](#), Harvard Law School Forum on Corporate Governance and Financial Regulation, January 2, 2019.

[The MAC is Back: Court of Chancery Finds Material Adverse Change](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, October 9, 2018.

[State Law Implementation of The New Paradigm](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, September 11, 2018.

[The New New Regime in Delaware Appraisal Law](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, March 1, 2018.

[Delaware's Prudent Approach to the Cleansing Effect of Shareholder Approval](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 16, 2018.

[Delaware Supreme Court Again Speaks to Market Evidence in Appraisal: Dell](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, December 16, 2017.

[Court of Chancery Dismisses Challenge to Stock Reclassification](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, December 14, 2017.

[The Delaware Supreme Court Speaks to Market Evidence in Appraisal: DFC](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, August 3, 2017.

[Delaware Court of Chancery Holds Controller Transaction Satisfies Entire Fairness and Issues Appraisal Award Below Deal Price](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, August 2, 2017.

[Delaware Court of Chancery Appraises Fully-Shopped Company at Nearly 30% Over Merger Price](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, June 3, 2016.

[New York Adopts Delaware Standard Permitting Business Judgment Review of Controlling Stockholder Mergers](#)

, in Harvard Law School Forum on Corporate Governance and Financial Regulation, May 7, 2016.

[Delaware Court of Chancery Provides New Guidance on Merger Litigation Settlements](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 26, 2016.

[Delaware Supreme Court Holds that Fully Informed Stockholder Approval of Third-Party Mergers Shields Transactions from Review](#), in Columbia Law School's Blog on Corporate Governance and Financial Regulation, October 7, 2015.

[Court of Chancery Upholds Customary Release in Spin-Off Transactions](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, July 28, 2015.