



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 guest lectures on corporate litigation and governance at schools throughout the country, 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*; a doctrine-defining win in *United Food & Commercial Workers Union v. Zuckerberg*; the successful defense of Sotheby’s 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 has been named a Rising Star by the [New York Law Journal](#), was recently recognized by *Bloomberg Law* in the inaugural edition of [They’ve Got Next: The 40 Under 40](#), and designated by [Legal500](#) as a “next generation” leading lawyer in M&A Litigation Defense.

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. Ryan maintains an active LGBT-related pro bono practice, is a Fellow of the Leadership Council on Legal Diversity, and is a member of the firm's diversity committee.

Clerkships

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

Recent Publications

[Delaware Supreme Court Announces New Demand Futility Test](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, September 28, 2021 and [Columbia Law School's Blog on Corporations and the Capital Markets](#), October 1, 2021.

[Delaware Supreme Court Eliminates "Dual-Natured" Direct and Derivative Claims](#), in Harvard Law School Forum on Corporate Governance, September 23, 2021.

[Corwin Doctrine Remains Powerful Antidote to Post-Closing Stockholder Deal Litigation](#), in Harvard Law School Forum on Corporate Governance, June 1, 2021.

[Delaware Reaffirms Director Independence Principle in Founder-Led Company](#), in Harvard Law School Forum on Corporate Governance, November 13, 2020.

[Citing Thin Board Record: Delaware Court of Chancery Again Sustains Oversight Claim](#), in Harvard Law School Forum on Corporate Governance, May 18, 2020.

[Federal District Court Dismisses Challenge to Board Diversity Statute](#), in Harvard Law School Forum on Corporate Governance, April 24, 2020.

[Governance Litigation and the Covid-19 Pandemic](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, April 19, 2020.

[Delaware Supreme Court Reaffirms Core Principles of Exculpation and Director Independence](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, February 12, 2020.

[Foundational Principles in an Evolving Governance Environment](#), in Harvard Law School Forum on

Corporate Governance and Financial Regulation, January 29, 2020.

[Risk Management and the Board of Directors](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, November 20, 2019.

[Delaware Court of Chancery Again Sustains Oversight Claims](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, October 5, 2019.

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

[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.