



Elina (Lina) Tetelbaum

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Elina (Lina) Tetelbaum is a Corporate Partner and Head of Shareholder Engagement and Activism Defense at Wachtell, Lipton, Rosen & Katz. Lina regularly counsels on proxy fights, takeover defense, corporate governance, crisis management and mergers and acquisitions. Lina has been named a Dealmaker of the Year by *The American Lawyer*, is ranked by Chambers as one of the top lawyers in the country for Corporate/M&A: Takeover Defense, one of *The Deal's* Top Women in Dealmaking, a Power Player in Shareholder Activism by *Financier Worldwide*, a Leading Partner in Shareholder Activism by *Legal500*, a *Law360* Rising Star for M&A, and one of the 500 Leading Dealmakers in America by *Lawdragon*, among other honors.

Lina has advised companies in numerous industries navigating activist situations across an array of established and new activists, including **Phillips 66** in its response to three years of activism from Elliott Management and first-ever contested vote by Elliott in the United States, **United States Steel Corporation** in its successful defense against a proxy contest by Ancora, **The J.M. Smucker Co.** in its response to activism by Elliott Management, **Hexcel Corporation** in response to activism by Vision One, **Macy's, Inc.** in its response to activism and unsolicited takeover proposals, **Match Group** in its response to activism by Elliott Management and later Anson Funds, and numerous REITs in their response to activism by **Land & Buildings**. 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, and **Kansas City Southern** in its unsolicited transaction with Canadian National Railway and \$31 billion acquisition by Canadian Pacific Railway. Ms. Tetelbaum has also advised public and private companies in a wide range of industries in mergers and acquisitions, including **The Free Press** in its acquisition by Paramount, **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, **Barnes Group** in its \$3.6 billion acquisition by Apollo Global Management, and **Masonite International** in its \$3.9 billion sale to Owens Corning.

Ms. Tetelbaum is the President of the Stuyvesant High School Alumni Association, an Advisory Board Member of the Harvard Law School Program on Corporate Governance, the John L. Weinberg Center for Corporate Governance at the University of Delaware, and the Yale Law School Center for the Study of Corporate law. She frequently lectures, presents and publishes on corporate governance and M&A at law schools and corporate governance conferences around the world. 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.

Clerkships

U.S. Court of Appeals for the Ninth Circuit, 2010–2011

Recent Publications

[SEC Chairman Signals Reassessment of Rule 14a-8 Regime](#), in Harvard Law School Forum on Corporate Governance, July 15, 2026.

[Current Developments in Takeover Law and Practice](#), in Harvard Law School Forum on Corporate Governance, May 20, 2026.

[Thoughts for Boards: Key Issues for 2026](#), in Harvard Law School Forum on Corporate Governance, February 3, 2026, [Columbia Law School's Blog on Corporations and the Capital Markets](#), February 5, 2026, and [in NYU Law School's Blog on Compliance and Enforcement](#), February 25, 2026.

[New Year, New Proxy Voting Landscape](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, Friday, January 9, 2026.

[The International Comparative Legal Guide to: Environmental, Social & Governance Law](#), co-author of U.S. chapter, Global Legal Group Ltd., Sixth ed. 2026.

[Trump Issues Executive Order Targeting Proxy Advisors and Shareholder Proposals](#), in Harvard Law School Forum on Corporate Governance, December 17, 2025 and [NYU Law School's Blog on Compliance and Enforcement](#), January 14, 2026.

['Be your own activist' – avoiding common pitfalls in activism preparedness](#), in Financier Worldwide Magazine, November 2025

[EU Parliament Rejects Rollback in Sustainability Reporting](#), in Harvard Law School Forum on Corporate Governance, October 25, 2025.

[Shareholder Activism: Ten Trends for 2026](#), in Harvard Law School Forum on Corporate Governance, October 16, 2025 and [NYU Law School's Blog on Compliance and Enforcement](#), October 23, 2025.

[Risk Management and the Board of Directors](#), in Harvard Law School Forum on Corporate Governance, September 25, 2025.

[Dealing with Activist Hedge Funds and Other Activist Investors](#), in Harvard Law School Forum on Corporate Governance, September 10, 2025.

[The Role and Function of the Board of Directors at U.S. Public Companies](#), in _____, Commercial Law Review (Japan Institute of Business Law), September 9, 2025.

[The "Big Three" Shift Approach to Stewardship](#), in Harvard Law School Forum on Corporate Governance, August 27, 2025 and [Columbia Law School's Blog on Corporations and the Capital Markets](#), September 4, 2025.

[The International Comparative Legal Guide to: Corporate Governance](#), co-editor and co-author of U.S. chapter, Global Legal Group Ltd., Eighteenth ed. 2025 (Seventeenth ed. 2024).

[Shareholder Activism & Engagement \(U.S. Chapter\)](#), Lexology: Getting the Deal Through, London, 2026 (2025, 2024, 2023, and 2022).

[The Tide Continues to Turn on the ESG Regulatory Front](#), in NYU Law School's Blog on Compliance and Enforcement, March 21, 2025.

[Shareholder Activism - 2024 Review and 2025 Outlook](#), in Harvard Law School Forum on Corporate Governance, March 14, 2025.

[The DEI Dilemma](#), in Harvard Law School Forum on Corporate Governance, February 27, 2025.

[When Activist Investors Ask for Board Seats](#), in Harvard Business Review, February 18, 2025.

[Thoughts for Boards: Key Issues in Corporate Governance for 2025](#), in Harvard Law School Forum on Corporate Governance, January 31, 2025.

[District Court Rules BlackRock's Inclusion as 401\(k\) Investment Manager Breaches Company's ERISA Duty of Loyalty](#), in Harvard Law School Forum on Corporate Governance, January 14, 2025 and [Columbia Law School's Blog on Corporations and the Capital Markets](#), January 22, 2025.

[Dealing with Activist Hedge Funds and Other Activist Investors](#), in Harvard Law School Forum on Corporate Governance, September 4, 2024.

[ESG corporate issues: shareholder activism](#), in The Global ESG Handbook: A Guide for Practitioners (Globe Law and Business July 2024).

[BlackRock's Voting Choice Program Expands to Accommodate Diverging Client Priorities with More Tailored Voting Guidelines](#), in Columbia Law School's Blog on Corporations and the Capital Markets, July 3, 2024 and [NYU Law School's Blog on Compliance and Enforcement](#), July 11, 2024.

[M&A Developments: Hedge Fund Activism](#), in Harvard Law School Forum on Corporate Governance, May 6, 2024.

[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.