



Eric M. Roth

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Eric M. Roth is of counsel at Wachtell, Lipton, Rosen & Katz. Mr. Roth's practice has included corporate, securities, insurance, creditors' rights and other complex commercial litigation matters. He has been involved in several landmark cases, including the World Trade Center coverage litigation, and numerous matters involving mergers and acquisitions, including, among others, defending the legality of the "poison pill" and a target board's ability to "just say no," obtaining specific performance of a merger agreement on behalf of the selling corporation and enjoining a defensive restructuring on behalf of a hostile bidder.

Mr. Roth received a B.A., with distinction in all subjects, from Cornell University in 1974, and a J.D. from New York University School of Law in 1977. He served as a member of the *New York University Law Review* and was the notes and comment editor during his last year. After graduating, he clerked for the Honorable Lee P. Gagliardi of the United States District Court for the Southern District of New York, before joining Wachtell, Lipton, Rosen & Katz in 1979.

Mr. Roth is the former chairman and an emeritus member of the Board of Directors of Mobilization for Justice, Inc., which provides free legal representation in civil matters to the poor and the mentally ill in New York City. He serves as the co-chair of the Friends of Cornell Jewish Studies and as a member of both the College of Arts and Sciences Advisory Council and the Annual Fund Leadership Committee at

Cornell University. He is also a member of the Board of Trustees of the Law Center Foundation at the New York University School of Law.

Mr. Roth is admitted to practice in the State of New York and the District of Columbia. His court admissions include the United States District Courts for the Southern and Eastern Districts of New York, the United States District Court for the Eastern District of Wisconsin, the United States Courts of Appeals for the Second, Fourth, Fifth, Eighth, Ninth, Eleventh and the District of Columbia Circuits, and the United States Supreme Court. He is a member of the New York State Bar Association, the District of Columbia Bar, the American Bar Association and the Federal Bar Council.

Clerkships

Honorable Lee P. Gagliardi, United States District Court, Southern District of New York, 1977 – 1979

Recent Publications

[Financing Year in Review: A Robust Recovery](#), in Harvard Law School Forum on Corporate Governance, January 13, 2022.

[Forum-Selection Bylaws - Another Attack Rebuffed](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, December 15, 2016.

[District Court Dismisses Claim that Potential Litigation Disclosure Was Required](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, November 19, 2013.

[Delaware Court of Chancery Holds that Control Over All Privileged Communications Passes to the Surviving Corporation in a Merger](#), in Columbia Law School's Blog on Corporations and the Capital Markets, November 18, 2013.

[The Circuits Split on Securities Act Pleading Standards](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, May 31, 2013.

[Supreme Court Rules that Proof of Materiality is not a Prerequisite to Certification of a Rule 10b-5 Class Action](#), in Columbia Law School's Blog on Corporations and the Capital Markets, March 7, 2013.

[Litigation of Investor Claims: State v. Federal Court](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, February 12, 2013.

[FASB Votes Not to Move Forward with Project Aimed at Modifying Disclosure Requirements for Loss Contingencies](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, July 28, 2012.

[Supreme Court Rules Loss Causation Need Not Be Proven at Class Certification Stage](#), in Securities Reform Act Litigation Reporter Volume 31 Number 5, August 2011.

[SEC Pushes for Enhanced Disclosure of Litigation Contingencies](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, April 5, 2011.

[Delaware Court Reaffirms the Poison Pill and Directors' Power to Block Inadequate Offers](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, February 17, 2011.

[Recent Decisions Reaffirm That Merger Terminates Derivative Standing Under Delaware Law](#), in Bank and Corporate Governance Law Reporter Volume 45 Number 1, September 2010.

[Potential Impact of Dodd-Frank Wall Street Reform and Consumer Protection Act on Securities Litigation and Enforcement](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, July 9, 2010.