



## Paul K. Rowe

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Paul K. Rowe is Of Counsel in the Litigation Department at Wachtell, Lipton, Rosen & Katz. He represents corporations and directors in litigation involving M&A transactions, proxy contests, derivative actions and shareholder class actions involving allegations of breach of fiduciary duty, including claims involving executive compensation.

Mr. Rowe has written extensively on subjects relating to fiduciary duties and other corporation and securities law issues, including “Pills, Polls and Professors,” co-authored with Martin Lipton in the *Delaware Journal of Corporate Law*, 2002, vol. 1. Mr. Rowe is a frequent participant in CLE panels and classroom events at Harvard Law School, Harvard Business School, University of Pennsylvania Law School, NYU Law School and elsewhere.

In recent years, Mr. Rowe has had a prominent role in several high-profile M&A litigations, including the representation of the board of Sothebys in connection with a proxy contest involving Third Point; of CONSOL Energy in litigation arising out of its acquisition of CNX Gas Corporation; of El Paso in litigation arising out of its merger with Kinder Morgan; of Wynn Resorts Ltd. in litigation arising out of its redemption of stock held by a 19% shareholder; of Wells Fargo in litigation arising out of its purchase of Wachovia Corp. and of Novartis in litigation arising out of its acquisition of Alcon. He is also an experienced federal securities law litigator, having recently represented Penn National Gaming in obtaining a Fourth Circuit affirmance of dismissal of Section 10b-5 litigation arising out of Penn’s

uncompleted 2007 leveraged buyout. Mr. Rowe has also represented defendants in stockholder lawsuits attacking executive compensation, including the boards of Simon Property Group and Umpqua Holdings, Corp.

Mr. Rowe received an A.B. degree *magna cum laude* from Harvard University in 1976 where he was a member of Phi Beta Kappa. He graduated from Harvard Law School in 1979 with a J.D. *magna cum laude*. Mr. Rowe was a member of the *Harvard Law Review* from 1977-1979 and after law school, Mr. Rowe was a law clerk to Judge J. Edward Lumbard of the United States Court of Appeals for the Second Circuit. In 1997-1998, Mr. Rowe was an adjunct professor of law at the University of Pennsylvania Law School, teaching a course on mergers and acquisitions. He is a frequent participant on CLE panels and other professional activities. In addition, Mr. Rowe is a board member of the Program Advisory Board of the Harvard Law School Forum on Corporate Governance and Financial Regulation. He has been selected as a member of *Lawdragon's* "500 Leading Lawyers in America."

## Clerkships

Honorable J. Edward Lumbard, United States Court of Appeals, Second Circuit, 1979 – 1980

## Recent Publications

[A Judge With the Confidence to Go in New Directions](#), in Columbia Law School's Blog on Corporations and the Capital Markets, October 17, 2019.

[Delaware Court of Chancery Extends Business Judgment Protection to Control Shareholders Selling to a Third Party](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, August 22, 2017.

[Delaware Supreme Court Affirms Protections of Exculpatory Provisions](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, May 18, 2015.

[Delaware Court of Chancery Revisits Creditor Derivative Standing](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, May 13, 2015.

[Delaware Supreme Court Endorses Availability of Business Judgment Review in Controlling Stockholder Mergers](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, March 17, 2014.

[Court of Chancery Stresses Need for Board Monitoring of Advisors and Potential Conflicts](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, March 11, 2014.

[Court of Chancery Applies Business Judgment Rule to Controlling Stockholder Merger](#), in Columbia Law School's Blog on Corporations and the Capital Markets, June 3, 2013.

[Delaware Supreme Court Upholds Board Compensation Decision](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, January 29, 2013.

[Federal Court Dismisses Claims Against Bank Arising Out of Negative Say on Pay Vote](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, February 7, 2012.

[Delaware Court Upholds Board Discretion in Setting Compensation Practices](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, November 19, 2011.

[Settlement of Del Monte Buyout Litigation Highlights Risks Where Target Advisors Seek a Buyer-Financing Role](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, October 21, 2011.

[Inside the Boardroom: Responding to a Negative Say on Pay Vote](#), in Corporation Report Bulletin (Aspen), June 1, 2011.

[Delaware Supreme Court Rejects Claims Against Directors Challenging Sale Process](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, March 26, 2009.