



Corporate and Securities Litigation

DLA Piper is a leader in securities litigation defense. We represent public corporations, individual officers and directors of corporations, underwriters, accounting firms, and investment advisers in every area of securities litigation. Our practice is national, but we have a substantial presence in the busiest jurisdictions for privately litigated securities claims, including Silicon Valley and New York.

When securities litigation arises in the context of a broader corporate crisis, we work closely with our white collar and securities enforcement teams to assist clients in related civil and criminal investigations, enforcement proceedings, congressional inquiries and criminal trials.

SECURITIES CLASS ACTIONS

In the litigation of securities fraud claims under the Securities Exchange Act of 1934 and claims for violations of the Securities Act of 1933 in connection with public offerings, we have an outstanding track record in obtaining dismissal at the pleadings stage before the costs and intrusions of discovery.

We have defended cases resulting in landmark decisions, including the first reported defense win under the Private Securities Litigation Reform Act of 1995, *Zeid v. Kimberley (Firefox)*, 930 F.Supp. 431 (N.D. Cal. 1996), and the first reported appellate decision affirming the dismissal of an accounting fraud case under that statute, *In re The Vantive Corporation Securities Litigation*, 283 F.3d 1079 (9th Cir. 2002).

In addition to defending claims of securities fraud, our securities litigators have had extensive experience and success in defending non-fraud based securities claims registration statements in public and private offerings, where scienter is not an element of the claim. In *Krim v. pcOrder.com, Inc.*, 402 F.3d 489 (5th Cir. 2005), we obtained a groundbreaking decision strictly limiting the potential claimants who can pursue a class claim under section 11 of the Securities Act of 1933 that has been followed in jurisdictions around the nation.

In cases that have not been dismissed, our trial lawyers have the experience and creativity necessary to resolve these matters to our clients' satisfaction, whether by obtaining summary judgment, by defeating a motion for class certification, or by trying the matter to verdict.

STOCKHOLDER DERIVATIVE AND CORPORATE GOVERNANCE CLAIMS

KEY CONTACTS

John J. Clarke, Jr.

Partner

New York

T: +1 212 335 4920

john.clarke@dlapiper.com

James D. Mathias

Partner

Baltimore (Mount
Washington)

T: +1 410 580 4208

james.mathias@dlapiper.com

- Litigation, Arbitration and Investigations
- Corporate Disputes

We regularly defend stockholder derivative lawsuits and actions asserting claims of breach of fiduciary duty against corporations, limited liability companies, partnerships, and their directors, officers and managers.

Lawyers in our office in Wilmington, Delaware regularly defend these actions in the Delaware courts making us one of the few international firms that can provide such onestop representation in this important jurisdiction. Beyond Delaware, however, we have corporate governance litigators with deep knowledge of the corporate laws of other US jurisdictions under which large numbers of businesses are organized, including California, Maryland, Massachusetts and New York.

We advise boards of directors on the complex issues they must address when a derivative claim is asserted. We help directors understand whether a stockholder derivative claim is a corporate asset that should be pursued or a strike suit that represents a potential drain on corporate assets and management attention.

Our experience in stockholder derivative litigation also enables us to coordinate the defense of derivative claims asserted in conjunction with claims of alleged securities fraud.

SECURITIES ENFORCEMENT

Securities litigation often is accompanied by investigations and enforcement proceedings brought by the SEC, the Department of Justice or self-regulatory organizations. We regularly assist our clients in formal and informal government investigations, enforcement proceedings, internal investigations and congressional and grand jury proceedings. We apply our experience and judgment to determine whether such actions call for a cooperative approach or a more aggressive strategy. When litigation is necessary and advisable, we have the experience to get results.

We staff multi-faceted matters with experienced lawyers, including securities class action professionals, former federal prosecutors and former enforcement staff from the SEC. Our experience enables us to guide clients through each phase of a matter as regulatory proceedings evolve into civil litigation. Our cohesive, integrated teams ensure that clients are defended on many fronts consistently and simultaneously.

EXPERIENCE

SECURITIES CLASS ACTIONS

- Represented a leading aerospace and defense contractor in consolidated securities and derivative litigation in the Southern District of New York. We obtained dismissal of the stockholder derivative action and, after intensive litigation relating to allegations falsely attributing to a confidential witness, we negotiated a favorable settlement of the related securities class action
- Representing a wireless communications company in a securities action pending in the Southern District of California alleging accounting improprieties and inadequate internal controls
- Representing a mobile services company and related individuals in a securities class action in the Western District of Washington and in related state court stockholder derivative action. After we prevailed on a motion to dismiss the securities class action, the stockholder derivative action was voluntarily dismissed
- Represented multiple US-listed companies with operations in China and their officers and directors as well as underwriters in securities class actions involving allegations of violations of the Securities and Exchange Act of 1934 and the Securities Act of 1933
- Representing the underwriters in related class actions in the Southern District of New York and the Northern District of Alabama asserting securities violations in connection with three securities offerings by a large insurance company that is based in New York
- Representing a network equipment company in a securities class action pending in the Southern District of California alleging accounting improprieties and fraud in connection with a secondary offering
- Representing the underwriters in consolidated class actions in the Western District of Oklahoma concerning statements in securities offerings and other filings by an oil and gas exploration company and related royalty trusts
- Represented the former chief executive officer of a government sponsored enterprise in consolidated securities class actions in the Southern District of New York asserting claims for securities law violations after the enterprise was placed in government conservatorship
- Represented the underwriters in a class action asserting claims based on alleged misstatements and omissions in the registration

statement for an offering by a large regional bank holding company of trust preferred securities. The court dismissed the action with prejudice after plaintiffs' misrepresentation of information allegedly provided by a confidential witness was revealed

- Represented one of the world's largest financial institutions in multi-district litigation involving allegations of late trading and market timing in the mutual fund industry, in the District of Maryland Defense of investment advisors in a number of actions throughout the United States asserting claims for purported "death spiral" securities fraud, including a number of actions in which we obtained dismissal of plaintiffs' complaints
- Representing one of the nation's largest homebuilders and several individual officers in a consolidated action asserting claims for securities fraud in the Northern District of Texas

SECURITIES ENFORCEMENT

- Representing the former CEO of a publicly traded utility company in a trial alleging criminal violations of the federal securities laws, resulting in a deadlocked jury
- Representing a former securities trader under allegations of securities fraud, TARP Fraud, and making false statements to the United States government
- Representing the former CFO and general counsel of a public company in an SEC investigation involving alleged accounting improprieties
- Representing the former general counsel of a public company in SEC action and grand jury investigation involving alleged accounting improprieties
- Representing a multinational issuer in SEC, congressional and Department of Justice inquiries, and in related securities class actions filed in the Southern District of New York, arising from a financial restatement
- Representing a former fund manager of a major mutual fund company in investigations and civil litigation relating to alleged market-timing trading in mutual fund shares
- Representing a broker-dealer in investigations by the New York Attorney General and the SEC concerning market timing and after-hours trading in shares of open-end mutual funds
- Representing a brokerage firm in a FINRA investigation of the Association's trade reporting rules
- Representing a former COO and CFO of a public company in investigations by the SEC and a grand jury into alleged violations of the Foreign Corrupt Practices Act
- Representing a corporate officer in an SEC investigation of possible Investment Company Act violations. Although the SEC took action against other officers, it took no action against our client
- Representing an issuer under SEC investigation regarding MD&A disclosures. After presentation to SEC staff, the matter was closed with no action
- Representing an issuer in a NASDAQ delisting inquiry, in which the delisting panel granted our client an exception to listing requirements which permitted it to execute transactions that brought it back into compliance

INSIGHTS

Publications

Blockchain and Digital Assets News and Trends

21 June 2021

[BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS](#)

Biden tax plan spotlights cryptocurrency transactions; FTC announces spike in cryptocurrency investment scams; El Salvador is first country to adopt bitcoin as legal tender.

Blockchain and Digital Assets News and Trends

20 May 2021

BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS

SEC issues Staff Statement on investments in the bitcoin futures market, plus latest legal developments governing the use and acceptance of blockchain technology, smart contracts and digital assets.

SEC Commissioner Peirce issues revised token safe harbor proposal

23 April 2021

The proposed rule provides two paths to an exit that would allow the company to keep operating without registration of the tokens.

SEC interim final amendments signal stricter regulation on Chinese and other emerging market companies

29 March 2021

Under the new requirements, certain companies must establish that they are not owned or controlled by a foreign government entity and must disclose any foreign government influence.

Disputes, Issue 2

28 January 2021

DISPUTES

In this issue, we look at the split among the federal circuits over what it means to "exceed authorized access" in violation of the Computer Fraud and Abuse Act; the ways in which the federal courts apply the Supreme Court's recent limitations on equitable disgorgement; ways to mitigate liability risk in unauthorized financial transfers; considerations for employers as they develop policies regarding use of cannabis in their workforce; and the critical importance of escalation protocols in corporate whistleblower programs.

Six months after *Liu*: The SEC and disgorgement

28 January 2021

In the wake of *Liu*, several open questions are only now starting to work their way through the courts.

SEC 2021 and beyond: What to expect

7 December 2020

Some likely areas of SEC focus, from both the regulatory and enforcement perspectives, in 2021 and beyond.

Blockchain and Digital Assets News and Trends

23 November 2020

BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS

IMF issues report on regulatory framework for CBDs and GSCs, SEC invites feedback on application of custody rule to digital assets.

Blockchain and Digital Assets News and Trends

21 October 2020

[BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS](#)

SDNY finds Kin token is a security; unpacking the DOJ's cryptocurrency guidance – plus latest legal, regulatory and case law developments.

Blockchain and Digital Assets News and Trends

21 August 2020

[BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS](#)

California appellate court affirms judgment for Coinbase in lawsuit over Bitcoin Gold – plus latest legal, regulatory and case law developments.

US moves forward on enhanced securities regulations focusing on Chinese companies

17 August 2020

Latest developments in US efforts to address the financial risks posed by emerging market companies.

Protecting the attorney-client privilege while under quarantine: Five tips for protecting attorney-client privilege when using online collaboration tools

22 June 2020

With the increase in remote working comes an increased opportunity for attorney-client privilege issues to surface.

Blockchain and Digital Assets News and Trends June 2020

18 June 2020

[BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS](#)

World Economic Forum announces Presidio Principles as a foundation of blockchain ecosystem design – plus latest legal, regulatory and case law developments.

Preparing for global class actions arising from COVID-19

28 May 2020

The risk to companies of global and cross-border class action and collective redress proceedings is rising.

Chinese and other emerging market companies listed in the US face increased scrutiny from Congress and Nasdaq

27 May 2020

Within a span of two days, the US Senate, House and Nasdaq each took steps to safeguard investors in the US capital markets.

Blockchain and Digital Assets News and Trends

20 May 2020

BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS

California may limit application of securities laws to tokens, French court says bitcoins are fungible assets – plus latest legal, regulatory and case law developments.

California bill proposes limits on application of securities laws to tokens

20 May 2020

The proposed changes are likely to be well received by those considering issuing tokens.

French court clarifies the nature of bitcoins: A consumable, fungible, intangible asset

20 May 2020

The dispute arose in the wake of the August 2017 hard fork split.

A costly reminder: When is a deadline not in fact a deadline?

14 May 2020

The recent High Court judgment in *Towergate Financial (Group) Ltd and other companies v Hopkinson and others (2020)* has served as a very stark reminder of potential pitfalls relating to notification of claims in respect of warranties and indemnities contained in share purchase agreements.

US securities regulators focus on China and emerging markets: Further risk and disclosure considerations are necessary

4 May 2020

Key takeaways for China-based US-listed companies.

Corporate commitment to compliance helps bank avoid FCPA charges despite alleged \$4.5M bribery scheme

24 April 2020

The SEC's complaint provides insight into what made the compliance program so effective that the individual's former employer avoided government sanctions.

Blockchain and Digital Assets News and Trends

25 March 2020

BLOCKCHAIN AND DIGITAL ASSETS NEWS AND TRENDS

The age of viral outbreaks – key contract considerations in a post-COVID-19 world, plus latest legal, regulatory and case law developments around blockchain and digital transformation.

Growing whistleblower activity calls for close employer attention to retaliation issues

7 MAY 2013

Careful consideration must precede adverse action against purported whistleblowers

Rankings

- Named a “standout” firm for securities and finance litigation (BTI Litigation Outlook Report 2013, 2014, 2015)
- Ranked #1 in Securities and White Collar by number of partners (*Law360* 2014)
- Ranked #2 in the US for commercial law and contracts litigation, based on a review of public filings from Fortune 250 companies (*Corporate Counsel*)
- Dispute Resolution Team of the Year (Legal Business Awards)
- #1 Litigation practice by number of lawyers (*The American Lawyer* 2013)
- #1 in overall M&A deal volume and mid-market deal volume globally during 2014 (*Mergermarket* and *Thomson Reuters*)
- Named in the prestigious FT 40 as one of the most innovative North American law firms (*Financial Times* 2014)
- Named Law Firm of the Year (*Legal Business* 2014)
- Leading firm for international arbitration (*Global Arbitration Review's* 2013 GAR 30 rankings of the world's most active arbitration practices)
- Ranked #1 for US antitrust litigation, based on the number of cases in US federal district court during the prior two years (*Martindale-Hubbell*)
- Listed as one of the top Product Liability Groups of the Year (*Law360* 2013)
- More litigators based outside the US than any other firm on the AmLaw 100 List
- Global Real Estate Firm of the Year (*The International Who's Who of Business Lawyers* 2005-2013)
- Franchise Law Firm of the Year (*The International Who's Who of Business Lawyers* 2005-2013)
- Named International Law Firm of the Americas, for the fifth consecutive year (International Tax Review 2014)