

## Katherine L. Henderson

PARTNER

Litigation  
San Francisco  
New York

khenderson@wsgr.com  
415-947-2065



### FOCUS AREAS

Arbitration  
Board and Internal  
Investigations  
Commercial Litigation  
Corporate Governance  
Corporate Governance  
Litigation  
Government Investigations  
Litigation  
Securities Litigation

### HIGHLIGHTS

- Robust Litigation Practice**  
Katherine represents companies and their officers and directors in stockholder class actions, derivative suits, and complex commercial litigation.
- World-Class Clients**  
Her clients include leading technology, healthcare, and life sciences companies such as Hewlett Packard, SunPower, Capital G, Coherent, Polycom, Genentech, and Align Technology.
- Thought Leadership**  
Katherine often speaks and writes for Practising Law Institute regarding current Delaware law matters and litigation trends.

### EXPERIENCE

Katherine Henderson is a partner in the San Francisco office of Wilson Sonsini Goodrich & Rosati. Her practice focuses on corporate governance, the navigation of corporate fiduciary duties, and the representation of companies and their officers and directors in stockholder class actions, derivative suits, and complex commercial litigation. Katherine specializes in conducting investigations on behalf of management, boards of directors, and special board or management committees; advising companies faced with stockholder litigation demands; and representing companies in stockholder actions and "busted deal" litigation. She also advises with respect to directors' and officers' liability insurance coverage and indemnification issues.

Prior to joining the firm, Katherine practiced in the general litigation department of Jones Day in New York, where she worked on a variety of commercial cases, as well as securities class actions for clients based in New York, the Midwest, and Asia.

Katherine is practicing virtually in Washington as part of the San Francisco office. She is admitted in California. Katherine is not admitted in Washington and therefore not authorized to practice law in Washington.

### CREDENTIALS

#### Education

- J.D., Columbia Law School
- B.A., Political Science, Yale University  
*Cum Laude, With Distinction*

#### Admissions

- State Bar of California
- State Bar of New York
- U.S. District Court for the Central District of California
- U.S. District Court for the Northern District of California
- U.S. District Court for the Eastern District of New York
- U.S. District Court for the Southern District of New York
- U.S. Court of Appeals for the Ninth Circuit

## MATTERS

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### Select Merger Related Litigation Matters

- *Tornetta v. Maffei, et al* (Delaware Court of Chancery) – represented independent directors of Pandora in shareholder litigation seeking post-closing damages for alleged breaches of fiduciary duty
- *Colmenares v. ESI, Inc. et al* (Oregon) – represented ESI and its directors in shareholder litigation
- *City of Daytona Beach Police and Fire Pension Fund v. ExamWorks Group, Inc., et al* (Delaware Court of Chancery)—represented ExamWorks and its directors and officers in shareholder litigation seeking post-closing damages for alleged breaches of fiduciary duty
- *Barracuda merger litigation* (Northern District of California)—represented Barracuda and its directors in shareholder litigation
- *Gandlemen re Rofin et al* (Michigan Circuit Court)—represented Coherent in litigation concerning its acquisition of Rofin
- *In re Advanced Analogic Technologies, Inc.* (Arbitration in the Delaware Court of Chancery)—represented Advanced Analogic Technologies in busted deal litigation
- *Polycom, Inc. v. Sun Capital Partners V, L.P., et al.* (Delaware Court of Chancery)—represented Polycom in busted deal litigation
- *In re Tibco Software, Inc. Stockholders Litigation* (Delaware Court of Chancery)—represented TIBCO Software and its directors in shareholder litigation
- *In re Riverbed Technology, Inc. Stockholders Litigation* (Delaware Court of Chancery, Northern District of California, San Francisco Superior Court)—represented Riverbed Technology and its directors in shareholder litigation
- *In re Informatica Stockholder Litigation* (Delaware Court of Chancery)—represented Informatica and its directors in shareholder litigation
- *In re Audience, Inc. Shareholder Litigation* (Santa Clara Superior Court)—represented Audience and its directors in shareholder litigation
- *Hyer, et al. v. Rally Software Development Corp., et al.,* (Delaware Court of Chancery)—represented CA Technologies in shareholder litigation
- *In re Genentech/Roche Shareholder Litigation* (San Mateo Superior Court, Delaware Court of Chancery)—represented Genentech and its directors in shareholder litigation
- *Carrigan v. Solectron Corporation, et al.* (Santa Clara Superior Court)—represented Solectron and its directors in shareholder litigation
- *Burns v. Sosnoff, et al.* (Illinois Chancery Court)—represented TD Ameritrade in shareholder litigation
- *Staeher v. Cash Systems, Inc., et al.* (Nevada District Court)—represented Cash Systems and its directors in shareholder litigation
- *In re Pervasive Software Inc. Shareholder Litigation* (Travis County, Texas District Court, Delaware Court of Chancery)—represented Pervasive and its directors in shareholder litigation
- *Simon, et al. v. Stang, et al.* (Santa Clara Superior Court)—represented Solta Medical and its former directors in shareholder litigation

### Select Shareholder Derivative and Class Litigation Matters

- *In re Sunpower Securities Litigation* (Northern District of California)—represented SunPower and its officers and directors in class and derivative lawsuits
- *Global Private Opportunities Partners et al v. Shah et al* (New York Supreme Court and Delaware Court of Chancery)—represented Capital G in litigation concerning its investment in Outcome Health
- *Pine River Master Fund Ltd., et al. vs IntelePeer Holdings, Inc.,* (Delaware Court of Chancery)—represented IntelePeer in connection with stockholder challenge to a charter amendment
- *Iron Workers Mid-South Pension Fund v. Bennett, et al.* (Santa Clara Superior Court)—represented nominal defendant Symantec Corporation and its directors in derivative litigation
- *Copeland v. Lane, et al./In re Hewlett-Packard Company Shareholder Derivative Litigation* (Northern District of California)—represented nominal defendant HP in derivative litigation

- *In re Hewlett-Packard Company Securities Litigation* (Central District of California)—represented CFO Cathie Lesjak in securities class action
- *In re HP Securities Litigation* (Northern District of California)—represented CFO Cathie Lesjak in securities class action
- *Hurd v. Espinoza, et al.* (Supreme Court of Delaware)—represented HP in Section 220 litigation
- *In re HP ERISA Litigation* (Northern District of California)—represented CFO Cathie Lesjak in ERISA litigation
- *Scandlon v. Blue Coat Systems, Inc.* (Northern District of California)—represented Blue Coat Systems and its directors in derivative litigation
- *Wozniak v. Align Technology, Inc., et al.* (Northern District of California)—represented Align Technology and its officers in securities class action

### Select Special Committee Investigations

- Represented special litigation committee of the Board of Directors of Expedia Group in connection with stockholder litigation
- Represented special litigation committee of the Board of Directors of Insys Therapeutics, Inc. in connection with stockholder litigation
- Represented special committee of the Board of Directors of Simon Property Group in connection with stockholder demand
- Represented special committee of the Board of McKesson Corporation in connection with stockholder demand
- Represented evaluation committee of the Board of Directors of E.I. du Pont de Nemours and Company: board's decision to reject shareholder demand on the basis of the committee's investigation was upheld by Court of Chancery in *Ironworkers District Council v. Andreotti*, No. 9714-VCG (Del. Ch. May 8, 2015)
- Represented special litigation committee of Baxter International where shareholder derivative case settled based on committee's recommendation

## INSIGHTS

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### Select Publications

- Co-author with B. Sorrels and L. Faccenda, “‘Bad’ v. ‘Bad-Faith’ Oversight: Navigating the Risks of Potential Oversight Liability Following *Marchand v. Barnhill*,” Wilson Sonsini bylined article, February 2021
- Co-author with L. Will, “Controlling Stockholder Transactions: The Ins, the Outs, and Developing Trends,” *Practising Law Institute, Acquiring or Selling the Privately Held Company 2020*, May 2020
- Co-author with A. Simmerman and B. Sorrels, “Appraisal Claim Waivers and Deal Covenants,” Harvard Law School Forum on Corporate Governance and Financial Regulation, August 26, 2019
- Co-author with N. Emeritz, “Current Issues Regarding Independence of Public-Company Directors,” prepared for the Practising Law Institute’s “Recent Developments in Delaware Law 2019: What All Business Lawyers Need to Know,” May 2019
- “Case Synopses Regarding Director Independence,” prepared for the Practising Law Institute’s “Recent Developments in Delaware Law 2019: What All Business Lawyers Need to Know,” May 2019
- Co-author with Lori W. Will, “Controlling Stockholder Transactions: The Ins, the Outs, and Developing Trends,” Practising Law Institute, *Acquiring or Selling the Privately Held Company 2019*, May 2019
- Co-author, “Delaware Supreme Court Issues Opinion Affirming the Preclusive Effect of a Prior Dismissal of Derivative Claims on Demand-Futility Grounds,” WSGR Alert, January 29, 2018
- Co-author, “Delaware Supreme Court Issues Significant Decision Addressing Board Compensation,” WSGR Alert, January 19, 2018
- Co-author, “Delaware Supreme Court Issues Important Opinion in *Dell Appraisal Case*,” WSGR Alert, December 15, 2017
- Co-author with D. Berger and B. Sorrels, “Analysis of Section 220 Demand Request,” The Harvard Forum on Corporate Governance and Financial Regulation, November 28, 2017
- Co-author with B. Sorrels, “Delaware Reining in Deal Litigation?” *Daily Journal*, February 8, 2016
- Co-author with W. Chandler, D. Berger, A. Simmerman, T. Montgomery-Reeves, R. Greecher, and I. Liston, “The Fate of Delaware ‘Fee-Shifting’ Bylaws,” WSGR Alert, July 11, 2014
- Co-author with W. Chandler, D. Berger, S. Guggenheim, A. Simmerman, T. Montgomery-Reeves, R. Greecher, and I. Liston, “Delaware Supreme Court Endorses ‘Fee-Shifting’ Bylaw in Certified Question of Law,” WSGR Alert, May 12, 2014

- Co-author with W. Chandler, D. Berger, A. Simmerman, T. Montgomery-Reeves, I. Liston, and R. Greecher, "In a Decision of First Impression, Delaware Court of Chancery Denies Third Point's Motion to Enjoin Sotheby's Novel Poison Pill," WSGR Alert, May 5, 2014
- Co-author with W. Chandler, D. Berger, T. Cleary, S. Guggenheim, M. Ringler, T. Montgomery, and A. Simmerman, "Financial Advisor Liable for Aiding and Abetting Breaches of Fiduciary Duty," *Transaction Advisors*, April 2014
- Co-author, "Delaware Court of Chancery Finds Financial Advisor Liable for Aiding and Abetting Breaches of Fiduciary Duty," WSGR Alert, March 13, 2014
- Co-author with D. Berger, S. Guggenheim, B. Saunders, H. Fockler, A. Simmerman, I. Liston, and S. Ursaner, "Delaware Court of Chancery Upholds *Trados* Transaction as Entirely Fair," WSGR Alert, August 20, 2013
- Co-author with W. Chandler, D. Berger, A. Simmerman, T. Montgomery-Reeves, I. Liston, and S. Ursaner, "Delaware Court of Chancery Upholds Validity of Board-Adopted Forum Selection Bylaws," WSGR Alert, June 25, 2013
- Co-author with W. Chandler, D. Berger, A. Simmerman, T. Montgomery-Reeves, I. Liston, and S. Ursaner, "Delaware Court of Chancery Applies Business Judgment Review to Controlling Stockholder Transaction," WSGR Alert, May 31, 2013
- Co-author with W. Chandler, D. Berger, T. Montgomery-Reeves, and N. Kushner, "Delaware Supreme Court Overrules the Delaware Court of Chancery's Decision in *Pyott v. La. Municipal Police Employees' Retirement System*," WSGR Alert, April 5, 2013
- Co-author with D. Berger and N. Kushner, "Confidentiality Agreements in Mergers and Acquisitions: Not to Be Ignored," prepared for the Practising Law Institute's "Trends in Merger Litigation 2013: Corporate, Litigation, and Judicial Perspectives," March 2013
- Co-author with D. Berger and N. Chessari, "Disclosure of Management Projections in Mergers and Acquisitions: Are There Any Bright Line Rules?" prepared for the Practising Law Institute's "Trends in Merger Litigation 2013: Corporate, Litigation, and Judicial Perspectives," March 2013
- Co-author with T. Montgomery, "Stockholder Demands for Books and Records: A Few Recent Developments," prepared for the Practising Law Institute's "Trends in Merger Litigation 2013: Corporate, Litigation, and Judicial Perspectives," March 2013
- Co-author with D. Berger, "Delaware Supreme Court Defines Limits of *Revlon* Duties in a Change of Control," WSGR Alert, March 30, 2009
- Co-author with S. Guggenheim, "D&O Liability Insurance - Lessons Learned," prepared for the Practising Law Institute's 40th Annual Institute on Securities Regulation, New York, New York, November 12-14, 2008

### Select Speaking Engagements

- Guest, *2023 Delaware Corporate Law and Litigation Year in Review*, Boardroom Governance Podcast, March 2024
- Speaker, "What Today's Board Members Should Know About D&O Liability," Inside America's Boardrooms, August 18, 2021
- Speaker, "Minimizing Litigation Risk during a Downturn," Stanford•NVCA Venture Capital Symposium, October 6, 2020
- Speaker, "M&A Litigation in the COVID-19 Era," DealLawyers.com, June 25, 2020
- Speaker, Practising Law Institute, Acquiring or Selling the Privately Held Company, 2018-2021
- Speaker, Practising Law Institute, Delaware Law Developments, 2019
- Speaker, NACD Master Class, 2019
- Speaker, Berkeley Corporate Law Symposium, 2018
- Speaker, Society of Corporate Governance Regional Conference, 2018
- Speaker, Rock Center on Corporate Governance Morning Program, 2018
- Speaker, "Are Today's Corporate Directors More Personally Liable?" Inside America's Boardrooms, February 3, 2016