

Amy L. Simmerman

PARTNER

Corporate
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FOCUS AREAS

Corporate
Corporate Governance
Environmental, Social, and
Governance
Mergers & Acquisitions
Shareholder Engagement
and Activism
Strategic Risk and Crisis
Management

HIGHLIGHTS

- **A Wilson Sonsini Practice Leader**
Amy chairs the firm's corporate governance practice.
- **Extensive Corporate Governance Experience**
Amy's practice focuses on providing advice on all aspects of state corporate law and related corporate governance issues, including fiduciary duties, mergers and acquisitions, stockholder activism, novel corporate formation and structuring, stock issuances, preferred stock investments, and various statutory matters.

EXPERIENCE

Amy Simmerman is a corporate partner at Wilson Sonsini Goodrich & Rosati. Amy chairs the firm's corporate governance practice, serves on the firm's board of directors, and is a leader of the firm's Wilmington, Delaware office. Her practice focuses on providing advice on all aspects of state corporate law and a range of corporate governance topics, including fiduciary duties, mergers and acquisitions, stockholder activism, novel corporate formations and structuring, public benefit corporations, stock issuances, preferred stock investments, and various statutory matters. Amy regularly represents special committees of boards of directors in transactions, internal investigations, and other matters, and she provides corporate advice in the context of governance litigation. Amy provides advice to a wide array of clients—including investors and public and private companies. Her practice involves advising many companies and investors in the technology and life sciences industries, although Amy also advises across a variety of industries and sectors.

Amy has been recognized by *Chambers USA: America's Leading Lawyers for Business* for her handling of transactional matters, including M&A and IPOs, with sources commenting that "her level of expertise, credibility, and knowledge is incredible" and that she is an "excellent lawyer." In the technology and life science spaces, sources commented that "her combination of knowledge of Delaware law and experience with venture-backed companies may be unparalleled." Amy was named to *The Deal's* 2023 "Top Women in Dealmaking" list and is a member of the American College of Governance Counsel.

Amy frequently speaks and publishes on corporate governance issues and has guest lectured at Harvard Law School, the University of Pennsylvania Law School, Berkeley Law, Harvard Business School, and UC Hastings College of the Law. Within Delaware, Amy is a member of the Delaware Corporation Law Council, a body of experts that vets and proposes potential amendments to the Delaware General Corporation Law. Amy is also co-chair of the Board of Advisors of the Institute for Law and Economics at the University of Pennsylvania Law School.

CREDENTIALS

Education

- J.D., Georgetown University Law Center
Magna Cum Laude, Order of the Coif
- B.A., University of Pennsylvania
Summa Cum Laude

Associations and Memberships

- American College of Governance Counsel
- Co-chair, Board of Advisors, Institute for Law and Economics at the University of Pennsylvania Law School
- Advisory Council, Equality Delaware
- Prior Board Member, American Civil Liberties Union of Delaware

Honors

- Named 2024 **Thought Leader** by *Corporate Counsel*
- Recognized in the 2021-2026 editions of *Chambers USA: America's Leading Lawyers for Business*

Admissions

- State Bar of Delaware

INSIGHTS

Select Publications

- Co-author, "SEC Issues Policy Statement Clarifying View on Mandatory Arbitration Provisions," Harvard Law School Forum on Corporate Governance, September 28, 2025
- Co-author, "Delaware Legislators and Governor Propose Landmark Legislation," Harvard Law School Forum on Corporate Governance, February 19, 2025
- Contributor, "Counsel Corner: The Art of Balancing Board Dynamics in Private Companies," *The L Suite*, February 11, 2025
- Co-author, "Delaware's Status as the Favored Corporate Home: Reflections and Considerations," Harvard Law School Forum on Corporate Governance, May 8, 2024
- Co-author, "Delaware Court of Chancery Issues Decision on Disney Board's Obligations in the DeSantis Dispute," *The Corporate Governance Advisor*, Vol. 31, No. 5, September/October 2023
- Co-author, "Drag-Along Provisions and Covenants Not to Sue in the Private Company M&A Context," Harvard Law School Forum on Corporate Governance, June 10, 2023
- Co-author, "Delaware Courts Continue Strict Review of Compensation Matters; Practical Advice on Decisionmaking Processes," *Insights: The Corporate and Securities Law Advisor*, Vol. 36, No. 8, August 2022
- Co-author, "Converting to a Delaware Public Benefit Corporation: Lessons from Experience," Harvard Law School Forum on Corporate Governance, February 18, 2022
- Co-author, "Guidance on Busted Deals," *Insights: The Corporate and Securities Law Advisor*, Vol. 35, No. 5, May 2021
- Co-author, "Books and Records in Delaware," *Insights: The Corporate and Securities Law Advisor*, Vol. 35, No. 3, March 2021
- Co-author, "Stockholder Access to Books and Records," *Insights: The Corporate and Securities Law Advisor*, Vol. 35, No. 1, January 2021
- Co-author, "The Importance, Function, and Interpretation of Advance Notice Bylaws," *34 Insights: The Corporate & Securities Law Advisor* 13, September 2020
- Co-author, "Down-Round Financings," *34 Insights: The Corporate & Securities Law Advisor* 11, June 2020
- Co-author, "Navigating Down-Round Financings," Harvard Law School Forum on Corporate Governance, May 12, 2020
- Co-author, "Considerations for Annual Meetings," *Insights: The Corporate and Securities Law Advisor*, Vol. 34, No. 4, April 2020
- Co-author, "A Guidebook to Boardroom Governance Issues," Harvard Law School Forum on Corporate Governance and Financial Regulation, November 8, 2019
- Co-author, "Fiduciary Violations in Sale of Company," Harvard Law School Forum on Corporate Governance and Financial Regulation, July 9, 2019
- Co-author, "The Standard of Review for Challenged Director Compensation," Harvard Law School Forum on Corporate Governance and Financial Regulation, June 25, 2019
- Co-author, "Controlling-Stockholder Conflicts and How to Handle Them," *PLI Current: The Journal of PLI Press*, Vol. 2, No. 4, Autumn 2018
- Co-author, "Non-Delaware Decisions on Director Nominations," The Harvard Forum on Corporate Governance and Financial Regulation, May 18, 2018

- Co-author, “Delaware Court of Chancery Issues Important Decisions Addressing Stockholders' Agreements,” *Insights: The Corporate and Securities Law Advisor*, Vol. 32, No. 4, April 2018
- Co-author, “The Venture Capital Board Member's Survival Guide: Handling Conflicts Effectively While Wearing Two Hats,” 41(1) *Delaware Journal of Corporate Law*, 2016
- Co-author, “The Standard of Review for Controlling Stockholder Transactions Outside of the Merger Context,” *The M&A Lawyer*, Vol. 20, No. 3, March 2016
- Co-author, “When a Significant Minority May Control,” *Daily Journal*, November 25, 2014
- Co-author, “Financial Advisor Liable for Aiding and Abetting Breaches of Fiduciary Duty,” *Transaction Advisors*, April 2014
- Co-author, “Recent Delaware Decision Highlights Importance of Formalities in Issuing Stock and Potential Utility of New Statutory Ratification Procedures,” *Corporate Report Bulletin*, Vol. LXXXV, No. 3, February 5, 2014