

Brad D. Sorrels

PARTNER

Litigation
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FOCUS AREAS

Board and Internal
Investigations
Commercial Litigation
Corporate Governance
Corporate Governance
Litigation
Litigation
Securities Litigation
Shareholder Engagement
and Activism

HIGHLIGHTS

- **Experienced Delaware Litigator**
Brad is an accomplished governance litigator that represents companies and their officers and directors and investors in high-stakes litigation, “busted deal” and other contract litigation, stockholder derivative and class action litigation, and complex commercial litigation in the Delaware Court of Chancery and Superior Court.
- **Trusted Delaware Corporate Advisor**
Brad serves as chair of the firm’s governance litigation practice group. He advises boards and principals on all aspects of Delaware corporate law, corporate governance, and fiduciary duties.
- **Recognized for Obtaining Results**
Brad was recently named to *Forbes’* inaugural “Top 200 Lawyers in the U.S.” list. He is also recognized annually in *Chambers USA: Leading Lawyers for Business* for his ability to handle high-profile M&A and commercial litigation matters, among others, on behalf of companies and their directors. Sources note that Brad is a “knowledgeable and responsive” attorney who “exudes the Chancery civility.”

EXPERIENCE

Brad Sorrels is a partner in Wilson Sonsini’s Delaware office and serves as chair of the firm’s governance litigation practice group. His practice focuses on corporate governance litigation and counseling. Brad specializes in representing companies and their officers and directors, as well as investors, in the full range of M&A and stockholder litigation in the Delaware courts. He frequently advises special committees in connection with derivative litigation and M&A transactions. He also actively advises boards and principals on all aspects of Delaware corporate law, corporate governance, and fiduciary duties.

Brad frequently speaks and publishes on Delaware law and governance issues and has guest lectured at the University of Pennsylvania Law School, Stanford Law School, and UC Berkeley School of Law.

CREDENTIALS

Education

- J.D., University of Pennsylvania Law School
Associate Editor, Journal of Labor and Employment Law
- Certificate in Business and Public Policy, The Wharton School of the University of Pennsylvania
- B.A., West Chester University
Summa Cum Laude; *Member*, Omicron Delta Kappa

Associations and Memberships

- Member, Corporation Law and Litigation Sections, Delaware State Bar Association
- Member, Board of Directors of Student Services, Inc. (associated with West Chester University)

Honors

- Named among *Lawdragon's* "500 Leading Litigators in America," 2025-2026
- Recognized in the 2022-2026 editions of *Chambers USA: America's Leading Lawyers for Business*

Admissions

- State Bar of Delaware
- U.S. District Court for the District of Delaware

MATTERS

Select M&A-Related Litigation Matters

- *Twitter v. Musk et al.*, C.A. No. 2022-0613-CM (Del. Ch.) – Represented Twitter in high-profile litigation enforcing Elon Musk's acquisition of Twitter
- *Bardy Diagnostics, Inc. v. Hillrom, Inc.*, C.A. No. 2021-0175-JRS (Del. Ch.) – Represented seller in successfully obtaining specific performance of merger agreement in busted deal case
- *The We Company v. SoftBank*, C.A. No. 2020-0258-CB (Del. Ch.) – Represented special committee of WeWork board in seeking specific performance of tender offer and secured favorable settlement on the eve of trial, providing for \$1 billion+ tender offer
- *Leaf Invenergy Company v. Invenergy Renewables LLC*, C.A. No. 11830-VCL (Del. Ch.), *appealed and reversed*, No. 308-2018 (Del.) – Represented investors through appeal and successfully recovered \$150 million judgment in connection with breach of a consent right, resulting in one of the largest money judgments in Delaware

Select High-Profile Governance Cases

- *In re Fox Corp./Snap Inc. Section 242 Litigation*, C.A. 2022-1007-VCL (Del. Ch.), *appealed and affirmed*, No. 121-2023 (Del.) – Represented Fox and obtained summary judgment and affirmance on appeal in novel stockholder litigation alleging Fox was required to obtain class votes to adopt an officer exculpation charter amendment
- *In re Palantir Technologies, Inc. Class F Stock Litigation*, C.A. 2021-0275-SG (Del. Ch.) – Represented Palantir in novel litigation challenge to its capital structure
- *Salzberg et al. v. Sciabacucchi*, No. 346, 2019 (Del.) – Represented Stitch Fix and Roku in novel litigation over validity of federal forum selection bylaws

Select Special Litigation Committee Matters

- *In re Carvana Co. Stockholders Litigation* (Del. Ch.) – Advised Special Litigation Committee of Carvana in investigating derivative claims contesting a direct stock offering; obtained full dismissal
- *In re Novavax, Inc. Stockholder Derivative Litigation* (D. Md.) – Advised Special Litigation Committee of Novavax in investigating complex insider trading, oversight failures, and other derivative claims related to Novavax's development of a COVID-19 vaccine; obtained successful settlement
- *In re Tilray, Inc. Stockholder Derivative Litigation* (Del. Ch.) – Advised Special Litigation Committee of Tilray, Inc. in investigating derivative claims challenging a down-stream merger; obtained successful settlement

Select Shareholder Derivative and Class Litigation Matters

- *In re Mattel Stockholder Derivative Litigation* – Represented Mattel and its current and former directors in several multi-jurisdictional derivative litigations
- *Delaware Community Reinvestment Action Council, Inc. v. State of Delaware*, et al., C.A. No. 11773-VCS (Del. Ch.) – Represented the State of Delaware in connection with litigation challenging the use of funds obtained through a settlement related to the foreclosure crisis

INSIGHTS

Select Publications

- Co-author, “How to Navigate the Decision of Exercising Drag-Along Rights During an M&A Process,” *Deal Lawyers*, September-October 2022
- Co-author, “Delaware Court of Chancery Addresses Outside Director’s Use of Another Entity’s Email Account for Board Communications,” Wilson Sonsini Alert, October 4, 2021
- Co-author, “Delaware Supreme Court Eliminates Gentile Dual Nured Claims,” Wilson Sonsini Alert, September 23, 2021
- Co-author, “Chancellor McCormick Provides Helpful Guidance on Pre-Suit Litigation Demands Under Delaware Law,” Wilson Sonsini Alert, July 6, 2021
- Co-author, “Delaware Court of Chancery Issues Additional Guidance on Busted Deals,” Wilson Sonsini Alert, May 6, 2021
- Co-author, “Delaware Court of Chancery Orders Facebook to Produce Books and Records, Including Emails, but Not Attorney-Client Privileged Materials,” Wilson Sonsini Alert, February 26, 2021
- Co-author with K. Henderson 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, “Delaware Supreme Court Issues Key Decision Addressing Stockholders’ Rights to Access Books and Records Under Section 220 of Delaware General Corporation Law,” Wilson Sonsini Alert, December 17, 2020
- Co-author, “Delaware Court Denies Section 220 Demand and Reinforces Judicial Deference on Exec Comp Decisions,” WSGR Alert, November 5, 2019
- Co-author with K. Henderson and A. Simmerman, “Appraisal Claim Waivers and Deal Covenants,” Harvard Law School Forum on Corporate Governance and Financial Regulation, August 26, 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, 2019
- Co-author with P. Sumpter, “Delaware’s Appraisal Remedy Continues to Take Shape,” *The M&A Lawyer*, Vol. 22, Issue 4, April 2018
- Co-author, “Delaware Supreme Court Issues Important Opinion in Dell Appraisal Case,” WSGR Alert, December 15, 2017
- Co-author, “Delaware Court of Chancery Issues Important Decision on Recapitalizations and Dual-Class Structures Involving Controlling Stockholders,” WSGR Alert, December 13, 2017
- Co-author, “Recent Court of Chancery Appraisal Decisions Provide Guidance on Court’s Deference to Merger Price as Evidence of Fair Value,” WSGR Alert, June 5, 2017
- Co-author, “Court of Chancery Dismisses Post-Closing Claims in Connection with Acquisition of Cyan and Provides Clarity on the ‘Quasi-Appraisal’ Remedy,” WSGR Alert, May 15, 2017
- Co-author, “Important Decision by Massachusetts Supreme Court May Significantly Reduce Risk of Merger Litigation,” WSGR Alert, March 16, 2017
- Co-author with K. Henderson, “Delaware Reining in Deal Litigation?” *Daily Journal*, February 8, 2016
- Co-author, “Delaware Supreme Court Issues Long-Awaited Decision in *Rural/Metro* Affirming Liability Against Financial Advisor,” WSGR Alert, December 2, 2015
- Co-author, “Plaintiffs’ Firms Seek Quick Money by Challenging ‘Dead Hand Proxy Puts’ in Debt Agreements,” WSGR Alert, June 9, 2015
- Co-author, “Delaware Supreme Court Clarifies Application of Exculpatory Charter Provisions to Motions to Dismiss Independent Directors,” WSGR Alert, May 15, 2015
- Co-author with D. Berger, “Developments in Forum Selection since *Chevron* and Thoughts for the Future,” *Insights*, Vol. 28, No. 10, October 2014
- Co-author with W. Lafferty, “Anatomy of a Busted (Up) Deal,” *Securities & Commodities Regulation* 34, No. 12, June 16, 2010

Select Speaking Engagements

- Speaker, “Texas Corporate Law, Jurisdictional Shifts, and the Investor Perspective,” 2025 Berkeley Fall Forum on Corporate Governance Pre-Event Webinar, October 14, 2025
- Panelist, “Reincorporation - Strategic Considerations for Companies and VCs,” The L Suite Webinar, August 7, 2025
- Panelist, “Litigation of Delaware Statutory Claims,” PLI’s Delaware Law Developments 2025: What All Business Lawyers Need to Know, April 2025
- Panelist, “The Future of Delaware Law,” Wilson Sonsini Webinar, April 2025