

Shannon E. German

PARTNER

Litigation
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FOCUS AREAS

Corporate Governance
Corporate Governance
Litigation
Litigation
Securities Litigation

EXPERIENCE

Shannon German is a partner in the Wilmington office of Wilson Sonsini Goodrich & Rosati. Her practice focuses on corporate governance litigation and counseling, navigation of corporate fiduciary duties, and representation of companies and their officers and directors in stockholder class actions, derivative suits, and complex commercial litigation in the Delaware Court of Chancery and the Delaware Supreme Court. She also represents clients in stockholder class actions, derivative suits, and securities actions in the state and federal courts throughout the country.

In addition, Shannon specializes in advising companies faced with stockholder litigation and books and records demands, as well as director and officer demands for advancement and indemnification; conducting investigations on behalf of management, boards of directors, and special board or management committees; and representing companies and their boards of directors in stockholder actions and "busted deal" litigation.

Prior to joining the firm, Shannon practiced in the corporate and business litigation group at Morris, Nichols, Arsht & Tunnell LLP in Wilmington, Delaware. Previously, she served as a law clerk for Justice Randy J. Holland of the Delaware Supreme Court. Shannon also served as a judicial intern to Vice Chancellor Donald F. Parsons, Jr., of the Delaware Court of Chancery.

CREDENTIALS

Education

- J.D., Georgetown University Law Center
Magna Cum Laude, Order of the Coif
- M.J., University of Maryland
- B.A., University of Delaware

Associations and Memberships

- Member, Corporate Law, Litigation, and Women in the Law Sections, Delaware State Bar Association

Admissions

- State Bar of Delaware
- U.S. District Court for the District of Delaware
- U.S. Court of Appeals for the Third Circuit
- U.S. Court of Appeals for the District of Columbia Circuit

MATTERS

Recent Governance and M&A Litigation Matters

- *In re Tilray, Inc. Reorganization Litig. Stockholders Litigation* (Del. Ch. 2022) – currently advising Special Litigation Committee of Tilray in investigating and complex claims challenging reorganization; successfully obtained a stay before Chancellor McCormick
- *City Pension Fund for Firefighters & Police Officers of City of Miami v. The Trade Desk, Inc., et al* (Del. Ch. 2022) – currently representing founder/CEO Jeff Green in stockholder derivative litigation; successfully obtained dismissal of derivative suit challenging amendment to dual-class stock structure; currently briefing motions to dismiss compensation suit
- *In re TrueCar, Inc. Stockholder Derivative Litigation* (Del. Ch. 2020) – represented TrueCar and members of its board of directors in multi-district litigation challenging secondary offering following earnings loss; successfully obtained dismissal of derivative suits; currently advising board and directors in related matters
- *Forescout Technologies, Inc. v. Ferrari Group Holdings, L.P., et al.* (Del. Ch. 2020) – represented Forescout in action to enforce merger agreement with affiliates of Advent International; obtained favorable settlement for client and transaction ultimately closed
- *Eminence Capital, LP v. Pluralsight, Inc.* (Del. Ch. 2021) – represented Pluralsight in books and records actions and related stockholder litigation challenging acquisition of Pluralsight by affiliates of Vista Equity Partners
- *Vintage v. Rent-A-Center, Inc.* (Del. Ch. 2019) – represented buyer in hard-fought and highly expedited litigation over seller’s termination of merger agreement resulting in favorable settlement
- *Karri v. Oclaro, Inc.* (ND Cal 2022) – currently representing Oclaro in securities class action challenging acquisition of Oclaro by Lumentum Holdings
- Currently representing Medallia, Inc. in books and records actions in the Court of Chancery connection with acquisition of Medallia by Thoma Bravo
- Represented Momentive Global, Inc. in books and records action in the Court of Chancery and multi-district stockholder litigation challenging acquisition of Momentive by Zendesk
- Represented Zynga in multi-district stockholder litigation challenging acquisition of Zynga by Take-Two
- Represented Poly, Inc. in multi-district stockholder litigation challenging acquisition of Poly by HP

INSIGHTS

Select Publications

- Co-author, “Delaware Court of Chancery Addresses Outside Director’s Use of Another Entity’s Email Account for Board Communications,” Wilson Sonsini, 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, “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, “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
- “What They Don’t Know Can Hurt Them: Corporate Officers’ Duty of Candor to Directors,” *Delaware Journal of Corporate Law*, Vol. 34, No. 1, 2009