

## 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 is a leader of Wilson Sonsini's Delaware office and governance practice.
- **Comprehensive Experience in Delaware Law**  
Amy's practice focuses on providing advice on all aspects of Delaware corporate law and related corporate governance issues, including fiduciary duties, mergers and acquisitions, stockholder activism, corporate formation, stock issuances, preferred stock investments, and various statutory matters.

### EXPERIENCE

Amy Simmerman is a partner in the Wilmington, Delaware, office of Wilson Sonsini Goodrich & Rosati. Amy is a leader of the firm's Delaware office and governance practice, and she serves on the firm's board of directors. Her practice focuses on providing advice on all aspects of Delaware corporate law and related corporate governance issues, including fiduciary duties, mergers and acquisitions, stockholder activism, corporate formation, stock issuances, preferred stock investments, and various statutory matters. Amy regularly represents special committees of boards of directors in mergers and acquisitions, 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 Delaware law and governance issues and has guest lectured at Harvard Law School, the University of Pennsylvania Law School, and UC Hastings College of the Law. Within Delaware, she has served on a committee of the Council of the Corporation Law Section of the Delaware State Bar Association to vet potential amendments to the Delaware General Corporation Law. Amy is also a member of the Board of Advisors of the Institute for Law and Economics at the University of Pennsylvania Law School.

### CREDENTIALS

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## 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
- 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

- Recognized in the 2021-2024 editions of *Chambers USA: America's Leading Lawyers for Business*

## Admissions

- State Bar of Delaware

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## INSIGHTS

### Select Publications

- Co-author with D. Berger, R. Greecher, J. Griffin-Stanco, and B. Sorrels, "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 with D. Berger and R. Greecher, "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 with B. Sorrels and L. DeBona, "Deal Lessons from Delaware Ruling Against Seller CEO and Buyer," *Law360*, March 28, 2023
- Co-author, "How to Navigate the Decision of Exercising Drag-Along Rights During an M&A Process," *Deal Lawyers*, September-October 2022
- Co-author with J. Schoenberg and D. Thomas, "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 with R. Blake, B. Currie, and R. Greecher, "Converting to a Delaware Public Benefit Corporation: Lessons from Experience," Harvard Law School Forum on Corporate Governance, February 18, 2022
- Co-author with A. Broderick, A. Cordo, R. Greecher, L. León, and B. Sorrels, "Delaware Supreme Court Enforces Waiver of Statutory Appraisal Rights," *The M&A Lawyer*, Vol. 25, No. 9, October 2021
- Co-author with T. Cleary, R. Greecher, and D. Schnell, "Guidance on Busted Deals," *Insights: The Corporate and Securities Law Advisor*, Vol. 35, No. 5, May 2021
- Co-author with S. German, B. Sorrels, and L. Will, "Books and Records in Delaware," *Insights: The Corporate and Securities Law Advisor*, Vol. 35, No. 3, March 2021
- Co-author with S. German, B. Sorrels, and L. Will, "Stockholder Access to Books and Records," *Insights: The Corporate and Securities Law Advisor*, Vol. 35, No. 1, January 2021
- Co-author with Z. Lenox and D. Schnell, "The Importance, Function, and Interpretation of Advance Notice Bylaws," *34 Insights: The Corporate & Securities Law Advisor* 13, September 2020
- Co-author with S. Bochner and B. DeGraw, "Down-Round Financings," *34 Insights: The Corporate & Securities Law Advisor* 11, June 2020
- Co-author with S. Bochner and B. DeGraw, "Navigating Down-Round Financings," Harvard Law School Forum on Corporate Governance, May 12, 2020
- Co-author with R. Greecher, J. Macias, and L. Stimmell, "Considerations for Annual Meetings," *Insights: The Corporate and Securities Law Advisor*, Vol. 34, No. 4, April 2020
- Co-author with K. Henderson, "A Guidebook to Boardroom Governance Issues," Harvard Law School Forum on Corporate Governance and Financial Regulation, November 8, 2019
- Co-author with D. Berger, "Response to CII Proposal to Amend DGCL," Harvard Law School Forum on Corporate Governance and Financial Regulation, October 4, 2019
- Co-author with K. Henderson 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 D. Berger, "Fiduciary Violations in Sale of Company," Harvard Law School Forum on Corporate Governance and Financial Regulation, July 9, 2019
- Co-author with J. Aguirre, "The Standard of Review for Challenged Director Compensation," Harvard Law School Forum on Corporate Governance and Financial Regulation, June 25, 2019

- Co-author with K. Martin, “Controlling-Stockholder Conflicts and How to Handle Them,” *PLI Current: The Journal of PLI Press*, Vol. 2, No. 4, Autumn 2018
- Co-author with D. Berger and N. Emeritz, “Implementation of *MFWS* Standard in New York,” The Harvard Forum on Corporate Governance and Financial Regulation, June 12, 2018
- Co-author with D. Berger and A. Broderick, “Non-Delaware Decisions on Director Nominations,” The Harvard Forum on Corporate Governance and Financial Regulation, May 18, 2018
- “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 with D. Berger and B. Sorrels, “Derivative Litigation and Stockholder Preclusion,” Harvard Law School Forum on Corporate Governance and Financial Regulation, February 13, 2018
- Co-author with D. Berger and B. Sorrels, “2017 Delaware Corporate Law Year in Review,” Harvard Law School Forum on Corporate Governance and Financial Regulation, February 12, 2018
- Co-author with S. Bochner, “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 with A. Flaherty, “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 with M. Ringler, “When a Significant Minority May Control,” *Daily Journal*, November 25, 2014
- Co-author with D. Berger, W. Chandler, T. Cleary, S. Guggenheim, K. Henderson, M. Ringler, and T. Montgomery, “Financial Advisor Liable for Aiding and Abetting Breaches of Fiduciary Duty,” *Transaction Advisors*, April 2014
- Co-author with R. Proffitt, L. Stimmell, and S. Ursaner, “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
- Co-author with J. Wolters, “Innovations in Poison Pill Drafting,” Practical Law Company, November 2011
- Co-author with A. Johnston and J. Gorris, “Recent Delaware Law Developments in Advancement and Indemnification: An Analytical Guide,” 6 *New York University Journal of Law and Business*, 2009

## Select Speaking Engagements

- Guest, 2023 Delaware Corporate Law and Litigation Year in Review, Boardroom Governance Podcast, March 2024
- Presenter, “PLI: Corporate Governance - A Master Class 2023,” Practising Law Institute, New York, New York, April 11, 2023
- Co-panelist, “The Twitter Takeover Tale,” University of Pennsylvania Law School, January 24, 2023
- Co-chair, “Delaware Law Developments 2022: What All Business Lawyers Need to Know,” Practising Law Institute, New York, New York, May 26, 2022
- Panelist, “Lessons Learned From Private Equity/Venture Capital Disputes, ABA Business Law Section Annual Meeting, September 24, 2021
- Moderator, CSC Delaware Seminar Series: Fireside Chat with Delaware Supreme Court Justice Tamika Montgomery-Reeves, May 14, 2021
- Co-chair and Moderator, “Delaware Law Developments 2021: What All Business Lawyers Need to Know,” Practising Law Institute, New York, New York, May 6, 2021
- Panelist, “The New World of Stockholder Litigation and Why Your Board Minutes Matter,” Boston Bar Association, April 18, 2021
- Speaker, “Recommended Steps for Boards in a Disruptive Environment,” Inside America’s Boardrooms Webcast, April 7, 2021
- Speaker, “M&A Trends During the COVID-19 Crisis,” Inside America’s Boardrooms, Diligent Insights, July 8, 2020
- Panelist, “Navigating Down Round Financing,” Nasdaq Entrepreneurial Center Webinar, May 6, 2020
- “Legal Advice for Boards Navigating COVID-19,” Inside America’s Boardrooms Webcast, May 6, 2020
- Panelist, “Corporate Governance 2019 - Tech and Life Sciences Edition,” 31<sup>st</sup> Annual All Hands Meeting, Santa Clara, California, November 19, 2019
- Panelist, “Recent Developments in Delaware and Corporate Law,” Berkeley Symposium on Corporate Law, San Francisco, California, October 25, 2019
- Co-chair and Moderator, “Delaware Law Developments 2019: What All Business Lawyers Need to Know,” Practising Law Institute, New York, New York, May 9, 2019
- Panelist, 39th Annual Ray Garrett Jr. Corporate & Securities Law Institute, Northwestern University Prisker School of Law, Chicago, Illinois, April 12, 2019

- Panelist, “Delaware Hodgepodge for Private Equity and Venture Capital,” American Bar Association Business Law Section Spring Meeting, Vancouver, British Columbia, March 28, 2019
- Panelist, Corporate Roundtable, University of Pennsylvania Institute for Law and Economics, Philadelphia, Pennsylvania, December 14, 2018
- Panelist, “Delaware Law Developments 2018: What All Business Lawyers Need to Know,” Practising Law Institute, New York, New York, May 24, 2018
- Panelist, “A West Coast Conversation: Liquidity, Valuation, and Capital and Governance Structure,” University of Pennsylvania Institute of Law and Economics, San Francisco, California, March 22, 2018
- Panelist, “The Court of Chancery, the DGCL, and Federalism,” Delaware Corporate Law Anniversary Symposium, Wilmington, Delaware, September 26, 2017
- Panelist, “Perspectives on Cutting Edge Issues in Venture Capital and Private Equity,” American Bar Association Business Law Section Annual Meeting, Chicago, Illinois, September 14, 2017
- Panelist, “The Rise of the Stockholder: Trends in Corporate Governance,” 28th Annual All Hands Meeting, Santa Clara, California, November 17, 2016
- Panelist, “The SEC’s Silicon Valley Initiative and Implications for Late-Stage Private Companies and Investors,” Wilson Sonsini Goodrich & Rosati’s General Counsel Series, NASDAQ Entrepreneurial Center, San Francisco, California, June 13, 2016
- Panelist, “The Law and Practice of Down-Round Financings: United States and Canada,” American Bar Association Business Law Section Spring Meeting, Montreal, Quebec, April 9, 2016