



# Director and Officer Liability

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## PEOPLE

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## INDUSTRIES

Government

Manufacturing

Real Estate

Technology

## Overview

### WHEN D&O DECISIONS ARE CHALLENGED

Corporate board directors and officers (D&O) provide crucial guidance, judgment and advice to a company. They make important decisions that affect the direction of the company. While these board decisions can be beneficial to the business, they can be challenged by company owners.

Directors and officers can be sued for breach of fiduciary duty of loyalty and care to the company. They may also face more complicated claims arising under intellectual property, white collar, employment, environmental and securities laws. Directors and officers can be held liable if they acted in their own best interests, were not diligent in their decision-making process or broke the law.

### ADVISING THE ADVISORS

Our team is experienced in prosecuting and defending claims involving the directors and officers of a company. We assist directors and officers and their companies with coverage issues related to D&O policies. We also work closely with D&O insurance carriers to keep them informed about policies and on any pending litigation or investigation.

Our representation of directors and officers includes:

- Class-action lawsuits
- Derivative lawsuits brought by owners on behalf of the company
- Shareholder-activist lawsuits seeking to compel directors and officers to perform a specific act (such as provide corporate records or hold a special meeting)
- Government investigations
- Internal investigations conducted by an appointee of a company (such as a special committee or a law firm)

### EXPERIENCE

- Successfully defended a former employee against alleged violations of the federal and Pennsylvania Stored Communications Acts.

- Successfully defended Pennsylvania Wage Payment and Collection Act cases for a number of companies, including those located both inside and outside the Commonwealth, where former employee sued directors and officers of company personally.
- Successfully obtained dismissal of Chapter 7 corporate bankruptcy case filed fraudulently to avoid a judgment and disposition of property to satisfy the judgment and obtained a significant award of sanctions against the debtor, its principal and counsel.
- Successfully represented purchaser of business under stock purchase agreement in private arbitration and related state court litigation involving claims brought by purchaser for breaches of financial representations and warranties made in the agreement and claims brought by seller of business, including claims against directors and officers.
- Successfully defended a former government official from breach of fiduciary duty claims brought by her former employer.