

#### BAR & COURT ADMISSIONS

- » Delaware, 1986
- » North Carolina, 1995

#### PRACTICE AREAS

- » Corporation Law - Counseling and Governance
- » Mergers, Acquisitions and Divestitures

#### NEWS & PUBLICATIONS

- » 27 Potter Anderson & Corroon Attorneys Listed in The Best Lawyers in America 2011
- » Chambers USA Recognizes 22 Potter Anderson Attorneys
- » Nine Potter Anderson & Corroon LLP Partners Named Lawdragon Leading Lawyer Finalists
- » Potter Anderson Representing Varian, Inc. in \$1.5 Billion Sale to Agilent
- » John Grossbauer Comments on Trados Inc. Deal
- » John Grossbauer Quoted in *BNA Corporate Accountability Report*
- » Potter Anderson Partner Quoted in *Corporate Secretary*
- » Grossbauer Quoted in *Financial Times Mandate* Regarding Delaware Corporate Law
- » Grossbauer Quoted in *Delaware Law Weekly* Regarding Supreme Court Decision
- » Analyzing the Latest Amendments to the Delaware General Corporation Law



## John F. Grossbauer

### Partner

TEL: (302) 984-6131

FAX: (302) 778-6131

[jgrossbauer@potteranderson.com](mailto:jgrossbauer@potteranderson.com)

Mr. Grossbauer concentrates his practice in the areas of corporation law and commercial transactions; he regularly advises public and private corporations and their boards of directors with respect to all aspects of the Delaware General Corporation Law, ranging from advice regarding the fiduciary duties of directors to technical compliance with the various provisions of the Delaware General Corporation Law. Mr. Grossbauer has advised a number of clients involved in proxy contests, both as dissidents and incumbents, and he has extensive experience representing purchasers and sellers in negotiated acquisitions of assets and businesses, both on a national and an international level. Mr. Grossbauer also authors opinion letters on matters of Delaware corporation law, including opinions relating to shareholder proposals. Mr. Grossbauer has been named by *Chambers USA: America's Leading Lawyers for Business* as a leading Delaware Corporate/M&A Practitioner and by Lawdragon as one of "3000 Leading Lawyers in America" and one of "The Law Dragon 500 Leading Dealmakers."

#### Education

- Duke University School of Law, J.D., 1986
- Pennsylvania State University, B.A., With Highest Honors, 1983

#### Representative Matters

Mr. Grossbauer has advised on a number of public company transactions over the past several years, including representing a special committee of Transatlantic Holdings in connection with its relationship with AIG, a special committee of Pepsi Bottling Group, Inc. in its response to a takeover proposal by Pepsi Co., a special committee of Amkor Technology, Inc. in connection with its successful sale of convertible notes, a Goldman Sachs affiliate in connection with its investment in MoneyGram International Inc., Citadel Investment Group in its acquisition of Ion Media Networks, Inc., a special committee of directors of Harrahs, Inc. in its going-private transaction, Solectron in its acquisition by Flextronics, Premium Standard Farms in its sale to Smithfield Foods, The McClatchy Company in its acquisition of Knight-Ridder, AmeriTrade in the acquisition of TDWaterhouse, Cerberus in connection with its acquisition of a controlling stake in GMAC, a special

- » 2010 Amendments to Delaware General Corporation Law
- » *In re John Q. Hammons Hotels, Inc.*: A New Roadmap for Conflict Transactions?
- » An M&A Lawyer's Guide to the DGCL Amendments
- » The Delaware Supreme Court Strikes a Balance in *CA, Inc. v. AFSCME*
- » Negotiate With Care: Recent Delaware Developments Relating to Indemnification and Advancement
- » Special Committees: A Primer
- » Delaware Court of Chancery Delays Vote on CVS/Caremark Merger
- » Court of Chancery Issues Significant Decision on Special Committee Process
- » The Increasing Role of Delaware Books and Records Demands In Compensation and Governance Disputes
- » Sox Appeal: Is The Delaware Judiciary Heightening Its Standards For Director Independence and Good Faith?
- » The (No Longer) Overlooked Duty of Good Faith Under Delaware Law
- » Top-Up Options and Short Form Mergers
- » Entire Fairness Standard of Review Does Not Apply in Short-Form Mergers
- » What is the Appropriate

## John F. Grossbauer (cont.)

committee of West Corporation in its leveraged recapitalization by TH Lee, and iFilm in its acquisition by Viacom. Recent proxy contest activity includes contests involving Amylin Pharmaceuticals, Inc., Specialty Underwriters Inc., TM Entertainment and Media, Inc., Take-Two Interactive Software, Inc., Office Depot, Inc., CNET Networks, Inc., infoUSA, The Walt Disney Corporation and El Paso Corporation.

### Seminars & Speeches

---

Mr. Grossbauer is a frequent speaker on matters of Delaware corporation law. He recently served as a panelist on a program on indemnification agreements at the 2009 Spring Meeting of the American Bar Association, and on a webcast sponsored by TheCorporateCounsel.net entitled, "Conduct of the Meeting," and spoke at the West Legalworks 29th Annual Institute on Proxy Statements and Critical Corporate Disclosures in San Francisco, CA, and also spoke on stock option issues at the 2007 Annual Meeting of the ABA. In addition, Mr. Grossbauer has served as a speaker on Delaware corporate law issues for a number of national and regional law firms as part of their internal continuing education programs.

### Professional Activities

---

- Delaware State Bar Association: Member, Council of the Corporation Law Section
- American Bar Association: Co-Chair, Subcommittee on Indemnification, Committee on Director & Officer Liability, Business Law Section; International M&A Subcommittee, Negotiated Acquisitions Committee, Business Law Section

Standard of Review for Deal  
Protection Measures?

» What is Independence?

**John F. Grossbauer** (cont.)

