



Robert H. Baron

PARTNER, LITIGATION

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Robert H. Baron has handled major commercial cases brought as individual and class actions in federal and state courts, including the representation of major domestic and foreign issuers and financial institutions in litigation related to securities offerings and trading, complex structured financing transactions and mergers and acquisitions.

Mr. Baron's representative cases include:

M&A and Business Transactions Litigation

- Representing **Deutsche Telekom**, T-Mobile's controlling shareholder, and certain Deutsche Telekom officers, in putative class action and derivative litigation in the Delaware Court of Chancery alleging defendants breached their fiduciary duties in connection with T-Mobile's merger with Sprint.

- Represented **members of the special transaction committee of Viacom, Inc.'s Board of Directors** in securing a favorable settlement in consolidated putative class action litigation in the Delaware Court of Chancery alleging, among other things, that those directors breached their fiduciary duties in connection with Viacom's \$30 billion merger with CBS, which closed in December 2019.
- Represented **Precision Castparts Corp.** ("PCC") and its board of directors in purported shareholder class action lawsuits filed in Oregon state and federal court challenging PCC's \$37 billion acquisition by Berkshire Hathaway. After PCC filed motions for summary judgment in the federal action, the parties agreed to a \$21 million settlement to resolve both the federal and state litigations, which was approved by the court in May 2021.
- Represented **Cisco Systems, Inc.** as plaintiff in an action filed in the Delaware Court of Chancery concerning Cisco's then-proposed \$2.6 billion merger with Acacia Communications, Inc. After securing a temporary restraining order barring Acacia from terminating the merger agreement, the parties stipulated to the dismissal of the action and the merger successfully closed in March 2021.
- Represented **Akorn, Inc.** in damages litigation in the Delaware Court of Chancery regarding Fresenius' termination of the parties' \$4.3 billion merger agreement. It is one of a handful of cases regarding termination rights arising from material adverse event ("MAE") provisions in merger agreements to be tried to a decision, and the first such appeal decided by the Delaware Supreme Court. Mr. Baron also represented Akorn and its directors in putative shareholder class action litigations in Illinois state and federal courts relating to the merger, which were voluntarily dismissed.
- Represented **Pinnacle Foods Inc.** and its directors in consolidated purported class action litigation filed in New Jersey federal court and in the Delaware Court of Chancery challenging Pinnacle's \$10.9 billion acquisition by Conagra Brands, which closed in October 2018.
- Represented **Altra Industrial Motion Corp.** and its board of directors in purported class action litigation filed in Massachusetts state court relating to Altra's \$3 billion Reverse Morris Trust transaction with Fortive Corporation, which was announced in March 2018. Plaintiff's motion for preliminary injunction was denied, and the case was dismissed in September 2018.
- Represented **IBM** in litigation filed in the Delaware Court of Chancery and Illinois state court related to IBM's \$1 billion acquisition of Merge Healthcare. After successfully opposing a preliminary injunction motion in the Illinois court, the transaction closed. The Delaware court subsequently granted a motion to dismiss the action.
- Represented **Time Warner Inc.** and its board of directors in a consolidated putative securities class action lawsuit in New York federal court relating to Time Warner's \$109 billion acquisition by AT&T. Plaintiffs voluntarily dismissed their suit.
- Represented **Pinnacle Foods Inc.** and one of its subsidiaries, Slope Acquisition Inc., in consolidated shareholder class action litigation in Colorado state court related to its \$975 million acquisition of Boulder

Brands. A settlement was approved by the court in September 2016.

- Represented **Lundbeck A/S** in consolidated putative class action litigation in the Delaware Court of Chancery arising from its \$658 million acquisition of Chelsea Therapeutics International. The transaction closed in June 2014 and the case was dismissed in May 2016.
- Represented **Alliant Techsystems Inc.** (“ATK”) in purported class action litigation filed in the Delaware Court of Chancery in connection with ATK’s merger of its Aerospace and Defense Groups with Orbital Sciences Corporation following a spin-off of ATK’s Sporting Group to its shareholders. The transaction closed and the actions were dismissed.
- Represented **Grupo Villar Mir, S.A.U.** and its subsidiary Grupo FerroAtlántica, S.A.U. (“Grupo FA”) in a consolidated putative class action lawsuit in the Delaware Court of Chancery challenging Grupo FA’s merger with Globe Specialty Metals. The parties agreed to a settlement of the litigation, and the merger closed.
- Represented **MarkWest Energy, L.P.** and its board of directors in litigation filed in the Delaware Court of Chancery related to the company’s \$21 billion merger with Marathon Petroleum Corporation. The transaction closed in December 2015, and in February 2016 plaintiffs voluntarily dismissed the action.
- Represented **Scientific Games Corporation** and certain of its affiliates in purported class action litigation filed in Nevada state court challenging Scientific Games’s \$5.1 billion acquisition of Bally Technologies. The transaction closed and the parties reached a settlement of the litigation.
- Represented **AmerisourceBergen Corporation** and certain of its affiliates in purported class action litigation filed in the Delaware Court of Chancery arising from the company’s \$2.5 billion acquisition of MWI Veterinary Supply, Inc., the leading animal health distribution company in the United States. The transaction closed and the parties stipulated to a dismissal of the action.
- Represented **Sapient Corporation** and its board of directors in class action litigation filed in the Delaware Court of Chancery challenging the company’s \$3.7 billion acquisition by Publicis Groupe SA. Following discovery, plaintiffs withdrew their motion for a preliminary injunction. The complaint was dismissed.
- Represented **Covance Inc.** and its board of directors in purported class action litigation filed in the Delaware Court of Chancery and New Jersey state court arising from the company’s \$6.2 billion acquisition by Laboratory Corporation of America Holdings. The merger closed as scheduled in February 2015. The lawsuits have been dismissed.
- Has advised **JPMorgan, Goldman Sachs, Credit Suisse, Morgan Stanley, Citigroup, UBS, Barclays, Moelis** and **PJT Partners** in connection with litigation arising out of transactions in which they acted as financial advisors.

Securities Litigation

- Represented **Akorn, Inc.** and its directors in consolidated federal securities class action litigation and in shareholder derivative suits in federal and state courts in Illinois and Louisiana alleging misrepresentations and omissions, and related claims concerning data integrity issues at Akorn.
- Represented **Vista Outdoor Inc.** and certain of its former officers in securities class action litigation filed in federal court in the District of Utah, which alleged misrepresentations and omissions concerning Vista's write-offs of recorded goodwill announced in January 2017 and November 2017. A settlement was approved by the court in October 2018.
- Represented **Merck & Co.** and current and former officers and directors in individual and class action securities cases that are part of multidistrict shareholder fraud litigation in New Jersey federal court arising out of alleged misrepresentations and omissions relating to the sale of the pain medication Vioxx® (settled in 2016). Mr. Baron also represented Merck in related shareholder derivative actions in federal and state court and related ERISA class action litigation.
- Represented **JPMorgan Chase & Co.** and related entities in numerous residential mortgage-backed securities litigation filed in federal and state courts across the country.
- Won motion to dismiss with prejudice all claims against former senior executives of **Levitz Home Furnishings** in a securities fraud action filed in New York federal court by purchasers of high-yield bonds that were sold by Levitz less than one year before it filed for bankruptcy. The decision was affirmed by the Second Circuit Court of Appeals.

General Commercial Litigation

- Represented **A.J. Richard & Sons, Inc., owner of P.C. Richard & Sons**, as plaintiff in a lawsuit filed in 2015 in New York state court against Forest City Ratner Companies, LLC, seeking to enforce Forest City Ratner's obligations under an agreement relating to the Atlantic Yards redevelopment in Brooklyn. Won summary judgment granting specific performance in the trial court in 2019. In September 2021, after Forest City Ratner appealed the decision, the parties agreed to a resolution of the action.
- Represented **Credit Suisse** and **Deutsche Bank** in contract and tort actions in Delaware, New York and Texas in which plaintiffs sought billions of dollars in damages from the banks in connection with the failed Hexion/Huntsman merger. Hexion's claims in New York were dismissed with prejudice and six days into trial in Texas, Huntsman settled its claims with the banks for a mere fraction of the almost \$14 billion in damages it had sought. Mr. Baron also represented both banks in securing the dismissal of follow-on litigation filed against the banks in Texas state court (affirmed on appeal) and Wisconsin federal court.
- Defended **Goldman Sachs** against multibillion-dollar fraudulent conveyance claims asserted by the Unsecured Creditors Committee in adversary proceedings in New York bankruptcy court relating to the Lyondell bankruptcy proceeding. All claims against Goldman Sachs were resolved through a settlement approved by the court.

- Won dismissals at the motion to dismiss stage of five separate actions against **AWB Limited** (now Agrium Asia Pacific Ltd.) relating to AWB's participation in the U.N. Oil-for-Food Programme in Iraq. The actions involved various claims, including antitrust, civil RICO, FCPA and Alien Tort Statute claims.
- Won summary judgment for **Salomon Smith Barney** in an action brought in New York state court by a hedge fund seeking over \$200 million in damages sustained in the bond market turmoil following the collapse of Long Term Capital Management.

Mr. Baron has been consistently named a "Leading Trial Lawyer" by *The Legal 500 US* and was added to *The Legal 500* Hall of Fame in the M&A litigation category in 2019. He has also been recognized by that publication for his work in securities litigation, financial services litigation, trade secrets litigation, commercial litigation and appeals. Mr. Baron is frequently cited as one of the country's leading practitioners in securities and general commercial litigation by *Chambers USA*. In addition, Benchmark Litigation regularly recognizes Mr. Baron as a "National Star" for his securities work, as well as a "Litigation Star" in the New York area. *The Best Lawyers in America* has also named Mr. Baron a leader in commercial litigation, banking and finance litigation, mergers and acquisitions litigation and securities litigation. In 2018, he was named to *Lawdragon's* Hall of Fame after having been named to *Lawdragon's* list of "500 Leading Lawyers in America" every year since 2007. The publication has also named Mr. Baron to its list of "500 Leading Litigators in America" and its list of "100 Lawyers You Need to Know in Securities Litigation." Mr. Baron and his colleagues also earned the distinction of "Law Firm of the Year" in M&A litigation in both the 2013 and 2016 editions of the *Best Lawyers* Best Law Firms survey.

Mr. Baron received an A.B. *cum laude* from Princeton University in 1978 and a J.D. *cum laude* from Harvard Law School in 1981.

Mr. Baron joined Cravath in 1981 and was elected a partner in 1988. He served as Managing Partner of the Litigation Department from 2010 to 2016.

Mr. Baron is a member of the International Bar Association.

EDUCATION

- J.D., 1981, Harvard Law School
cum laude
- A.B., 1978, Princeton University
cum laude

ADMITTED IN

- New York

PROFESSIONAL AFFILIATIONS

International Bar Association

RANKINGS

Benchmark Litigation

- Securities Star - National (2024, 2022-2008)
- Litigation Star - New York (2025-2008)

Best Lawyers in America

- Commercial Litigation (2025-2009)
- Litigation: Banking & Finance (2023)
- Litigation: Mergers & Acquisitions (2025-2011)
- Litigation: Securities (2025-2011)

Chambers USA

- Litigation: General Commercial - New York (2023-2007)
- Securities Litigation - Nationwide (2017-2010, 2007)
- Securities Litigation - New York (2024-2006)

Lawdragon

- Hall of Fame (2018)
- 100 Lawyers You Need to Know in Securities Litigation
- 500 Leading Lawyers in America (2017-2007)
- 500 Leading Litigators in America (2025, 2024, 2023)

The Legal 500 Hall of Fame

- M&A Litigation (2019)

The Legal 500 US

- Appellate (2015, 2014, 2012, 2011)
- Financial Services: Litigation (2017-2012)
- General Commercial (2015)
- Leading Trial Lawyers (2023-2012)
- M&A Litigation (2024-2012)
- Securities Litigation (2019-2012, 2010, 2009, 2008)
- Trade Secrets (2009)

Super Lawyers - New York

- Business Litigation (2021-2011)