



Justin C. Clarke

PARTNER, LITIGATION

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Justin C. Clarke focuses on mergers and acquisitions litigation, securities litigation, antitrust litigation and general commercial litigation. His clients have included American Express, Bacardi Limited, Deutsche Telekom, Epic Games, Mylan, Precision Castparts, Qualcomm, Starz Entertainment and The Williams Companies.

Some of Mr. Clarke's representative matters include:

- Representing Deutsche Telekom and its officers in connection with pending fiduciary duty litigation filed by T-Mobile USA stockholders in the Delaware Court of Chancery challenging T-Mobile USA's 2020 acquisition of Sprint and other transactions related to Deutsche Telekom's investment in T-Mobile USA.

- Representing a subsidiary of SPI Group in connection with litigation filed by Brad Pitt seeking to invalidate its acquisition of a 50% interest in Château Miraval, a leading wine producer located in the south of France that was formerly jointly owned by Mr. Pitt and Angelina Jolie.
- Secured a favorable settlement for Convey Health, a leading technology-enabled healthcare solutions provider, and certain of its directors and officers in connection with fiduciary duty litigation in the Delaware Court of Chancery challenging the acquisition by TPG Global of all outstanding public shares of Convey stock at an implied enterprise value of \$1.1 billion.
- Representation of Epic Games in antitrust litigation against Google, alleging anticompetitive behavior in the distribution of mobile apps and the handling of in-app payments. Following a multiweek trial, a jury unanimously ruled in favor of Epic on all counts. In connection with this victory, the Cravath team was recognized as *The Am Law Litigation Daily's* "Litigators of the Week," and received an Impact Case Award from *Benchmark Litigation*.
- Secured a favorable settlement for Goosehead Insurance in purported class action stockholder litigation filed in the Delaware Court of Chancery, which alleged that Goosehead has entered into a set of arrangements that usurp the authority of the Board of Directors, in violation of Delaware law.
- Represented Radius Global Infrastructure and certain members of its Board of Directors in litigation related to the company's \$3 billion acquisition by private equity firm EQT Partners.
- Represented affiliates of Bacardi, including Empire Investments, in actions brought by SCLiquor LLC ("SC"), which is majority-owned by rapper Shawn "Jay-Z" Carter, in the Delaware Court of Chancery and other state and federal courts related to SC's exercise of a put option with respect to its 50% ownership interest in D'Ussé, a popular cognac brand. In February 2023, Bacardi acquired a majority interest in D'Ussé in an agreement that also settled all disputes between the parties.
- Represented Qualcomm and certain of its directors and officers in a consolidated shareholder securities class action suit in California federal court filed in the wake of antitrust investigations and litigation concerning the company's patent licensing and modem chipset businesses.
- Secured a precedential Ninth Circuit decision in favor of Starz Entertainment in a copyright infringement and breach of contract action against MGM Domestic Television. The decision affirmed a California district court's holding that the Copyright Act did not impose a time-based bar on damages for copyright infringement claims separate from the three-year statute of limitations.
- Represented Cowen, a multinational independent investment bank and financial services company, and its Board of Directors in litigation filed by stockholders in New York state court, as well as federal courts in New York and Delaware, challenging Cowen's \$1.9 billion acquisition by TD Bank Group.
- Represented Akorn, Inc. in litigation in the Delaware Court of Chancery regarding Fresenius Kabi's termination of the parties' \$4.3 billion merger agreement. Following expedited proceedings, the case culminated in a

one-week bench trial and subsequent expedited appeal. 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.

- Represented Akorn and its Directors in consolidated securities class action litigation and in shareholder derivative suits pending in federal court in Illinois and state court in Louisiana concerning alleged data integrity and FDA compliance issues at Akorn.
- Represented Precision Castparts Corp. (“PCC”) and its Board of Directors in a purported shareholder class action lawsuit filed in Oregon federal court regarding PCC’s \$37 billion acquisition by Berkshire Hathaway, alleging violations of Sections 14(a) and 20(a) of the Securities Exchange Act.
- Represented The Williams Companies, related entities and members of Williams’s Board in lawsuits in the Delaware Court of Chancery and Oklahoma relating to the company’s terminated \$37.7 billion merger with Energy Transfer Equity.
- Represented American Express and won a defense judgment for the company, affirmed on appeal, after a five-week bench trial in a consumer class action alleging violations of Section 1 of the Sherman Act.
- Advised Qualcomm in connection with an antitrust investigation by China’s National Development and Reform Commission concerning Qualcomm’s patent licensing terms and policies, which settled.

Mr. Clarke also devotes significant time to pro bono work. Alongside co-counsel at A Better Childhood, he has represented a putative class of foster care children in New York City as plaintiffs in a lawsuit alleging systemic deficiencies in the New York City foster care system. The team obtained a Second Circuit decision vacating a district court’s order that had denied class certification—an important decision concerning the legal standard for class certification in public interest class actions. In August 2024, based on the criteria issued by the Second Circuit, the district court ruled that the children could proceed as a class representing all children in the New York City foster care system.

Mr. Clarke has been named by *Benchmark Litigation* as a “Future Star” and repeatedly included on its “40 & Under List,” which recognizes the “best and brightest litigators across the US and Canada.” He was also recognized by *The Legal 500 US* for his work in financial services litigation, general commercial and M&A litigation. Mr. Clarke has also been included in *Lawdragon’s* “500 Leading Litigators in America” and “500 X – The Next Generation” lists.

Mr. Clarke grew up in South Carolina and the Washington, D.C. area. He received an A.B. degree in Government and Spanish Language from Bowdoin College in 2004, and a J.D. from Columbia Law School in 2011, where he was a James Kent Scholar, a Harlan Fiske Stone Scholar and served as an editor of the *Law Review*.

Mr. Clarke joined Cravath as a summer associate in 2010. Following his graduation from law school, he served as a law clerk to Hon. Amalya L. Kearse of the U.S. Court of Appeals for the Second Circuit. He returned to Cravath

in 2012 and was elected a partner in 2019.

EDUCATION

- J.D., 2011, Columbia Law School
James Kent Scholar; Harlan Fiske Stone Scholar
- A.B., 2004, Bowdoin College

CLERKSHIPS

- Hon. Amalya L. Kearse, U.S. Court of Appeals for the Second Circuit

ADMITTED IN

- New York

RANKINGS

Benchmark Litigation

- Future Star (2025-2022)
- 40 & Under List (2022, 2021, 2020)

Lawdragon

- 500 Leading Litigators in America (2025, 2024, 2023)
- 500 X – The Next Generation (2024, 2023)
- 500 Leading Global Antitrust & Competition Lawyers (2025)

The Legal 500 US

- Financial Services Litigation (2021)
- General Commercial (2020)
- M&A Litigation (2024, 2023)