

Helam Gebremariam

PARTNER, LITIGATION

hgebremariam@cravath.com

New York
+1-212-474-1180

Helam Gebremariam handles a wide variety of complex litigation, including shareholder derivative, mergers and acquisitions, general commercial and securities matters, and antitrust matters. She handles all stages of critical litigation and has significant trial and arbitration experience.

Ms. Gebremariam has represented a range of clients, including Alcoa, American Express, Avon, Bacardi Limited, Bausch Health Companies, the Blue Cross Blue Shield Association, Citigroup, DuPont, Forward Air Corporation, Merck, Minerals Technologies, Nomura International, Novartis Pharmaceuticals, the Board of Directors of Tesla, Warner Media, Warner Bros Entertainment and Yale New Haven Health.

Some of Ms. Gebremariam's representative matters include:

Shareholder Derivative and Mergers & Acquisitions

- Representing Yale New Haven Health in litigation claiming Prospect Medical Holdings has breached an Asset Purchase Agreement concerning the acquisition of three Connecticut hospitals. The claims seek a declaratory judgment that the conditions of closing have not been satisfied due to Prospect's breach of representations that give rise to a Material Adverse Change and Prospect's breach of a covenant to operate the hospitals in the Ordinary Course.
- Representing the Special Committee of the Board of Directors of Paramount Global in litigation concerning Paramount's pending \$28 billion merger with Skydance Media.
- Representing select members of SunPower Corporation's Board of Directors in a stockholder derivative action filed in connection with the sale of SunPower's commercial and industrial business to a subsidiary of TotalEnergies.
- Represented Forward Air Corporation in connection with an action filed by Omni Logistics, LLC in the Delaware Court of Chancery, which sought to compel Forward Air to close its proposed acquisition of Omni. On the day trial was scheduled to begin, the parties announced a settlement, agreeing to amend the merger agreement on terms favorable to Forward Air and dismiss their claims.
- Represented Tesla CEO and Board member Elon Musk in winning a complete trial victory to defeat a \$13 billion stockholder derivative suit filed in the Delaware Court of Chancery related to Tesla's acquisition of SolarCity. Following a highly publicized 11-day trial, the court granted judgment in favor of Mr. Musk on all counts, and the judgment was affirmed by the Delaware Supreme Court. In connection with this victory, the Cravath team was recognized as *The Am Law Litigation Daily's* "Litigators of the Week."

General Commercial and Securities

- Representing Citigroup in putative class action litigation asserting breach of contract and fiduciary duty claims for alleged failure to achieve "best execution" in equity trades.
- 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 the value of SC's 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 Alcoa in an arbitration in Geneva conducted under International Chamber of Commerce rules regarding the shipment of bauxite from West Africa.
- Represented Merck and current and former officers and directors in individual and class action securities cases that were part of a multidistrict litigation in New Jersey federal court relating to Merck's development and sale of

the prescription pain medication Vioxx®.

- Represented Minerals Technologies' ("MTI") interests in the bankruptcy estate of Novinda Corporation, including defending MTI against allegations of fraud, breach of fiduciary duty and breach of contract in an arbitration brought by the estate.
- Represented Warner Bros. Entertainment and New Line Cinema in connection with a dispute with Miramax and the Weinstein brothers related to participation in the proceeds from the second and third motion pictures based upon J.R.R. Tolkien's book *The Hobbit*.

Antitrust

- Representing American Express ("Amex") in a putative class action brought on behalf of more than 5,000 merchants in Rhode Island federal court challenging Amex's anti-steering rules as anticompetitive. She also represents Amex in arbitrating more than 1,200 similar claims brought by merchants in separate JAMS and AAA arbitrations.
- Representing the Blue Cross Blue Shield Association ("BCBSA") and more than a dozen member plans in consolidated multidistrict antitrust class action litigation—one of the largest class actions in the country—alleging that the Association and its members have used the Association's agreements to fix prices and limit competition. She also represents BCBSA and various member plans in related opt-out litigation across the country brought by large subscribers and providers.
- Represented Nomura International in antitrust litigation brought against various banks, which alleged that defendants conspired to manipulate the price of European Government Bonds (EGB) in the primary and secondary EGB markets. The parties reached a settlement, which received final court approval in December 2024.
- Represented Novartis Pharmaceuticals in antitrust litigation brought on behalf of putative classes of direct and indirect purchasers, as well as several plaintiffs suing in an individual capacity, alleging an unlawful agreement with another drug manufacturer to delay generic competition for the drug Exforge®. Shortly before trial, Novartis reached a series of settlements with the parties to end nearly five years of litigation.
- Represented Bausch Health Companies in federal antitrust litigation concerning an alleged reverse-payment settlement in a patent lawsuit relating to Glumetza, a type 2 diabetes drug. The action sought treble damages in excess of \$6 billion. The parties agreed to settle the litigation just two months before the October 2021 trial date. The court granted final approval of the settlements in February 2022.
- Represented DuPont in an antitrust class action lawsuit filed in Maryland federal court alleging that DuPont and various co-defendants conspired to fix the price of titanium dioxide.

Ms. Gebremariam has been recognized by the *New York Law Journal* as a “Rising Star” and has been included in *Lawdragon’s* “500 Leading Litigators in America,” “500 X – The Next Generation” and “500 Leading Global Antitrust & Competition Lawyers” lists. She has also been named to *Benchmark Litigation’s* “40 & Under List,” which recognizes the “best and brightest litigators across the US and Canada,” and has been named a “Future Star” by the publication. Ms. Gebremariam was additionally honored with New York University School of Law’s Black Allied Law Students Association’s 2023 Trailblazer Award and recognized for her “achievements and contributions to the field of law and beyond.” In 2024, she was selected to serve on *Law360’s* Securities Editorial Advisory Board.

Ms. Gebremariam previously served as Senior Counsel to Deputy Attorney General Sally Q. Yates at the U.S. Department of Justice and Senior Counsel in the Department’s Office for Access to Justice. She was later associated with and became Counsel at a law firm in Washington, D.C. where she advised clients on a host of commercial, regulatory, and strategic matters.

After graduating from law school, Ms. Gebremariam served as a law clerk to Judge Robert P. Patterson, Jr. of the U.S. District Court for the Southern District of New York. She is a member of the New York University School of Law Board of Trustees and an Executive Board Member of the New York University Law Alumni of Color Association. She is also a member of the Board of Directors of the Immigrant Justice Corps and the Board of Trustees of the Vera Institute of Justice. In 2022, Ms. Gebremariam was selected to join the Leadership Council on Legal Diversity Fellows Program.

Ms. Gebremariam was born in Houston, Texas. She received a B.A. with departmental honors in Political Science from Columbia College in 2007 and a J.D. from New York University School of Law in 2010, where she was Editor-in-Chief of the *Law Review* and an AnBryce Scholar.

Ms. Gebremariam joined Cravath in 2011. In 2015, she left the Firm to work at the U.S. Department of Justice. She rejoined Cravath in 2019 and was elected a partner in 2020. Ms. Gebremariam is a partner liaison to the African American/Black Affinity Group and a member of the Pro Bono Committee.

EDUCATION

- J.D., 2010, New York University School of Law
AnBryce Scholar
- B.A., 2007, Columbia College

CLERKSHIPS

- Hon. Robert P. Patterson, U.S.D.C. for the Southern District of New York

ADMITTED IN

- New York

ORGANIZATIONS

Immigrant Justice Corps

- Board of Directors

Law360

- Member, Editorial Advisory Board - Securities (2024)

Leadership Council on Legal Diversity

- Fellow (2022)

New York University School of Law

- Executive Board Member, Law Alumni of Color Association
- Member, Board of Trustees

Vera Institute of Justice

- Board of Trustees

RANKINGS

Benchmark Litigation

- Future Star (2025, 2024, 2023)
- 40 & Under List (2024, 2023, 2022)

Lawdragon

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

New York Law Journal

- Rising Star (2024)

Trailblazer Award, New York University School of Law Black Allied Law Students Association, 2023