



Lloyd Winawer

Partner

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PRACTICE AREAS

Post-Closing Disputes

Securities Litigation

Business Litigation

Investigations & White Collar Defense

EDUCATION

New York University (J.D., 1989)

Brandeis University (B.A., 1985, magna cum laude, Phi Beta Kappa)

PROFESSIONAL INVOLVEMENT

Association of Business Trial Lawyers Northern California Chapter – Board of Governors (2019-2021), Annual Seminar Planning Committee Member (2020-2021)

BAR ADMISSIONS

California;

New York;

United States Court of Appeal, Ninth Circuit

RECOGNITION

Best Lawyers® Securities - Litigation, 2023

SUMMARY

Lloyd Winawer is known for his work on complex business litigation and investigations. Lloyd focuses on disputes arising from mergers and acquisitions and other commercial transactions and securities law matters.

Lloyd is the leader of Bergeson's M&A Dispute Resolution Group. Lloyd has significant expertise in M&A disputes, having litigated and advised on numerous post-closing controversies related to earnouts, purchase price adjustments, contingent value rights, milestone and performance payments, escrow arrangements and indemnification claims. Lloyd represents equity, option and other security holders, venture and private equity firms, targets, acquirors and shareholder representatives in these matters. On the plaintiff-side, Lloyd has successfully obtained significant eight-figure recoveries, both through early-stage negotiation and the aggressive prosecution of claims in judicial and arbitration proceedings.

Lloyd has substantial securities litigation experience, having led high profile matters involving cutting-edge issues. Lloyd's experience encompasses shareholder class actions, derivative lawsuits, internal investigations, and investigations and proceedings brought by the Securities and Exchange Commission and the U.S. Department of Justice. These matters have spanned a range of industries, including apparel, financial services, life sciences, technology, and transportation. In addition, Lloyd has counseled public companies on various accounting and financial reporting issues, including matters related to revenue recognition, reserves, and the valuation of assets and instruments, among others.

Prior to joining Bergeson, Lloyd was a partner at two global law firms.

Recognition

Lloyd was selected as a recommended lawyer by *The Legal 500 U.S.* for his securities litigation defense work in 2018, and for corporate investigations and white-collar criminal defense work in 2019. He has also been selected as Northern California "Super Lawyer" by *Law & Politics* magazine,

and recognized by *California Lawyer* as one of California's top 20 lawyers.

REPRESENTATIVE MATTERS

- The nation's largest mortgage lender in numerous federal and state securities actions arising out of the credit crisis.
- Former chairman and CEO of multi-billion dollar government contractor in securities class action and derivative litigation arising out of municipal project billing scandal. All claims dismissed.
- Audit committee of public company in DOJ criminal and SEC investigations related to \$250 million, multi-year restatement.
- Successful defense of publicly traded airline and its directors and officers in federal securities class action arising out of the then largest FAA fine related to alleged aircraft maintenance practices. Obtained dismissal of plaintiff's core claims at summary judgment following Ninth Circuit reversal in part of district court decision dismissing all claims with prejudice.
- Silicon Graphics and its directors and officers in leading case interpreting the Private Securities Litigation Reform Act of 1995 (*In re Silicon Graphics Securities Litigation*). Ninth Circuit affirmed dismissal of all claims.
- The nation's largest trucking company and its founder in securities class action and separate breach of fiduciary duty litigation related to going private transaction. All claims dismissed.
- An investment bank affiliate as plaintiff in multi-million dollar action involving termination of derivative transactions.
- Shareholder representatives in post-closing disputes involving alleged breaches of representations and warranties in acquisition agreements.
- The successful defense of multi-million dollar indemnification claims arising out of merger transactions and recovery of attorney's fees.
- The successful defense of a stock option dispute involving alleged damages in excess of \$50 million.
- An award requiring a medical device manufacturer to fully indemnify an asset seller against multiple customer claims for breach of contract and fraud following the closing of an asset purchase agreement.