

# CALEY M. PETRUCCI

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## CURRENT POSITION

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Harvard Law School | *Climenko Fellow and Lecturer on Law*

July 2021-Present

Courses: Legal Research and Writing  
M&A Innovation: Doctrine, Theory, and Practice (upper-level elective)

## EDUCATION

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Harvard Law School | J.D., *cum laude*, May 2020

- *Harvard Law Review*, Articles Editor
- *Harvard Business Law Review*, Editor
- *Journal of Sports & Entertainment Law*, Editor
- *Journal on Legislation*, Editor
- Research Assistant, Professor Guhan Subramanian

Stanford University | B.A., Psychology with Honors and Distinction, June 2016

- Phi Beta Kappa Honor Society
- Stanford University Award of Excellence
- Robert B. Zajonc Award (Thesis Excellence)
- Minor in Creative Writing
- Research Assistant, Professor Geoffrey Cohen

## TEACHING AND RESEARCH INTERESTS

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**Primary:** Corporations; Contracts; Mergers & Acquisitions; Negotiation; Corporate Governance

**Secondary:** Securities Regulation; Corporate Finance

## PUBLICATIONS

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*Equal Treatment Agreements: Theory, Evidence & Policy*, 40 YALE J. REG. \_\_\_\_ (forthcoming 2023)  
(prepared for job talk)

*Pills in a World of Activism and ESG* (with Guhan Subramanian), 1 U. CHI. BUS. L. REV. \_\_\_\_  
(forthcoming 2022) (invited)

*Deals in the Time of Pandemic* (with Guhan Subramanian), 121 COLUM. L. REV. 1405 (2021)

- Cited by the Delaware Supreme Court in *AB Stable VIII LLC v. MAPS Hotels & Resorts One LLC*, 268 A.3d 198 (Del. 2021)
- Discussed in Gail Weinstein & David A. Cooperstein, *A Proposed Postpandemic Framework for Ordinary Course and MAE Provisions in Merger Agreements: Reviewing Recent Market Practice Changes and Addressing Skewed Incentives*, 131 YALE L.J.F. 1047 (2022)

*Controller Confusion: Realigning Controlling Stockholders and Controlled Boards*, 133 HARV. L. REV. 1706 (2020) (note)

*MFW Conditions Are in Place “Before Any Substantive Economic Negotiations” in Controlling Shareholder Transactions*, Flood v. Synutra International, Inc., 195 A.3d 754 (Del. 2018) (en banc), 132 HARV. L. REV. 2386 (2019) (comment)

## PRACTICE EXPERIENCE

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**Wachtell, Lipton, Rosen & Katz** | New York, NY

2020-2021

*Associate, Summer Associate*

Summer 2019

- Drafted agreements, filings, board resolutions, stockholder consents, and memoranda
- Conducted research, reviewed contracts and board minutes, and prepared diligence reports
- Negotiated contracts with third parties and opposing counsel
- Created reports and presentations on governance, activism, and cross-border M&A

**Perkins Coie LLP** | Seattle, WA

Summer 2019

*Summer Associate*

Summer 2018

- Reviewed contracts and drafted negotiation strategy documents for business clients
- Researched filings and shareholder proposals to draft a corporate governance report
- Drafted an information statement, board consents, and company formation documents

**Microsoft** | Redmond, WA

July 2018

*Summer Associate (Extern)*

- Drafted contracts and amendments, including for purchase and license agreements
- Provided guidance for business clients on interpreting and drafting contract language
- Observed negotiations and prepared presentations on legal contracting matters

## CONSULTING AND OTHER EXPERIENCE

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**Subramanian Advisory Services, LLC** | Cambridge, MA  
*Consultant*

2020-2022 (part-time)

- Drafted material for expert witness reports on corporate litigation matters
- Conducted legal research on corporate bylaws, charters, and contractual agreements
- Analyzed data and identified empirical findings pertinent to expert reports in deal litigation

**Amazon** | Seattle, WA  
*Legal Assistant (Legal Operations and Corporate Securities)*

2016-2017

- Analyzed data and created strategic planning reports
- Presented reports to the general counsel and vice presidents of Amazon legal
- Managed legal correspondence including legal escalations from Jeff Bezos' office

**Stanford Law School** | Stanford, CA  
*Assistant (Office of Communications; John and Terry Levin Center)*

2013-2015 (part-time)

- Compiled and revised a report on language access in the California court system
- Analyzed data, managed a database project, and optimized data input procedures
- Managed inbound and outbound communications, completed requests, and triaged inquiries

## SELECTED OTHER WRITINGS

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*Poison Pills in a World of Activism and ESG* (with Guhan Subramanian), COLUM. L. SCH. BLUE SKY BLOG (May 23, 2022)

*Deals in the Time of Pandemic* (with Guhan Subramanian), HARV. L. SCH. F. ON CORP. GOVERNANCE (Mar. 31, 2021)

## SELECTED PRESENTATIONS

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*Equal Treatment Agreements: Theory, Evidence & Policy*

- American Law and Economics Association Annual Meeting (Aug. 2022) (selected)
- National Business Law Scholars Conference (June 2022) (selected)
- Harvard Law School, Law and Economics Workshop (Nov. 2021) (invited)

*Pills in a World of Activism and ESG*

- Harvard Business School, JD / MBA Seminar (with Guhan Subramanian) (Apr. 2022)

- University of Chicago, Business Law Review Symposium (Mar. 2022) (invited)
- Harvard Law School, Corporate Faculty Talk (with Guhan Subramanian) (Feb. 2022)

*Deals in the Time of Pandemic*

- New York Bar Association M&A Committee (with Guhan Subramanian) (May 2021) (invited)

**OTHER AFFILIATIONS AND ASSOCIATIONS**

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American Law and Economics Association

Program on Negotiation (Visiting Fellow, Fall 2022)

**BAR MEMBERSHIPS**

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New York State Bar

*References available upon request.*