



Daniel H. Gold

Partner

daniel.gold@haynesboone.com

Dallas

+1 214.651.5154

PRACTICES Securities and Shareholder Litigation, Class Action Defense, Litigation, Fiduciary Disputes, Corporate Governance, Internal Investigations and Crisis Management, SEC Enforcement, Investment Management, Privacy and Data Security, Products Liability Litigation

Dan Gold helps clients navigate the world of complex litigation. Recognized by *Chambers USA*, *Chambers and Partners*, 2017-2021, as an "excellent strategist" and "great writer," who is praised for his "very good common sense" and "problem-solving," Dan excels at strategically identifying paths to victory and then focuses tirelessly on achieving his client's legal and business goals. His client service and results have earned the trust and gratitude of individual clients and some of the country's most recognizable and high-profile companies.

Dan has particular knowledge in securities, fiduciary duty and class action litigation. He chairs the firm's Securities and Shareholder Litigation Practice Group and formerly served as chair of the securities section of the Dallas Bar Association. Dan has been selected for inclusion in *Chambers USA*, *Chambers and Partners*, for Litigation: Securities (Texas), 2017-2021, in *D Magazine's* "Best Lawyers in Dallas," *D Magazine and Partners*, 2018-2021, and in *Texas Super Lawyers Rising Stars*, Thomson Reuters, in Securities Litigation, 2007-2017. He was also recognized as a Stand-out Lawyer in *Acritas Stars*, Acritas, 2020.

Always focusing on ways to obtain early, pre-trial victories, Dan's successes include obtaining dismissal of shareholder derivative cases against the directors of AT&T, dismissal of securities class actions against Tenet Healthcare and ExxonMobil, denial of class certification and dismissal of all other claims brought by hedge fund investors seeking more than \$1 billion in damages, summary judgment in a lawsuit alleging improper competition with the American Airlines Center, summary judgment on a \$780 million claim arising from a major telecommunications transaction, and denials of class certification in significant consumer class actions for the National Football League and other clients. Dan also played a leading role in successfully defending the NFL in a jury trial against fraud claims brought by Super Bowl XLV ticketholders.

Outside the firm, Dan is recognized as a leader in the community. For his service, commitment and leadership, Dan received the I. Zesmer Young Leadership Award from the Jewish Federation of Greater Dallas in 2019 and was honored as the Cardozo Society 2014 Young Attorney of the Year. Dan serves as a member of the Anti-Defamation League Regional Board for North Texas and Oklahoma, a member of the board of Levine Academy, and in the leadership group of the attorneys division of the Jewish Federation of Greater Dallas.

Dan also frequently writes and speaks on issues related to class actions, securities litigation, and fiduciary duties. He has presented to, been interviewed, or published by the State Bar of Texas Annual Meeting, *Dallas Business Journal*, *Bloomberg*, *Compliance Week*, *Corporate Counsel*, *Securities Regulation Law Journal*, *Business Insurance*, DFW Financial Services Counsel Roundtable, *Securities Reform Act Litigation Reporter*, *Law360*, UT Conference on Securities Regulation and Business Law, Litigation Section of the State Bar of Texas, Dallas Bar Association Securities Section, and Dallas Bar Association Business Litigation and Antitrust and Trade Regulation Sections.

QUALIFICATIONS

EDUCATION

- J.D., Boston University, 2002, *magna cum laude*, *Boston University Law Review*
- B.A., Biology, Brandeis University, 1999, *cum laude*

ADMISSIONS

- Massachusetts
- Texas

COURT ADMISSIONS

- U.S. Court of Appeals for the Fifth Circuit
 - U.S. Court of Appeals for the First Circuit
 - U.S. Court of Appeals for the Seventh Circuit
 - U.S. Court of Appeals for the Third Circuit
 - U.S. District Court for the District of Colorado
 - U.S. District Court for the District of Massachusetts
 - U.S. District Court for the Eastern District of Texas
 - U.S. District Court for the Northern District of Texas
 - U.S. District Court for the Southern District of Texas
 - U.S. District Court for the Western District of Texas
-

SELECTED CLIENT REPRESENTATIONS

- **Defense of AT&T in New York Securities Class Actions.** Defending AT&T and its officers and directors against securities class actions in New York state and federal courts alleging misstatements in connection with the company's acquisition of Time Warner.
- **Defense of Putative Federal Securities Act Class Action in Colorado State and Federal Courts.** Defending an oilfield services company against securities class actions in Colorado state and federal courts alleging misstatements in connection with the company's initial public offering.
- **Defense of Putative Federal Securities Act Class Action in Texas State and Federal Courts.** Defending an international chemical manufacturer against putative class actions pending in Texas state and federal courts alleging violations of the federal Securities Act of 1933 in connection with two public stock offerings.
- **Shareholder Derivative Suit Dismissals.** Obtained dismissal of shareholder derivative suits filed against the board of directors of AT&T.
- **Dismissal of Securities Class Actions.** Obtained dismissal of securities class action filed against Tenet Healthcare, Exxon Mobil and Supreme Industries.
- **Dismissal of Hedge Fund Litigation.** Obtained a voluntary dismissal of plaintiffs' claims in response to summary judgment motion in case alleging misrepresentations regarding hedge fund strategy.

- **Defense of Securities Class Actions.** Defense of securities class actions filed against Exxon Mobil, Goldman Sachs, Merrill Lynch, Santander Consumer USA Holdings and other companies and executives.
- **Defense of the National Football League in Consumer Class Action.** Defeated class certification for National Football League in lawsuit alleging claims of breach of contract and fraud against the NFL and the Dallas Cowboys for allegedly not providing prescribed seats to Super Bowl XLV ticketholders. Defeated individual plaintiffs' fraud claims at jury trial.
- **Dismissal and Denial of Class Certification in Hedge Fund Litigation.** Lead counsel for defendants in a putative class action alleging breach of fiduciary duty, aiding and abetting, and vicarious liability in connection with the failure of a hedge fund. Obtained dismissal of all claims against entity defendants, and was subsequently retained to defend individual defendants. Defeated class certification and obtained voluntary dismissal of remaining claims.
- **Defense of Oil and Gas E&P Company in Shareholder Derivative Lawsuit.** Defended a private exploration and production company in a shareholder derivative lawsuit challenging an acquisition of oil and gas working interests.
- **Summary Judgment in American Airlines Center Litigation.** Obtained complete summary judgment on behalf of a top real estate developer and related defendants in breach of contract, breach of fiduciary duty, and fraud lawsuit brought by Mark Cuban-controlled companies and the operator of the American Airlines Center.
- **Summary Judgment on the Pleadings.** Obtained complete summary judgment on the pleadings for AT&T on claims of breach of contract, fraud and quantum meruit brought by a German investment bank. Successfully defended judgment on appeal.
- **M&A Litigation.** Represented companies, boards, special committees and investment banks in shareholders suits in Delaware and Texas challenging mergers and acquisitions and tender offers.
- **Defense of Class Action Under Texas Education Code.** Successfully opposed class certification in a case alleging that online college violated Texas Education Code.
- **Poison Pill Litigation.** Represented provider of enterprise software solutions in the Delaware Chancery Court trial and subsequent Delaware Supreme court appeal of the first case to challenge the validity of a 4.99 percent shareholder rights plan (or net operating loss "poison pill").
- **Hedge Fund Counseling.** Advise hedge funds on minimizing litigation risk in connection with fund formation and structuring, exculpation and indemnification clauses, and investor disputes.
- **Clawback Claims Against Hedge Fund.** Represented hedge fund in connection with clawback claims asserted by bankruptcy trustee for debtors that invested in Ponzi scheme.
- **Advice to Board of Directors in M&A Transaction.** Advised Board of Directors of public company involved in merger transaction on minimizing risks and exposure of potential shareholder fiduciary duty and busted deal litigation.
- **Defense of Bankruptcy Adversary Proceeding.** Successfully defended adversary proceeding brought by bankruptcy trustee claiming breach of contract. After obtaining dismissal of the complaint, convinced trustee's counsel not to pursue the claim.
- **Special Committee Investigation.** Represented Special Committee of the Board of Directors a public company in investigation of alleged wrongdoing by senior management.
- **Defense of Accounting Restatement and Earnings Projections Securities Fraud Claims.** Defended worldwide pump manufacturer in a class action alleging securities fraud arising from accounting restatement, merger integration issues, and missed earnings projections. Obtained an order denying class certification and granting complete summary judgment in favor of the defendants, which was remanded for further proceedings after appeal.
- **Special Litigation Committee Investigation.** Representation of Special Litigation Committee of one of the country's largest temperature-controlled transportation services companies in investigating breach of fiduciary duty claims arising from related-party transactions.
- **Dismissal of Multi-Forum Shareholder Derivative Cases.** Obtained dismissal of shareholder derivative suits in New York and Texas alleging that directors and officers breached their fiduciary duties in connection with accounting restatement, merger integration issues, and missed earnings projections.

- **Defense of Securities Class Actions.** Defended the former President and CFO of a public company in a securities fraud class action arising out of the alleged failure to disclose related-party transactions. Representation of high technology client in parallel securities fraud class action, derivative litigation, formal SEC inquiry and internal investigation involving alleged accounting misstatements. Representation of biotechnology client in securities fraud class action arising out of non-approval of new drug.
 - **SEC Enforcement and Litigation Matters.** Representation of investment advisor in connection with SEC inquiry into "pay to play" practices involving public pension funds. Defense of an individual in SEC enforcement action alleging illegal insider trading.
 - **Bankruptcy Trustee Litigation.** Obtained summary judgment on behalf of the former President and CFO of a public company in a lawsuit brought by the bankruptcy trustee of a former distributor claiming fraudulent inducement and civil conspiracy. Defense of former directors of bankrupt company in adversary proceeding brought by bankruptcy trustee alleging breach of fiduciary duty.
-

AWARDS AND RECOGNITION

- Listed in *Chambers USA*, Chambers and Partners, for Litigation: Securities in Texas, 2017-2021
- Included in *D Magazine's* "Best Lawyers in Dallas," D Magazine and Partners, 2018-2021
- Recognized as a Stand-out Lawyer, Acritas Stars, Acritas, 2020-2021
- Recognized in *Texas Super Lawyers*, Thomson Reuters, Securities Litigation, 2020
- Recognized in *Texas Super Lawyers Rising Stars*, Thomson Reuters, in Securities Litigation, 2007-2017