



MATT MCGEE

Counsel

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PRACTICES: Litigation, Securities and Shareholder Litigation, Fiduciary Disputes, Class Action Defense, Products Liability Litigation

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CHARLOTTE

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EDUCATION AND CLERKSHIPS

- J.D., Duke University School of Law, 2010, *magna cum laude*, Order of the Coif, Editorial Board, *Duke Law Journal*
- LL.M., International and Comparative Law, Duke University School of Law, 2010, Study Abroad, University of Geneva, Duke-Geneva Institute in Transnational Law
- Master of Sacred Theology, Dallas Theological Seminary, 2004, *cum laude*
- Master of Divinity with Biblical Languages, Southeastern Baptist Theological Seminary, 2001

Matt McGee represents companies, directors, and officers in complex business litigation, class action defense, shareholder derivative suits, securities fraud class actions, and M&A litigation. He is a zealous advocate for his clients and has proven to be a trusted advisor at the highest levels of companies and organizations.

Matt has consistently secured favorable results for his clients, including victory on behalf of alleged controlling majority shareholders in the United States Court of Appeals for the Fifth Circuit.

Selected Client Representations

- Defense of putative federal Securities Act class action in Texas state court. Defending an international chemical manufacturer against a putative class action pending in Texas state court alleging violations of the federal Securities Act of 1933 in connection with two public stock offerings.
- Won dismissal with prejudice in District Court and affirmance by Fifth Circuit on alleged improper equity dilution and minority shareholder oppression claims under Delaware law, arising from the sale of Ascension Orthopedics to Integra Life Sciences, representing alleged controlling majority shareholders. *Joe W. and Dorothy Dorsett Brown Foundation v. Frazier Healthcare V, L.P.*, 2012 WL 3834029 (W.D. Tex., Aug. 27, 2012), *aff'd*, No. 12-51012 (5th Cir. Aug. 12, 2013).
- Defeated class certification for the 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 ticketholders at the Super Bowl XLV game.
- Represented Lextron, Inc. in connection with the successful acquisition of Animal Health International, Inc., and five shareholder class actions filed in Delaware and Texas state courts, alleging breaches of fiduciary duties by the target's directors, and purported aiding and abetting by the acquiror.
- Represented Cerberus Capital Management and its affiliates in connection with the successful acquisition of Silverleaf, a Texas corporation, and related state court derivative litigation alleging breaches of fiduciary duties by the target's directors, and purported aiding and abetting by the acquiror.
- Defended publicly-traded natural gas and oil company in SEC investigation of reserve accounting and related public disclosures; Received termination letter indicating no action would be recommended by SEC staff.
- Won summary dismissal with prejudice of False Claims Act suit against defense

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- B.S.B.A., Accountancy and Finance, Auburn University, 1999, *magna cum laude*; Phi Kappa Phi
 - Judicial Extern to the Honorable Paul J. Kelly, Jr., United States Court of Appeals for the Tenth Circuit, Summer 2008
 - contractor client. (N.D. Tex. 2012).
 - Represented AT&T before the DOJ and FCC on antitrust matters related to proposed acquisition of T-Mobile USA, including pre-merger integration counseling and planning.

ADMISSIONS

- Texas
- North Carolina

COURT ADMISSIONS

- U.S. Court of Appeals for the Fifth Circuit
- 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
- U.S. District Court for the Eastern District of North Carolina
- U.S. District Court for the Middle District of North Carolina
- U.S. District Court for the Western District of North Carolina