

## Steven M. Davidoff

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### *Experience*

- University of Connecticut School of Law** 2008-  
Associate Professor of Law
- Teach Capital Markets (Seminar), Corporate Finance, Corporations, Law & Economics, Mergers & Acquisitions, and Securities Regulation
  - N.Y Times Deal Professor (<http://dealbook.blogs.nytimes.com/category/professor/>)
  - Top 100 SSRN Downloaded Author
- The Ohio State University Michael E. Moritz College of Law** 2008-2009  
Visiting Professor of Law
- Wayne State University School of Law** 2006-2008  
Assistant Professor of Law

### *Scholarship*

#### ***Books and Book Chapters***

GODS AT WAR: GAME-CHANGING M&A IN THE NEW MILLENNIUM (JOHN WILEY & SONS, INC. FORTHCOMING 2009)

*Fairness Opinions: Thoughts, Perspectives and Legal Doctrine*, in WOLFGANG ESSLER & SEBASTIAN LOBE, (EDS.), FAIRNESS OPINIONS (2008)

#### ***Articles***

*The Failure of Private Equity*, 82 S. CAL. L. REV. \_\_ (Forthcoming 2009)

*Paradigm Shift: Securities Regulation in the New Millennium*, 2 BROOK. J. CORP. FIN. & COM. L. 339 (2008) (included as a paper selected for presentation at the AALS annual meeting of the securities regulation section)

*Black Market Capital*, 2008 COLUM. BUS. L. REV. 172

*Regulating Listings in a Global Market*, 86 N.C. L. REV. 101 (2007) (selected for reprint in the Corporate Practice Commentator)

*The SEC and the Failure of Federal Takeover Regulation*, 34 FLA. ST. U. L. REV. 211 (2007)

*Fairness Opinions*, 55 AM. U.L.REV. 1557 (2006) cited in HA Liquidating Trust v. Credit Suisse Securities LLC, -- F.3d. -- (7<sup>th</sup> Cir. 2008) (Easterbrook, J.)

*Getting U.S. Security Holders to the Party: The SEC's Cross-Border Release Five Years On*, 12 U. PENN J. INT'L ECON. L. 455 (2005) (with Brett Carron)

#### ***Other***

*Section 632: An Expanded Basis of Federal Jurisdiction for National Banks*, 123 BANKING L.J. 687 (2006)

*A Comparative Study of the Jewish and the United States Constitutional Law of Capital Punishment*, 3 ILSA J. INT'L & COMP. L. 93 (Fall 1996)

### ***Selected Other Writings***

*The Debut of Rule 2290*, THE DEAL, Nov. 13, 2007.

*Regulating the Fair in Fairness Opinions*, THE DEAL, Nov. 20, 2006.

**Education**     **London Business School**  
Masters in Finance, Sept 2005

**Columbia University School of Law**  
*Juris Doctor*, May 1995, Harlan Fiske Stone Scholar

**University of Pennsylvania**  
Bachelor of Arts, History, *Cum Laude* with Distinction, May 1992  
Honors Thesis: *Raphael Lemkin and the Conceptual Evolution of Genocide*

### ***Other Work Experience***

**Freshfields Bruckhaus Deringer** 2002-2004  
Senior Associate, U.S. Corporate Group (London)

- Primary U.S. M&A attorney in global group of approximately 100 attorneys. Executed and negotiated high-profile, sophisticated, time-intensive M&A, private equity and other corporate transactions under both English and U.S. law in Asia, Europe, North and South America

**Shearman & Sterling** 1995-2002  
Associate, Mergers and Acquisitions Department (London & New York)

- Lead associate on various cross-border M&A transactions, including American, Australian, French, German, South African and Swedish cross-border acquisitions

**Research Assistant to Professor Barbara Black** 1994-1995  

- Research assistant with respect to various topics in the history of contracts

**Southern Center for Human Rights** Sum 1994  

- Columbia Human Rights Fellow with capital punishment representation and prisoners' rights organization

**Texas Resource Center** Sum 1993  
Columbia Human Rights Fellow with capital punishment representation organization

### ***Panels and Presentations***

*The Failure of Private Equity*, Widener University School of Law, 2008 Widener Scholar in Residence in Corporate Law (Fall 2008)

*Broken Deals: Who's to Blame?*, Harvard Law School, panel talk to Mergers, Acquisitions and Split-offs class, taught by Prof. Robert C. Clark and Vice Chancellor Leo E. Strine, Jr. (Fall 2008)

*The Failure of Private Equity*, Illinois Corporate Law Colloquium, University of Illinois School of Law (Fall 2008)

*The Failure of Private Equity*, The James E. Rogers College of Law at The University of Arizona (Fall 2008)

*The State of the Global Mergers & Acquisitions (M&A) Marketplace*, The History and Future of U.S. and Global Takeover Regulation: The Williams Act 40 Years On, Georgetown Law School (May 2008)

*Paradigm Shift: Securities Regulation in the New Millennium*, AALS Annual Meeting, Securities Regulation Section (Jan 2008)

*Regulating Listings in a Global Market*, University of Connecticut Law School Faculty Workshop (Dec 2007)

*Black Market Capital*, Brooklyn Law School Faculty Workshop (Sept 2007)

*Securities Regulation, Corporate Governance, and Corporate Finance: Global Markets, Law, and Culture*, Discussant, International Conference on Law and Society in the 21st Century: Joint Annual Meetings of LSA and the Research Committee on Sociology of Law (July 25, 2007)

*How Much is Enough? U.S. Securities Regulation in the Face of Global Capital Markets*, Panel Chair, ABILA International Law Weekend 2006 (Oct 27, 2006)

*Oh, The Places You'll Go! European Takeover Law*, presented as a speaker on the International M&A panel, ABILA International Law Weekend 2006 (Oct 27, 2006)

### ***Community Service***

MI State Bar Business Law Section Corp. Comm.  
MI State Bar Business Corp. Act Revision Subcomm.

### ***Media Mentions***

Frequently quoted in The Financial Times, The New York Times, The Wall Street Journal and other national media.

### ***Bar Admissions***

New York State  
U.S. District Court: Southern District of New York