

PARTNER

Renee Zaytsev

New York

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PROFILE

Renee is a skilled trial lawyer who co-leads the firm's Securities and Shareholder Disputes practice.

Renee has successfully defended corporations, directors, officers, and private funds from alleged violations of the federal securities laws and alleged breaches of fiduciary duty in courts around the country. Her experience includes defending against claims of securities fraud and insider trading, including claims of fraud brought pursuant to Section 10(b) and Rule 10b-5 and claims for disgorgement of short-swing profits under Section 16(b).

Renee also has extensive experience handling disputes under Delaware law and litigating in the Delaware Court of Chancery. She has defended corporations and fiduciaries against class action and derivative claims for breach of fiduciary duty, handled post-closing M&A and valuation disputes on behalf of both buyers and sellers, and litigated multiple partnership disputes and business divorces. A leading shareholder activist litigator, Renee has represented some of the best-known activist investors in proxy contest-related litigation and has advised boards of directors facing activist threats.

In addition to her work in the courtroom, Renee also handles internal investigations and advises boards of directors, special committees, and management teams on corporate governance matters, ESG developments, corporate control contests, and crisis situations.

Renee also maintains a robust and varied commercial practice, which includes handling fraud, breach of contract, unfair competition, intellectual property, licensing, real estate, and other complex disputes. In addition, Renee has significant experience in bankruptcy-related litigation, including the representation of



PRACTICES

Securities and Shareholder Disputes
Financial Institutions and Private Funds
Creditor Rights, Bankruptcy, and Restructuring
Commercial Disputes
ESG and Compliance
Artificial Intelligence

EDUCATION

Georgetown University Law Center, J.D.; Editor, *Georgetown Immigration Law Journal*
Stanford University, B.A.

ADMISSIONS

Bars

New York
U.S. District Court: Southern District of New York
U.S. District Court: Eastern District of New York
U.S. Court of Appeals: Second Circuit
U.S. Court of Appeals: Tenth Circuit

AWARDS AND ASSOCIATIONS

Lawdragon 500 Leading Litigators in America (2025)
Lawdragon 500 X - The Next Generation (2024)

trustees, debtors, and creditors. Renee has also successfully handled appeals to the top courts in New York and Delaware.

Renee has been repeatedly recognized for her accomplishments. She has been selected as one of *Lawdragon's* 500 Leading Litigators in America for 2025, and as one of its 500 X – The Next Generation lawyers. Renee was also recently selected by *Bloomberg Law* as one of its top 40 Under 40 in the “Securities” category, and by *Benchmark Litigation* for its 40 & Under Hot List. For the last three years, Renee has been selected to serve on the *Law360* Mergers & Acquisitions Editorial Board.

A recognized thought leader, Renee frequently speaks and publishes on topics relating to securities, Delaware corporate law, and ESG. She is also often called upon by news outlets, including *The Wall Street Journal*, *Bloomberg Law*, *Reuters*, and *Law360*, to comment on important developments and topics of interest, and she has appeared on *MSNBC* as a legal commentator.

As a first-generation lawyer, Renee seeks to help others through her work as the New York Chair of the Legal Mentor Network, a non-profit dedicated to connecting law students and recently barred attorneys with legal mentors. Additionally, she serves on the board of her alma mater, the Zurich International School. Renee speaks several languages, including fluent Spanish.

EXPERIENCE

Renee’s representations have included:

Securities & Shareholder Litigation

- Winning multiple motions to dismiss class action and derivative breach of fiduciary duty claims asserted against a Delaware public corporation and its directors and officers relating to executive compensation and financing decisions
- Successfully defending a public company and its directors and officers against class action Rule 10b-5 claims arising out of allegedly misleading press releases
- Securing a post-trial defense judgment in a class action shareholder suit alleging breach of fiduciary duty in connection with the sale of a Delaware corporation
- Representing a big four accounting firm in defense of a shareholder suit alleging aiding and abetting breach of fiduciary duty claims arising under Delaware law
- Leading an expedited trial relating to the rejection of a stockholder nomination under a corporation’s advance notice bylaws
- Representing a well-known activist in litigation relating to a proxy contest to replace a corporation’s entire board of directors

They’ve Got Next: The 40 Under 40, Securities Category, *Bloomberg Law* (2022)

40 & Under Hot List, *Benchmark Litigation* (2022)

Law360 Mergers & Acquisitions Editorial Board (2022-present)

Legal Mentor Network (2020-present)

Council on Judicial Administration, New York City Bar Association (2019-2022)

Federal Bar Council (2020-2021)

Member & Secretary, Professional Responsibility Committee, New York City Bar Association (2008-2011)

- Representing hedge funds, investment managers, and offshore fund directors in defending against Section 16(b) claims
- Winning a defense award in favor of a bulge-bracket investment bank after a three-day FINRA arbitration regarding a disputed bond trade
- Defeating a preliminary injunction motion seeking to block shareholder from serving as a director due to alleged violations of Sections 14(a) and 13(d) of the Exchange Act and Section 8 of the Clayton Act

Other Commercial Disputes

- After a week-long trial, obtaining a complete post-trial victory on behalf of an international investment company under a multimillion-dollar loan agreement
- Achieving reversal of a post-trial decision in which the appellate court vacated the lower court's findings of fraud and breach of fiduciary duty and directed entry of judgment in client's favor
- Obtaining summary judgment on private corporation's claims to enforce a settlement agreement and to dismiss counterclaims seeking to enforce warrants for 25% of the company
- After a month-long federal jury trial, achieving the then-largest verdict in New Mexico history on claims for breach of contract and unfair competition
- Representing a real estate developer defrauded out of his one-third ownership interest in a hotel
- Achieving a complete victory and 100% advancement of legal fees for founder of broker-dealer in a partnership dispute in which founder was accused of fraud and breach of fiduciary duty

Bankruptcy Litigation

- After a multiday trial, obtained findings that debtor had lied about her assets, including her ownership interest in various entities, leading to the appointment of a chapter 11 trustee
- Representing a trustee in a high-profile adversary proceeding involving cast members of *The Real Housewives of New Jersey* in which the court found the defendants liable for fraud and breach of fiduciary duty

Pro Bono

- Achieving a rare reversal in the Appellate Division, First Department of an indigent defendant's criminal conviction and 20-year-to-life sentence due to improper disqualification of counsel; arguing further appeal to the New York Court of Appeals
- Assisting in the organization of a benefit concert to assist war refugees from Ukraine

- Obtaining a victory on behalf of an animal rights organization seeking records relating to animal testing
- Providing assistance with obtaining tax-exempt status for an organization that provides digital literacy training to underprivileged communities in New York

PUBLICATIONS & PRESENTATIONS

Author, **What Boards Should Know About Delaware's Planned Reforms**, *Governance Intelligence* (March 2025)

Co-author, **Commercial, Professional Perspective - Lessons From Advance Notice Bylaw Litigation**, *Bloomberg Law* (August 2024)

Co-author, **Del. Match.com Ruling Maintains Precedent In Time Of Change**, *Law360* (April 2024)

Presenter, Managing Your Legal ESG Risk: Disclosure Best Practices and Averting Greenwashing and SEC Claims Society of Corporate Compliance and Ethics ESG and Compliance Conference (April 2022)

Co-author, **2021 ESG Litigation Offers Pointers for The Year Ahead**, *Law360* (January 2022)

Presenter, Recent Trends in Shareholder Litigation Thompson Hine Investment Management Coffee Chat Webinar Series (October 2021)

Host, A Conversation with The Hon. J. Travis Laster, Vice Chancellor, Delaware Court of Chancery NYC Bar Council on Judicial Administration (April 2021)

Co-author, **2 Investment Advice Rulings Offer Lessons on Insider Liability**, *Law360* (July 2020)

Co-author, **Syndicated Loan Industry Gets a Win in New York Federal Court**, *Bloomberg Law* (July 2020)

Co-author, **Covid-19 Securities Class Actions – Forecasts and Challenges**, *Bloomberg Law* (April 2020)

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