

MEDIA MENTIONS

SRZ Partner Michael Swartz Quoted in *Law360*: “Masimo Urges Chancery to Uphold Founder’s Takeover Shield”

February 3, 2023

In a recent article for *Law360* by Jeff Montgomery, Schulte Roth & Zabel partner Michael Swartz discussed the ongoing litigation between SRZ client Politan Capital and Masimo Corp, in which SRZ counsel recently claimed that change-of-control shields adopted in 2015 violate public policy and were void from the start.

Michael argued that boards cannot contract away their fiduciary duties, and said some of the change-of-control provisions “have no business being in the employment agreement of a public company.”

Michael added that the measure should be found void under the law and as a matter of public policy.

“A void act does not become un-void because shareholders were not focused on it at the time,” Michael said. “You don’t get a free pass once the statute of limitations passes and all of a sudden you get to preclude shareholder rights.”

Read the article [here](#).

Related People



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