



Michael Stern

Associate

Chicago
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Michael has a broad range of experience representing clients in complex federal and state litigation, including securities, white collar, and commercial matters.

Michael is a litigation associate in Winston's Chicago office who represents clients in a wide variety of litigation matters, including federal securities, fiduciary duty and M&A, white collar, products liability, and other complex commercial litigation. Michael has extensive experience preparing corporate and expert witnesses for deposition and trial testimony, taking and defending depositions, drafting motions and briefs, and handling all aspects of discovery. Michael has also represented clients in government investigations and advised public and private entities on business combinations, pre-litigation claim assessments and demands, stockholder demands, and regulatory matters.

Key Matters

Recent Engagements and Successes

- Represented Cox Communications in a successful appeal to the Delaware Supreme Court of an adverse judgment and injunction in favor of T-Mobile. The reversal freed Cox to enter the half-billion dollar wireless services market

and was featured in *AmLaw's* March 11, 2022 Litigator of the Week column (First Runners-Up).

- Representing tobacco manufacturer in implementation of nation-wide injunctive remedy entered in connection with RICO claims brought by the Department of Justice in the District of D.C., requiring the placement of corrective-statement signs in over 200,000 retail stores. Serving as the client's representative on a court-ordered group overseeing implementation of remedy.
- Secured dismissal on a motion to dismiss Securities Act of 1933 claims in the Northern District of Illinois against underwriters of a secondary public offering of stock by one of North America's leading branded food companies.
- Defending Jernigan Capital, Inc. and its board of directors in parallel securities class actions in the Southern District of New York and Tennessee state court in connection with a take-private deal against claims brought under Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 and for breach of fiduciary duties.
- Defending Pendrell Corporation and various officers and directors in a stockholder class action filed in the Delaware Court of Chancery, challenging a \$2.1 billion SPAC merger between Holicity, Inc. and Astra Space, Inc., alleging breach of fiduciary duty and disclosure claims. In addition, defending Holicity officers and directors in related, parallel federal securities and fiduciary duty actions in the Northern District of California.
- Defending former CFO of an international pharmaceuticals firm in multi-billion dollar federal securities litigation in New Jersey federal and state court.
- Defending Cantor Fitzgerald, L.P., Cantor Fitzgerald & Co., and various officers and directors in a securities class action filed in the Northern District of California alleging violations of Sections 11, 12, and 15 of the Securities Act, and Sections 10(b), 14(a), and 20 of the Securities Exchange Act of 1934, related to the \$1.6 billion SPAC merger between CF Finance Acquisition Corp. II and View, Inc.
- Represented field turf company in a jury trial in Illinois state court against *Qui Tam* claims brought under the Illinois False Claims Act.

Prior to joining Winston, Michael clerked at the U.S. Attorney's Office for the Southern District of Iowa and the DuPage County State's Attorney's Office. He also served as a Public Interest Law Initiative (PILI) Graduate Fellow at the Chicago Legal Clinic, Inc.

Recent Experience

Forum Merger II Corp. Business Combination with Ittella International, Inc.

Activities

- Michael maintains a substantial pro bono practice, representing indigent clients in both federal and state courts.

Credentials

EDUCATION

Michael received his J.D., with distinction, in 2018 from the University of Iowa College of Law, where he competed on the National Trial Advocacy Team and Moot Court Team, served as Assistant Director of the Trial Advocacy Board, and as Senior Articles Editor of the *Journal of Corporation Law*. He received a B.S., *magna cum laude*, in finance and political science from Illinois State University in 2015.

ADMISSIONS

- Illinois

Related Insights & News

- “Charity Trusts and the Shareholder vs. Stakeholder Debate,” *43 J. Corp. L.* 983, 2018
- “Justices’ Analysis of Securities Law Surprises in *Slack v. Pirani*,” *Bloomberg Law*, Apr. 20, 2023

RECOGNITIONS

Winston Team Led by James P. Smith and Jeffrey L. Steinfeld Featured in Litigator of the Week Column
APRIL 12, 2024

ARTICLE

Justices’ Analysis of Securities Law Surprises in *Slack v. Pirani*
APRIL 20, 2023

RECOGNITIONS

Winston Team Recognized in Litigator of the Week Column
MARCH 11, 2022

IN THE MEDIA

Fed. Judge Certifies Class in Solitary Confinement Suit Against IDOC
JUNE 23, 2021

PRO BONO IN ACTION

Federal Court Certifies Class in Lawsuit Challenging Excessive Solitary Confinement in Illinois Prisons
JUNE 16, 2021

Capabilities

Litigation/Trials

Commercial Litigation & Disputes

Securities, M&A & Corporate Governance Litigation

Government Investigations, Enforcement & Compliance