# MATTEO GATTI

|  |  |
| --- | --- |
| 123 Washington StreetNewark, New Jersey 07102Tel. (973) 353-5159mgatti@law.rutgers.edu |  |

## ACADEMIC APPOINTMENTS

**Rutgers Law School**,Newark, NJ

*Professor of Law*  July 2018 – present

*Associate Professor of Law*  July 2015 – June 2018

*Assistant Professor of Law* July 2012 – June 2015

**European Corporate Governance Institute**,Brussels, Belgium

*Research Member* January 2023 – present

**Johann Wolfgang Goethe-Universität, Center for Advanced Studies-Foundations of Law and Finance**, Frankfurt am Main, Germany

*Senior Fellow*  May 2023 - present

**University of Milan, Department of Legal Sciences “Cesare Beccaria”**,Milan, Italy

*Visiting Scholar* December 2021

**University of Milan-Bicocca, School of Law**, Milan, Italy

*Assistant Professor of Corporate Law*  September 2002 – August 2006

**Harvard Law School**, Cambridge, MA

*Visiting Fellow at the John M. Olin Program on Corporate Governance* October – December 2003

**University of London**, London, EnglandJanuary – February 1997

*Visiting Scholar at the Institute for Advanced Legal Studies*

## EDUCATION

**University of Brescia, School of Law**, Brescia, Italy

*S.J.D.*  September 1999 – March 2003

**Harvard Law School**, Cambridge, MA

*LL.M.* August 2001 – June 2002

**University of Milan, School of Law**, Milan, Italy

*J.D., summa cum laude* [110/110 Summa Cum Laude]April 1993 – October 1997

**PUBLICATIONS AND WORKS IN PROGRESS**

1. *Normative Foundations for Assessing Corporate Governing* (2024, working paper—draft of chapter IV of book Governing the Ungovernable: Promises and Risks of Corporations as Agents of Socioeconomic Change, work in progress).
2. *What Corporate Governance for AI* (2024, forthcoming Jotwell June 2024).
3. *Death by a Thousand Cuts: Hostile Bids in Europe, 2004-2023*, with Luca Enriques, *in* Twenty Years of the Takeover Directive (forthcoming 2024, Martin Winner et al. eds), Eur. Corp. Gov. Inst. (ECGI) - Law Working Paper No. 755/2024, https://papers.ssrn.com/sol3/papers.cfm?abstract\_id=4738087.
4. *Corporate Governance for Carbon Majors*, with Suren Gomtsyan & Alessandro Romano (2024, working paper).
5. *Barking without Biting: How* Corwin *(Did Not) Change M&A*, with Martin Gelter (2024, working paper).
6. *How Does Board-Shareholder Engagement Really Work? Evidence from a Survey of Corporate Officers and from Disclosure Data*, with Giovanni Strampelli and Matteo Tonello, *in* Board-Shareholder Dialogue: Policy Debate, Legal Constraints and Best Practices(forthcoming 2024, Luca Enriques & Giovanni Strampelli eds., Cambridge University Press).
7. *The Long-Standing Narrative of Stock Market-Driven Short-Termism,* Book Reviewof *Missing the Target: Why Stock-Market Short-Termism Is Not the Problem.* By Mark J. Roe. New York, N.Y.: Oxford University Press, 2022 (2023, working paper)*.*
8. *Corporate Governing: Promises and Risks of Corporations as Socio-Economic Reformers* (Eur. Corp. Gov. Inst. (ECGI) - Law Working Paper No. 730/2023, https://papers.ssrn.com/sol3/papers.cfm?abstract\_id=4530776) (forthcoming J. Corp. L. (2024)).
9. *The Perils of a Stakeholderist Corporate Law Reform: A Reply to Professor Kovvali*, with Chrystin Ondersma, 123 Colum. L. Rev. Forum 229-251 (2023).
10. *Interested Voting*, 48 BYU L. Rev. 1619-95 (2023).
11. *Why Corporate America Should Pay Attention to the Proposed EU Directive on Corporate Sustainability Due Diligence*, with Luca Enriques, Columbia BlueSky Law Blog (Apr. 25, 2022) [original post, not featuring a separate paper].
12. *Creeping Acquisitions in Europe*, with Luca Enriques, *in* European Takeovers: The Art of Acquisition (3rd ed., 2022, Alejandro Fernández de Araoz ed.).
13. *Collusion and Other Deviations from the Highest Paid Price Rule*, with Federica Cadorin, *in* European Takeovers: The Art of Acquisition (3rd ed., 2022, Alejandro Fernández de Araoz ed.).
14. *Stakeholder Syndrome: Does Stakeholderism Derail Effective Protections for Weaker Constituencies?*, with Chrystin Ondersma, 100 N.C. L. Rev. 167-235 (2021).
15. *Foreword*, *in* The Conference Board, 2021 Proxy Season Preview and Shareholder Voting Trends (2017-2020) (2021).
16. *Can a Broader Corporate Purpose Redress Inequality*? *The Stakeholder Approach Chimera*, with Chrystin Ondersma. 46 J. Corp. L. 1-73 (2020).
17. *Did Delaware Really Kill Corporate Law? Shareholder Protection in a Post-*Corwin *World* 16 N.Y.U. J. Bus. L. 345-418 (2020).
18. *Board-Shareholder Engagement Practices. Findings from a 2018 Survey of SEC-Registered Companies* 1-43, with Matteo Tonello, Conference Board Director Notes (2019).
19. *Upsetting Deals and Reform Loop: Can Companies and M&A Law in Europe Adapt to the Market for Corporate Control?*, 25 Colum. J. Eur. L. 1-74 (2019).
20. *Creeping Acquisitions in Europe* 27-38, with Luca Enriques, *in* European Takeovers: The Art of Acquisition (2nd ed., 2018, Jeremy Grant ed.).
21. *Reconsidering the Mergers Process: Approval Patterns, Timeline, and Shareholders’ Role in Mergers*, 69 Hastings L.J. 835-924 (2018).
22. *It’s My Stock and I’ll Vote If I Want To: Conflicted Voting by Shareholders in (Hostile) M&A Deals*, 47 U. Mem. L. Rev. 181-290 (2016).
23. *Creeping Acquisitions in Europe: Enabling Companies to Be Better Safe than Sorry,* with Luca Enriques, 15 J. Corp. L. Studies 55-101 (2015).
24. *The Power to Decide on Takeovers: Directors or Shareholders, What Difference Does it Make?*, 20 Ford. J. Corp. & Fin. L. 73-144 (2014).
25. *Is There a Uniform EU Securities Laws After the Financial Services Action Plan?*, with Luca Enriques, *in* Company Law and Finance 167 (Paul Krüger Andersen & Karsten Engsig Sørensen eds., 2008).
26. *Is There a Uniform EU Securities Laws After the Financial Services Action Plan?*, with Luca Enriques, 14 Stan. J.L. Bus. & Fin 43-82 (2008).
27. *EC Reforms of Corporate Governance and Capital Markets Regulation: How Do They Affect Outside Investors?*, with Luca Enriques, 28 Nw. J. Int.’l L. & Bus. 1-34 (2007).
28. *The Uneasy Case for Top-Down Corporate Law Harmonization in the European Union*, with Luca Enriques, *in* Economics of European Union Law 576 (Paul B. Stephan ed., 2007)
29. *The Uneasy Case for Top-Down Corporate Law Harmonization in the European Union*, with Luca Enriques, 27 U. Pa. J. Int’l Econ L. 939-98 (2006).
30. *Optionality Arrangements and Reciprocity in the Takeover Directive*, *in* European Takeovers. The Art of Acquisition 103 (Jeremy Grant ed., 2005).
31. *Optionality Arrangements and Reciprocity in the Takeover Directive*, 6 Eur. Bus. & Org. L. Rev. 553-79 (2005).
32. *Mancata promozione di opa obbligatoria e risarcimento del danno*, Giurisprudenza commerciale, 2005, II, 774-96 [Liability for Failure to Launch a Mandatory Bid].
33. *Accordi opzionali e reciprocità nella direttiva sulle opa*, Nuova giurisprudenza civile commentata, 2005, 416-33 [Optionality Arrangements and Reciprocity in the European Takeover Directive].
34. *Appunti sulla nozione di partecipazione rilevante per i presupposti e per l’oggetto dell’opa successiva alla luce della riforma del t.u.f.*, Diritto banca mercati finanziari, 2005, 163-76 [Notes on the Definition of Participation Interest Relevant for the Mandatory Bid Regime under the Revised Consolidated Financial Act].
35. Opa e struttura del mercato del controllo societario, Giuffrè, Milano, 2004, 1-389 [Tender Offers and the Structure of the Market for Corporate Control].
36. *Le azioni con voto subordinato all’effettuazione di un’opa e l’«autorizzazione di conferma»*, Giurisprudenza commerciale, 2004, I, 511-41 [Shares with Voting Rights Contingent upon a Tender Offer and the Principle of “Subsequent Authorization”].
37. *Una proposta discussa in materia di opa: la risoluzione legislativa del Parlamento europeo sulla tredicesima direttiva*, Giurisprudenza commerciale, 2001, I, 141-46 [A Debated Proposal on Tender Offers: The European Parliament Resolution on the XIII Directive].
38. *Responsabilita’ dei revisori negli USA*, *in* Amministratori Fiduciari: Di chi? (Antonino D’Angelo ed., 2001) [Auditors’ Liability under U.S. Law].
39. *La passivity rule in Italia*, *in* Amministratori Fiduciari: Di chi? (Antonino D’Angelo ed., 2001) [Directors’ Passivity Rule in Italy].
40. *La società target in pendenza di offerta pubblica d’acquisto*, Giurisprudenza commerciale, 2000, I, 599-654 [The Target Company pending a Tender Offer].
41. *Il controllo dell’ufficio del registro delle imprese*, Giurisprudenza commerciale, 1998, II, 632-50 [The Scrutiny of the Register of Companies].

**EXPERIENCE**

**Rutgers Law School**

* Teaching Business Organizations, Corporate Finance, Mergers & Acquisitions, and Advanced Corporate Law.
* Presented papers and lectured at conferences, seminars, and workshops, including:
	+ Co-presented “*Death by One Thousand Cuts: Hostile Bids in Europe, 2004-2023*” at the International Takeover Regulators’ Conference 2024 in Toronto (May 2024).
	+ Participated on panel “*Comparative Perspectives on Extraterritoriality*” at the Annual Meeting of the American Society of International Law in Washington DC (April 4, 2024).
	+ Participated on panel to discuss extraterritoriality and other features of the proposal of EU Corporate Sustainability Due Diligence Directive organized by ERCST (October 2023).
	+ Presented “*Barking without Biting: How* Corwin *(Did Not) Change M&A*” (with Martin Gelter) at the Corporate Law Academic Webinar Series (“CLAWS”) (October 2023)
	+ Presented “*Corporate Governing*” at the LawFin Seminar at Johann Wolfgang Goethe-Universität, Center for Advanced Studies-Foundations of Law and Finance, Frankfurt Am Main (October 2023).
	+ Lectured on “*Comparative Corporate Governance*” at Johann Wolfgang Goethe-Universität in Frankfurt Am Main (October 2023).
	+ Presented “*Death by One Thousand Cuts: Hostile Bids in Europe, 2004-2023*” at the European Company Law Experts workshop “Twenty Years of the Takeover Directive” in Stockholm (October 2023).
	+ Participated as paper discussant at the conference The Law and Finance of Private Equity and Venture Capital held at Oxford University (June 2023).
	+ Presented *“How Does Board-Shareholder Engagement Really Work? Evidence from a Survey of Corporate Officers and from Disclosure Data*” at Jefferies in New York (June 2023).
	+ Presented “*Corporate Governing*” at Bocconi University School of Law in Milan (May 2023).
	+ Lectured on “*The Mandatory Bid*” at the University of Milan School of Law (S.J.D. students) (May 2023).
	+ Gave the Garrigues Lecture on “*Comparative Corporate Governance*” at Fordham Law School in New York (March 2023).
	+ Lectured on “*Corporate Governance, Shareholder Democracy, and ESG*” at the Harvard Club in New York (February 2023).
	+ Presented “*Board-Shareholder Engagement Practices: Evidence from a Survey of Corporate Officers and from Disclosure Data*” at Bocconi University School of Law in Milan (October 2022).
	+ Presented “*Board-Shareholder Engagement Practices: Evidence from a Survey of Corporate Officers and from Disclosure Data*” at the Corporate Governance Conference organized by Assogestioni in Rome (October 2022).
	+ Presented “*Interested Voting*” at the National Business Law Scholars Conference held at the University of Oklahoma (June 2022).
	+ Presented “*Shareholder Resolutions for Sustainability and Impact*” at the Glasgow Caledonian New York College (June 2022).
	+ Lectured on “*Monetary Liability for Failure to Launch a Mandatory Bid*” at the University of Milan School of Law (May 2022).
	+ Presented “*Interested Voting*” at the Bocconi University School of Law in Milan (May 2022).
	+ Presented “*Interested Voting*” at the Advanced Business Law seminar held by Professor Sean Griffith at Fordham Law School (February 2022).
	+ Presented “*Stakeholder Syndrome: Does Stakeholderism Derail Effective Protections for Weaker Constituencies?*” at the University of Milan School of Law (December 2021).
	+ Presented “*Stakeholder Syndrome: Does Stakeholderism Derail Effective Protections for Weaker Constituencies?*” at the National Business Law Scholars Conference held at the University of Tennessee (June 2021).
	+ Presented “*Can a Broader Corporate Purpose Redress Inequality*? *The Stakeholder Approach Chimera*” at a seminar organized by the law firm Palma Guedes Advogados from Rio De Janeiro (November 2020).
	+ Presented “*Can a Broader Corporate Purpose Redress Inequality*? *The Stakeholder Approach Chimera*” at the Rutgers Law School Faculty Colloquium (September 2020).
	+ Presented “*Can a Broader Corporate Purpose Redress Inequality*? *The Stakeholder Approach Chimera*” at the Advanced Business Law seminar held by Professor Sean Griffith at Fordham Law School (February 2020).
	+ Presented “*Did Delaware Really Kill Corporate Law? Shareholder Protection in a Post-*Corwin *World*” at the National Business Law Scholars Conference held at the University of California – Berkeley School of Law (June 2019).
	+ Presented “*The Trouble with Stakeholder Theories—A Progressive Account*” at the National Business Law Scholars Conference held at the University of California – Berkeley School of Law (June 2019).
	+ Presented “*Upsetting Deals and Reform Loop: Can Companies and M&A Law in Europe Adapt to the Market for Corporate Control?*” at the London School of Economics (January 2019).
	+ Participated in panel session “*Shareholder Engagement: Update on Groundbreaking Joint Research with Rutgers Center for Corporate Law & The Conference Board*” at the Annual Meeting of The Conference Board Governance Center in New York City (October 2018).
	+ Presented “*Upsetting Deals and Reform Loop: Can Companies and M&A Law in Europe Adapt to the Market for Corporate Control?*” at the National Business Law Scholars Conference held at the University of Georgia School of Law (June 2018).
	+ Participated as paper discussant at the Fourth Workshop on Comparative Business and Financial Law organized by the American Society of Comparative Law – Young Comparativists Committee at Fordham Law School (February 2018).
	+ Presented “*50,000,000 Shareholders Can’t Be Wrong, Can They? Deconstructing Approval Patterns and Shareholders’ Role in Mergers*” at the Rutgers Law School Faculty Colloquium (September 2017).
	+ Presented “*The Adaptability of European Companies to the Market for Corporate Control*” at a lecture organized by the Harvard Italian Law Students Association at Harvard Law School (April 2017).
	+ Participated as discussant at the Fordham Law School Symposium “*EU Law with the UK, EU Law Without the UK*” (February 2017).
	+ Offered comprehensive private equity seminar at the Astana International Financial Center Executive Training Program in New York City (November 2016).
	+ Discussed papers on mandatory bid regulation in Europe at the conference “*The Takeovers Directive Ten Years On*” at Trinity College Dublin (April 2016).
	+ Presented “*It’s My Stock and I’ll Vote If I Want to: Conflicted Voting by Shareholders in Hostile M&A Deals*” at the Rutgers Law School Faculty Colloquium (December 2015).
	+ Presented “*Creeping Acquisitions in Europe*” at Bocconi University in Milan (March 2015).
	+ Presented “*Creeping Acquisitions in Europe*” at the International Economic Law Forum speaker series at Brooklyn Law School (January 2015),
	+ Presented “*Creeping Acquisitions in Europe*” at the Rutgers Law School Faculty Colloquium (October 2014),
	+ Presented “*Creeping Acquisitions in Europe*” at the International Takeover Regulators’ Conference 2014 in London (May 2014).
	+ Presented “*The Power to Decide on Takeovers*” at the International Economic Law Forum speaker series at Brooklyn Law School (March 2014).
	+ Presented “*Piercing the Corporate Veil under U.S. Law*” at the conference “Piercing the Corporate Veil: A Practical Approach” organized by the International Association of Young Lawyers in Rome (October 2013).
	+ Lectured on “*The Mandatory Bid in Europe*” at the Comparative Corporate Governance Seminar at Harvard Law School (February 2013).
* Authored articles in U.S., European, and English law reviews, and book chapters for primary legal and financial publishers.
* Supervised law students in their final papers and law review notes.
* Supervised graduate students in their doctoral dissertations and coached them for job market purposes.
* Recurring contributor on the Harvard Law School Corporate Governance Forum, The CLS Blue Sky Blog—Columbia Law School’s Blog on Corporations and the Capital Markets, the Oxford Business Law Blog
* Featured in the European Corporate Governance Institute Legal Working Papers collection.
* Featured on ABA Journal, Forbes, Law360, Yahoo! Finance, Insider, FastCompany, CQ Roll Call.
* Member of the Rutgers Law School Center for Corporate Law and Governance.

**Magnum Photos International, Inc.**

*General Counsel New York Office,* New York, NY January 2013 – July 2014

**Scripps Networks**

*External Consultant* July 2012 – June 2013

*Director – Legal Affairs*,New York, NY October 2010 – June 2012

Advised the Chief Financial Officer and the Corporate Development Department on mergers, acquisitions, and joint ventures. Head of Legal for the International Division.

**Cleary Gottlieb Steen & Hamilton LLP**

*Associate*,New York, NY January 2008 – October 2010

*Associate*,Moscow, Russia October 2007 – December 2007

*Associate*,New York, NY October 2005 – October 2007

*Associate*,Rome and Milan, Italy January 2003 – October 2005

Practice primarily focused on corporate and mergers and acquisitions matters. Published articles in American law reviews.

**University of Milan-Bicocca, School of Law,** Milan, Italy

*Assistant Professor of Corporate Law*  September 2002 – September 2006

* Taught Securities Regulation and Mergers and Acquisitions courses.
* Taught seminars on “*The Law and Economics of the Market for Corporate Control*” and “*The Financial Structure of the Corporation.*”
* Presented “*Optionality and Reciprocity in the European Takeover Directive”* at the seminar “*The New European Corporate Law*” held at the University of Padua (May 2005).
* Authored several publications, including a monographic book on tender offers with leading Italian legal publisher and articles on Italian and international law reviews.

**Harvard Law School**, Cambridge, MA

*Research Assistant to Professor Mark Roe* (worked remotely) February – April 2004

*Research Assistant to Professor Lucian Bebchuk* July – August 2002

**University of Milan, School of Law,** Milan, Italy

*Corporate and Business Law Department* October 1997 – July 2001

* Published several articles on corporate and M&A law in major Italian law reviews.
* Presented “Responsabilita’ dei Revisori negli USA” [Auditors’ Liability under U.S. Law] and “La passivity rule in Italia” [Directors’ Passivity Rule in Italy] at the conference “Amministratori Fiduciari: Di chi?” [Directors: Whose Agents?] at the University of Genoa (June 2000).
* Taught seminars and directed the Moot Court Competition for Corporate Law.

**BAR MEMBERSHIPS**

New York (active), Italy (inactive).

**LANGUAGES**

Italian (native), English(fluent), French(basic), Spanish(basic), Portuguese (reading).