Cooley

# Michael McMahon

Partner



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Boston

Commercial Litigation
M&A Disputes
Class Action Litigation
White Collar Defense and Investigations
False Claims Act/Qui Tam/FIRREA
Trade Secret Litigation and Dispute Counseling
Pro Bono

Michael has extensive experience – both at Cooley and as a former Department of Justice (DOJ) trial attorney – leading complex, multijurisdictional commercial matters, M&A litigation, corporate governance disputes and internal investigations. He has represented purchasers, sellers and underwriters in hundreds of M&A disputes, and has served as lead trial counsel on behalf of plaintiffs and defendants in matters involving claims of fraud, trade secret misappropriation, misuse of confidential information and breach of contract, among others. Michael also represents companies and clients facing investigations from federal and state government entities, including the DOJ, the Securities and Exchange Commission (SEC) and state attorneys general offices.

Before joining Cooley, Michael served as a trial attorney in the Commercial Litigation Branch of the DOJ's Civil Division, which he joined through the Attorney General's Honors Program. At the DOJ, Michael led dozens of investigations of home health agencies, skilled nursing facilities, assisted living facilities and other federal government contractors, and recovered millions of dollars for the US government under the False Claims Act (FCA), Anti-Kickback Statute and Anti-Kickback Act.

In 2025 and 2026, Chambers and Partners USA ranked Michael as Up and Coming in Litigation: General Commercial – Massachusetts. Clients have described Michael as an "unbelievably good advisor and attorney," "superb across the board," "extremely intelligent, detail-oriented, thorough and efficient," with "a good sense of strategy" and an ability to "[offer] thoughtful alternatives and [make] well-considered recommendations, making him a valuable legal partner."

Michael currently co-chairs the Business and Commercial Litigation Section of the Boston Bar Association.

**Michael's representative M&A disputes include:**

- Winning a multimillion-dollar earnout payment for the former shareholders of a patient engagement software company following arbitration
- Winning summary judgment for the former shareholders of a medical software company in arbitration regarding a buyer's breach of a merger agreement for failure to release funds
- Representing a venture-backed seller of a food safety testing platform during a five-day trial in Delaware Superior Court relating to claims of fraud arising from an asset sale

- Representing a medical device manufacturer in a dispute regarding a failed share purchase, after successfully compelling arbitration
- Obtaining a decisive victory for a buyer (a private equity-backed manufacturer of vibration testing equipment) before the American Arbitration Association after a six-day hearing
- Securing a favorable settlement for a private equity buyer of a software company in litigation in the US District Court for the District of Massachusetts
- Negotiating a favorable settlement at mediation for a private equity-backed buyer of a software company for breaches of representations and warranties pertaining to customer contracts
- Guiding an institutional shareholder representative through 14 indemnity claims stemming from a single merger agreement – including issues of international tax and cross-border litigation
- Representing a selling shareholder of a travel company in an earnout dispute
- Representing an acquirer of a building management software company in a holdback dispute
- Representing an institutional shareholder representative in a post-closing tax claim
- Representing numerous buyers and sellers in purchase price adjustments, milestone disputes and related litigation

### Michael's representative complex litigation matters and investigations include:

- Securing a preliminary injunction enforcing noncompetition, nonsolicitation and nondisclosure restraints from the Delaware Court of Chancery
- Winning a substantial arbitration award for a software company in a contract dispute and defeated all the opponent's counterclaims following a five-day arbitration hearing
- Serving as lead counsel in complex, multiyear litigation for a private equity-backed software company in breach of contract, tortious interference and fraud matters before the California Superior Court and the American Arbitration Association, resulting in a favorable settlement
- Securing a preliminary injunction obtaining confidentiality restraints from the Delaware Court of Chancery following an evidentiary hearing
- Winning a significant plaintiff's verdict and attorneys' fee award for a cutting-edge technology company in a hotly contested breach of contract and trade secret action tried over five days before the American Arbitration Association in New York City, along with companion court cases in California and New York
- Winning a preliminary injunction in an arbitration ensuring continued software-hosting services for an insurance company
- Guiding a publicly traded software company in a more than $100 million dispute with a shipping and logistics vendor
- Obtaining judicial recognition of a foreign arbitration award and a multimillion-dollar attachment order for a prestigious private university
- Obtaining several injunctions in Connecticut federal court enforcing noncompetition and nonsolicitation agreements on behalf of an industry-leading manufacturer in cases involving theft and misuse of company trade secrets by former employees to create a competing business

### Michael's representative white collar matters while at Cooley include:

- Defending a large medical device manufacturer in connection with a DOJ investigation of alleged Federal Food, Drug, and Cosmetic Act violations and potential FCA exposure, including assessment and development of a corporate compliance plan
- Representing a private life sciences company and CEO in connection with an SEC investigation into disclosures regarding Food and Drug Administration communications
- Defending a venture-backed technology company in response to a DOJ FCA investigation regarding accounting practices
- Defending a healthcare company in response to a DOJ investigation into alleged false billings and receipt of overpayments
- Conducting an internal investigation into allegations of executive misconduct for a multibillion-dollar publicly traded company

- Obtaining a complete dismissal of administrative action brought by a Massachusetts professional licensing organization against a private school
- Representing numerous clients in internal investigations regarding compliance with the Foreign Corrupt Practices Act, revenue recognition principles, disclosure obligations, and billing and reimbursement practices, as well as in response to investigations and inquiries by the DOJ and SEC

## Giving back

Michael serves on the firm's pro bono committee and on Cooley Boston's pro bono committee. He has assisted several juveniles and asylees fleeing violence in their home countries in US immigration matters, including obtaining two green cards and a grant of asylum. Michael has received Cooley's Pro Bono Achievement Award for his outstanding contribution to the firm's pro bono practice, and recently led a team of Cooley lawyers and co-counsel in securing a preliminary injunction ensuring critical procedural due process protections for migrant children in US government custody.

## Publications

- Co-author, "Negotiating Forensic Review Protocols in the AI Age," Boston Bar Journal, September 2026
- Co-author, "4 Tips For Drafting Earnouts To Avoid Disputes," Law360, June 2024
- Co-author, "DOJ Announces First Civil Settlement for PPP Fraud," Cooley Investigations and Enforcement Watch blog, January 2021
- Co-author, "Massachusetts Federal Court Proposes Change to What Constitutes a Related Case," Cooley alert, June 2020
- Co-author, "Paycheck Protection Program Loans and Risk of Government Investigation: Advice From Former Federal Prosecutors," Forbes.com, May 2020
- Co-author, "What You Need to Know About Potential Exposure If You've Gotten a CARES Act Loan," Cooley alert, April 2020
- Co-author, "Remaining Vigilant to Compliance and Enforcement Concerns in Times of Crisis," Cooley alert, March 2020
- Co-author, "Massachusetts Passes Reform Bill to Limit Enforcement of Noncompetition Agreements," Cooley alert, August 2018
- Co-author, "The Massachusetts Securities Division and Its Recent ICO Actions," Cooley alert, April 2018
- Co-author, "Evaluating FCPA Pilot Program: A Look at SEC Involvement," Law360, April 2017

## Speaking engagements

- Speaker, "The Anatomy of a Trade Secret Case," WIPR Trade Secrets East, October 2026
- Moderator, "Discovery 101: A Practical Guide for New Litigators," Boston Bar Association, May 2026
- Speaker, "Avoiding Hidden Litigation Risks in M&A Purchase Agreements," Boston Bar Association, January 2026
- Moderator, "Business Litigation Session Year in Review," Boston Bar Association, June 2025
- Speaker, "The Role of the Expert in Business Litigation," MCLE, February 2025
- Speaker, "Recent Trends and Best Practices in Purchase Price Adjustment and Earnout Provisions," Cooley Legal Insights: A CLE Webinar Series, January 2025
- Co-moderator, "View From the Bench: Litigating Trade Secrets Cases in Massachusetts State and Federal Courts," Boston Bar Association, March 2024
- Speaker, "Negotiating Earnouts in M&A Transactions: Effective Approaches to Bridging the Valuation Gap," Strafford webinar, February 2024
- Speaker, "Earnouts in M&A Agreements: Drafting and Litigation Considerations," Cooley CLE Speaker Series, January 2024
- Speaker, "The False Claims Act: What to Do When the DOJ Comes Knocking," Cooley event, August

2018

- Speaker, “The 2016 False Claims Act Settlements: Implications to the Road Ahead,” The Knowledge Group webcast, May 2016

## Education

Boston College Law School JD, magna cum laude, 2010

Boston College BA, International Studies, cum laude, 2004

## Admissions & Credentials

Massachusetts

## Court Admissions

US Court of Appeals for the First Circuit

US District Court for the District of Massachusetts

## Rankings & Accolades

Chambers USA: Litigation: General Commercial – Massachusetts (2025 – 2026)

The Legal 500 US: General Commercial Disputes (2025)

Best Lawyers: Ones to Watch in Commercial Litigation (2022 – 2023) and Criminal Defense-White Collar (2021 – 2023)