Cooley

Matthew DiRisio

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New York

Capital Markets
Mergers and Acquisitions
Securities Litigation + Enforcement
M&A Disputes
Commercial Litigation
White Collar Defense and Investigations
Class Action Litigation
Activism Defense
Technology
Life Sciences and Healthcare

Matt represents public and private companies, their boards and special committees, and their senior executives in high-stakes securities and corporate governance litigation. His practice covers the full spectrum of securities-related litigation and counseling, including federal securities class actions, M&A and corporate governance litigation, and contests for corporate control, stockholder derivative litigation and demand investigations, committee representations, post-closing disputes and directors and officers (D&O) coverage advice. He also regularly represents clients in both internal and regulatory inquiries and investigations.

A first-chair trial lawyer with extensive experience in New York and Delaware trial and appellate courts, in federal courts throughout the country, and before arbitral tribunals, Matt has represented clients in an array of industries, including technology, life sciences and healthcare, medical devices, financial services, investment banking, private equity, real estate (including real estate investment trusts, or REITs), special purpose acquisition companies (SPACs), construction and infrastructure, energy (including oil and gas), media and telecommunications. He is consistently ranked in Chambers USA and The Legal 500 for securities and M&A litigation and included in Lawdragon's "500 Leading Litigators in America" guide.

Matt's representative matters include:

Federal securities litigation and related matters

- Leading the defense of a former public company CEO in parallel securities class actions in the Southern District of New York (SDNY) and Northen District of Georgia asserting claims under Sections 10(b) and 20(a) of the Exchange Act and alleging approximately $1.5 billion in losses*
- Leading the defense of an engine and power systems manufacturer and its executives in a securities class action in the Northern District of Illinois (N.D. Ill.) asserting claims under Sections 10(b) and 20(a) of the Exchange Act arising from the company's pivot to onsite power generation for AI-driven data center growth, with alleged losses of approximately $930 million*
- Led the defense of a major social media management and intelligence platform company and certain of its executives in a securities class action in the N.D. Ill. asserting claims under Sections 10(b) and 20(a) of the Exchange Act and alleging that misstatements concerning the company's strategic shift to enterprise business led to an approximate $1 billion loss in market capitalization*
- Led the defense of a publicly traded REIT and its board of directors in a securities class action in the

SDNY asserting claims under Sections 14(a) and 20(a) of the Exchange Act in connection with its take-private deal with affiliates of an alternative investment firm*

- Represented a global medical technology company and certain executives in a securities fraud class action in the District of New Jersey asserting claims under Sections 10(b) and 20(a) of the Exchange Act and Securities and Exchange Commission (SEC) Rule 10b-5 and alleging that material misrepresentations and omissions about the regulatory status of a key product led to an approximate $9 billion loss in market capitalization; the case settled favorably after extensive discovery and mediation*
- Led the defense of a SPAC and its directors in a class action asserting claims under Sections 14(a) and 20(a) of the Exchange Act and SEC Rule 14a-9 in connection with its $710 million merger with a testing, inspection, engineering and consulting services company; the case settled favorably after modest supplemental disclosures*
- Represented a chip card producer in a federal securities class action asserting claims under Section 11 of the Securities Act and a follow-on derivative suit alleging that the company made overly optimistic predictions in initial public offering documents regarding conversion from magnetic to chip cards; both suits settled on favorable terms*
- Represented a major American securities broker-dealer in a dispute over transferability of restricted stock under federal securities laws, resulting in a favorable settlement*
- Represented an American specialty retailer and certain officers and directors in a putative stockholder class action alleging violations of Section 10(b) of the Exchange Act and Rule 10b-5 (along with corresponding state court derivative litigation), in which the court granted the defendants' motion to dismiss the case in its entirety*
- Represented a medical aesthetic laser company and certain executives in a securities class action asserting claims under Section 10(b) of the Exchange Act and related state court derivative litigation; resulted in a favorable settlement*

M&A and corporate governance litigation

- Led a US broadband, cable television and telecommunications company's successful appeal to the Delaware Supreme Court of an adverse judgment and injunction in favor of a major wireless telecommunications carrier; the reversal freed the company to enter the half-billion-dollar wireless services market and was featured in Am Law's March 11, 2022, "Litigator of the Week" column (First Runners-Up)*
- Led the defense of a permanent capital investment and intellectual property management firm and executives in a stockholder class action filed in the Delaware Court of Chancery challenging a $2 billion deSPAC merger between a SPAC and an aerospace and defense manufacturing company; the case settled favorably before meaningful discovery ensued*
- Led the defense of a REIT and its executives in a stockholder class action in Tennessee state court asserting breach of fiduciary duty claims in connection with a take-private deal with affiliates of an alternative investment firm; achieved a highly favorable settlement after modest discovery*
- Represented an AI-enabled healthcare revenue cycle management company and certain of its executives and directors in (i) stockholder derivative litigation in the Delaware Court of Chancery challenging a recapitalization forged by the company's controlling stockholders, resulting in a favorable settlement for the company and the directors, and (ii) a stockholder challenge to the company's subsequent take-private acquisition*
- Represented a large US-based multinational conglomerate in its capacity as the 20% minority shareholder of a Latin American commercial bank in post-closing International Chamber of Commerce (ICC) arbitration arising out of the client's $1 billion cross-border sale of control of the bank and the follow-on acquisition of the acquirer, in violation of the client's "tag-along" rights; after a two-week trial, the ICC panel awarded the client approximately $300 million, plus attorneys' fees*
- Represented a major investor in an appraisal action in the Commercial Division of New York State Supreme Court against a public company seeking payment for shares in connection with a 2023 asset sale; won a novel motion compelling the company to make an advance payment to dissenting

shareholders under Section 623 of the New York Business Corporation Law, leading to a favorable settlement*

- Represented an American educational technology company and its board of directors in multi-forum stockholder class action litigation challenging the company's $1.6 billion acquisition by a private equity firm, in which the court denied the plaintiffs' motion for expedited discovery and granted the defendants' motion to dismiss the case in its entirety*
- Represented a publicly traded healthcare company and its board in litigation filed by a dissident hedge fund in the Delaware Court of Chancery seeking to nominate a slate of directors to its board; the court denied a preliminary injunction delaying the annual stockholders' meeting and dismissed the case on summary judgment*
- Led the defense of a major provider of satellite-based broadband connectivity, inflight entertainment and digital media solutions in a suit filed in the SDNY by a warrant holder regarding "cashless exercise" provisions; the court granted the defendant's motion to dismiss in its entirety, where an adverse result may have required a highly dilutive issuance of tens of millions of additional shares*
- Represented a Canadian multinational convenience store and fuel retail corporation in litigation arising out of a convenience store chain and gas station operator's effort to enjoin the company's tender offer to acquire it based on alleged violations of Sections 14(e) and 10(b) of the Exchange Act; the court denied the target's preliminary injunction motion*
- Represented a privately held REIT in Delaware litigation against a majority owner regarding LLC agreement rights worth at least $90 million; achieved a favorable settlement after the court indicated that the client was likely to prevail*
- Represented a diversified financial services holding company in "busted deal" litigation in the Delaware Court of Chancery challenging the company's termination of an approximately $700 million agreement to acquire entities from a publicly traded REIT based on the occurrence of a "material adverse effect," ultimately resulting in a favorable settlement*
- Represented a multinational ecommerce and internet retail company in multi-forum stockholder class action litigation challenging its $2.4 billion acquisition of an ecommerce and marketing company; led to a successful transaction and favorable settlement*
- Represented a private equity firm in a shareholder class action in New York Supreme Court challenging its $2.2 billion acquisition of a global fashion and retail company; the case settled favorably after denial of expedited discovery*
- Represented an American specialty retailer and direct-to-consumer brand and its board in a stockholder class action in Delaware arising out of its merger with a SPAC; led to a successful transaction and favorable settlement*
- Led a post-closing dispute for a digital media and publishing company in Delaware Superior Court against a digital media conglomerate, involving breach of contract and fraud claims tied to the company's acquisition of an online entertainment media publisher and related assets*
- Represented numerous private equity firms and operating companies on both the buy-side and sell-side in post-closing fraud claims and indemnification disputes*

Board and committee representations/investigations

- Represented the special committee of an American electric vehicle startup's board of directors in evaluating and determining the disposition of stockholder derivative claims in connection with the company's bankruptcy*
- Represented the board of directors of a publicly traded infrastructure construction company in investigating and evaluating stockholder derivative demands following class action and derivative claims concerning an accounting restatement; the demands were ultimately rejected and released as part of a derivative settlement*
- Regularly advises companies in connection with "books and records" demands and actions pursuant to Delaware General Corporation Law §220 and contractual inspection rights; advised a public company board of directors in evaluating internal compliance controls and the board's fulfillment of its fiduciary oversight duties*

Regulatory inquiries and investigations

- Led the representation of a public REIT in an SEC formal investigation into valuation practices; after a modest document production, the staff confirmed in writing that it did not intend to recommend an enforcement action*
- Represented dozens of clients in responding to regulatory inquiries or investigations by the SEC and/or the Financial Industry Regulatory Authority (FINRA)*

* Representation handled before joining Cooley

Education

University at Buffalo School of Law JD, magna cum laude, Buffalo Law Review, 2003

University of Rochester BA, magna cum laude, 1998

Admissions & Credentials

New York

Court Admissions

US Court of Appeals for the Second Circuit

US District Court for the Southern District of New York

US District Court for the Eastern District of New York

Rankings & Accolades

Lawdragon, “500 Leading Litigators in America”: Recognized for Securities Litigation (2026 – 2027)

Chambers USA, Litigation: Securities – New York (2022 – 2026)

The Legal 500 US: Securities Litigation: Defense and M&A Litigation: Defense (2017 – 2026)

Am Law Litigation Daily “Litigator of the Week”: First Runner-Up (March 11, 2022)

Leaders League US: Securities Litigation – Highly Recommended (2020)

Legal Services NYC: “Top 30 Pro Bono Attorney” (2014)

Memberships & Affiliations

American Bar Association (ABA)

New York State Bar Association

National Association of Corporate Directors