Cooley

Sean W. Brownridge

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Activism Defense
Mergers and Acquisitions
Corporate Governance and Securities Regulation
Capital Markets
Crisis Management

Sean is chair of Cooley's activism defense group, with a principal focus on shareholder activism preparedness and defense, investor engagement, crisis management, complex corporate governance matters and contested M&A. He has advised on some of the most high-profile and significant matters in the activism space – including the largest director election proxy contest in history and the biggest M&A transaction ever subject to a proxy fight – and brings deep experience navigating high-stakes settlements, contested elections, withhold campaigns, short attacks and corporate crises.

During his career, Sean has worked on activism engagements involving Avis Budget Group, Bristol-Myers Squibb, Centene, Colgate-Palmolive, Del Frisco's, FedEx, Kellanova, Kenvue, Salesforce, Six Flags, Squarespace, Vitamin Shoppe, The Walt Disney Company, Wynn Resorts and Zoom, among others.

As a complement to his representations of public companies, Sean has extensive experience counseling engaged shareholders across the activism spectrum on the assessment of investment opportunities, capital deployment and investment execution, private engagement, settlement negotiations and cooperation agreements, alternative activism strategies, proxy contests, hostile takeovers and contested M&A transactions. His work with Carl Icahn, Corvex Management, D. E. Shaw & Co., Elliott Management, JANA Partners, Land & Buildings, Politan Capital Management, Sachem Head Capital Management, Starboard Value, TOMS Capital Investment Management and Trian Partners – in addition to first-time and occasional activists – informs his guidance to directors and executives.

For his work in shareholder activism, Sean has been named a "Next Generation Partner" by The Legal 500 and recognized as a "Rising Star" by The Deal.

Sean's writings on activism and corporate governance have been featured in Bloomberg Law, the Delaware Journal of Corporate Law and the Harvard Law School Forum on Corporate Governance, among other publications. He has also been quoted in leading publications, including the Financial Times, Bloomberg and The Deal, and spoken at Harvard Law School, New York University School of Law and the University of Pennsylvania Law School on related topics.

Prior to joining Cooley, Sean served as the law clerk to Justice Karen L. Valihura of the Delaware Supreme Court and was a member of the shareholder activism practices at two prominent international law firms.

Representative matters

Shareholder activism defense and other corporate matters

- Avis Budget Group in connection with its agreements with SRS Investment Management regarding the composition of the Avis Budget Group board of directors*
- Avis Budget Group in connection with various corporate governance matters, including its proxy contest with SRS Investment Management and implementation of multiple shareholder rights plans*
- Bristol-Myers Squibb in its defense against Starboard Value's proxy contest opposing the company's $90 billion acquisition of Celgene*
- Cerus in its response to a "withhold-the-vote" campaign by Bradley Radoff
- Chewy in connection with various corporate governance matters*
- Cumulus Media in its implementation of a shareholder rights plan in connection with its financial restructuring*
- Del Frisco's Restaurant Group in connection with its agreement with Engaged Capital regarding the composition of the Del Frisco's Restaurant Group board of directors*
- Elanco Animal Health in its response to shareholder activism by Sachem Head Capital Management*
- Exelon Corporation in its response to shareholder activism by Corvex Management*
- Express in its implementation of a shareholder rights plan*
- Fox Corporation in connection with various corporate governance matters*
- Frontier Communications Corporation in connection with various corporate governance matters, including its implementation of a shareholder rights plan to protect the availability of its net operating loss carryforwards*
- Grindr in its cooperation agreement with the company's controlling stockholder, G. Raymond Zage, III
- KVH Industries in its defense against a proxy contest led by VIEX Capital*
- Lee Enterprises in its response to a "withhold-the-vote" campaign by Cannell Capital*
- New York & Company in connection with its response to shareholder activism by Kanen Wealth Management*
- NN in its agreement with Legion Partners Asset Management regarding the composition of the NN board of directors
- NN in its response to shareholder activism by Corre Partners Management
- Parker Drilling Company in connection with corporate aspects of its financial restructuring, including the implementation of a shareholder rights plan*
- SoundThinking in its response to shareholder activism by Veradace Capital Management
- Tailored Brands in its implementation of a shareholder rights plan*
- Tenet Healthcare Corporation in connection with various corporate governance matters, including its implementation of a shareholder rights plan to protect the availability of its net operating loss carryforwards*
- Tenet Healthcare Corporation in its agreement with Glenview Capital Management regarding corporate governance matters*
- Tenneco in connection with its cooperation agreement with Protean Services and Daniel A. Ninivaggi regarding the composition of the Tenneco board of directors*
- Tenneco in connection with various corporate governance matters, including its implementation of a shareholder rights plan to protect the availability of its tax assets*
- Tribune Publishing Company in connection with its cooperation agreement with Alden Global Capital regarding the composition of the Tribune Publishing board of directors*
- Vitamin Shoppe in its defense against a full slate proxy contest by Vintage Capital Management and its agreements with Vintage Capital Management and Shah Capital Management regarding the composition of the Vitamin Shoppe board of directors*
- Vitamin Shoppe in connection with its agreement with Carlson Capital regarding the composition of the Vitamin Shoppe board of directors*
- Wynn Resorts in its response to the attempted director nomination proxy contest and subsequent

"withhold-the-vote" campaign by Elaine Wynn*
- Wynn Resorts in its agreement with Elaine Wynn regarding the composition of the Wynn Resorts board of directors*
- YRC Worldwide in its response to shareholder activism by Barna Capital Group*
- Zoom in its response to shareholder activism by Spruce Point Capital Management

Activist engagements and other shareholder representations

- 2717 Partners in its investment in Logility Supply Chain Solutions*
- Altai Capital Management in connection with its investment in ContextLogic, including the composition of the ContextLogic board of directors and the appointment of Altai's president and chief investment officer as chairperson and CEO of ContextLogic*
- Caledonia (Private) Investments in its investment in Genius Sports Limited, including the appointment of an independent observer to the Genius Sports board of directors*
- Carl Icahn in various investments*
- Clearfield Capital Management in various investments*
- Corvex Management in connection with its investment in Anaplan*
- D. E. Shaw in connection with its:
    - Agreement with FedEx Corporation regarding the composition of the FedEx board of directors*
    - Agreement with FleetCor Technologies regarding the composition of the FleetCor board of directors*
    - Investment in Verisk Analytics*
- Elliott Management in various investments*
- Farallon Capital Management in connection with its successful proxy contest at Exelixis*
- Gates Capital Management in various investments*
- Glazer Capital in its opposition to the acquisition of Squarespace by Permira*
- JANA Partners in connection with its:
    - Agreements with Mercury Systems regarding the composition of the Mercury Systems board of directors*
    - Investment in Freshpet, including with respect to the composition of the Freshpet board of directors*
    - Investment in New Relic*
- Land & Buildings in connection with its agreement with Sun Communities regarding the composition of the Sun Communities board of directors*
- Land & Buildings in connection with its investment in Six Flags Entertainment Corporation, including with respect to the composition of the Six Flags board of directors*
- Owl Creek in connection with its investment in Anterix, including with respect to the composition of the Anterix board of directors*
- Politan Capital Management in connection with its agreement with Centene Corporation regarding the composition of the Centene board of directors*
- Sachem Head Capital Management and Clearfield Capital Management in connection with their agreement with Bottomline Technologies regarding the composition of the Bottomline Technologies board of directors*
- Starboard Value in connection with its:
    - Investment in Match Group*
    - Investment in Ritchie Bros. Auctioneers, including with respect to the composition of Ritchie Bros. board of directors*
    - Investment in Salesforce*
- The WindAcre Partnership in connection with its investment in Nielsen Holdings*
- TOMS Capital Investment Management in connection with its:
    - Investment in Colgate-Palmolive Company*
    - Investment in Denbury*
    - Investment in Kellanova*

    - Investment in Kenvue*
    - Investment in WillScot Holdings Corporation, including with respect to the composition of the WillScot board of directors*
- Trend International in connection with its investment in TriMas and Shawn Sedaghat in his appointment to the TriMas board of directors*
- Trian Partners in its campaign for change at The Walt Disney Company, including multiple proxy contests at Disney*
- Trian Partners in connection with its investment in Solventum Corporation*
- Voce Capital Management in connection with its investment in Argo Group International Holdings*
- White Hat Capital Partners in various investments*
- Whetstone Capital Advisors in connection with its investment in OptimizeRx Corporation, including with respect to the composition of the OptimizeRx board of directors*

M&A transactions

- Bain Capital Europe in its acquisition of MSX International*
- Bristol-Myers Squibb in its $90 billion acquisition of Celgene*
- Confluent in connection with its acquisition by IBM
- Conyers Park Acquisition Corp. in its $900 million combination with Atkins Nutritionals to form The Simply Good Foods Company*
- Harrison Street Real Estate Capital in connection with its acquisition of Campus Crest Communities*
- Hollander Sleep Products, a portfolio company of Sentinel Capital Partners, in its acquisition of Pacific Coast Feather Company*
- Owners of the Atlanta Hawks in an auctioned sale of the NBA team and the operating rights to Philips Arena*
- Sentinel Capital Partners in its acquisition of MB2 Dental Solutions*
- A special committee of the board of directors of Taubman Centers in Taubman's $9.8 billion merger and joint venture with Simon Property Group*
- The WindAcre Partnership in connection with its acquisition of Nielsen Holdings and participation in a private equity consortium led by Evergreen Coast Capital, an affiliate of Elliott Investment Management, and Brookfield Business Partners*
- Vitamin Shoppe in connection with its acquisition by Liberty Tax*

* Representation handled before joining Cooley.

Speaking engagements

- Panelist, "Spinning Plates: Navigating a More Targeted Form of Shareholder Activism While Planning for a Renewed M&A Cycle," Governance Intelligence's Corporate Governance Forum (2026)
- Panelist, "Shareholder Activism: 2026 Year in Review and What GCs Should Know for 2027," The L Suite (2026)
- Moderator, "Shareholder Democracy Evolution: Big Picture Impacts for Public Companies," Berkeley Fall Forum on Corporate Governance (2026)
- Podcast Guest, "Cooley's Brownridge on AI Activism," Activist Investing Today (2026)
- Panelist, "Activism and Board Leadership," NomGov Chairs (2026)
- Panelist, "Shareholder Activism: Get Your Playbook Ready," NACD Minnesota (2026)
- Panelist, "Boards Under Pressure: Navigating Activism and Market Volatility," The L Suite (2026)
- Panelist, "Key M&A Trends and Legal Developments," Legal Insights (2026)
- Panelist, "How Companies Should Plan for Engagement with Activist Investors," CommPRO (2025)
- Panelist, "Activism and Market Dynamics 2025 and Beyond," Cooley Market Talks (2025)
- Moderator, "The Activism Litigation Landscape," Schulte's 14th Annual Shareholder Activism Conference (2024)
- Moderator, "Advance Notice Bylaws Gone Too Far: The Masimo Case," Schulte's 13th Annual

Shareholder Activism Conference (2023)

- Panelist, “A Deep Dive into M&A and PE,” Harvard Business Law Review (2022)
- Guest Lecturer, “Shareholder Activism Negotiation,” New York University School of Law (2022)
- Panelist, “Delaware Clerkships,” University of Pennsylvania Law School (2019)

Education

University of Pennsylvania Law School JD, Oscar Bregman Prize for Excellence in the Field of Business Law, Distinguished Pro Bono Service Award

The Wharton School of the University of Pennsylvania Certificate of Management

University of Michigan BGS, with high distinction, Michigan Scholars Award, James B. Angell Scholar, Lloyd Hall Scholar, University Honors

Admissions & Credentials

New York

Rankings & Accolades

The Legal 500 US: Next Generation Partner – Shareholder Activism – Advice to Boards

The Legal 500 US: Next Generation Partner – Shareholder Activism – Advice to Shareholders

The Deal: Rising Star