
***Kahn* v. *M&F Worldwide Corp.*: Delaware Supreme Court Sets Criteria for Applying Business Judgment Rule to Controlling Stockholder Going-Private Transactions**

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On March 14, 2014, in *Kahn v. M&F Worldwide Corp.*, the Delaware Supreme Court held that the deferential business judgment standard of review should apply to a going-private merger between a controlling stockholder and its corporate subsidiary where the transaction is conditioned upon approval from both an independent special committee and an informed, uncoerced vote of a majority of the minority stockholders. *Kahn* presented a question of first impression for the Delaware Supreme Court and gave the court an opportunity to articulate clear guidelines for how a controlling stockholder that takes a company private can avoid a rigorous entire fairness review.

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