

## Proposed Amendments to the Delaware General Corporation Law

Date: 04/19/18

The Corporate Council of the Corporation Law Section of the Delaware State Bar Association (the “Corporate Council”) has released proposed legislation to amend certain provisions of the Delaware General Corporation Law (“DGCL”) which if enacted would, among other things, (i) amend Section 262 to reduce the number of transactions that would be subject to appraisal claims by extending the “market out exception” to the availability of statutory appraisal rights in exchange offers followed by a merger under Section 251(h), (ii) amend Section 204 to clarify the situations in which that Section may be used to ratify defective corporate acts and (iii) amend Section 114 to allow nonstock corporations to take advantage of Sections 204 and 205. These amendments are the latest round of clean-up precipitated by the rules enacted in 2013 which created Section 251(h) intermediate mergers and procedures for rectifying defective corporate acts.

Attached below is the firm memorandum discussing the proposed legislation.

Should you have any questions about the memorandum, please feel free to contact the persons identified at the end of the memo or your regular Cahill contacts. Cahill regularly publishes memoranda covering a variety of legal developments. To access copies and search our archive, [click here](#).

### Attorneys

- Helene R. Banks
- Bradley J. Bondi
- Charles A. Gilman
- Geoffrey E. Liebmann
- Joseph F. Rosati

CAHILL GORDON & REINDEL LLP