



Contact

Sarah S. Gold

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Sarah S. Gold is a partner in the Litigation Department.

Sarah represents clients, including Fortune 500 companies, underwriters, boards of directors, and executive officers, in a full range of securities matters. These include the defense of class action and derivative lawsuits, and internal investigations, SEC and other regulatory, and federal criminal investigations and litigations. Sarah also counsels companies on regulatory issues, fiduciary duties, and codes of conduct and handles a wide variety of other civil and criminal matters, including various commercial litigations for large public companies.

Sarah served as an Assistant U.S. Attorney in the Criminal Division of the U.S. Attorney's Office for the Southern District of New York, including in the securities frauds unit, for six years prior to entering private practice.

Sarah authors a column on securities law for the *New York Law Journal* and has written extensively on securities law issues. She also has served on several not-for-profit boards, including the Board of the National Center for Victims of Crime, a resource and advocacy organization responsible for many national legislative initiatives involving crime victims, and on the Board of the Thomas Moran Trust, a not-for-profit corporation responsible for the historic preservation and development of the home of Thomas Moran, the nineteenth century American artist, in East Hampton New York.

Recent Publications

“Second Circuit Addresses Standards for Officer and Director Bar Orders,” *New York Law Journal*, June 12, 2013

“The Hazards of SOX Whistleblower Claims,” *New York Law Journal*, April 10, 2013

“Market Manipulation: A Stock Opera,” *New York Law Journal*, February 13, 2013

“Executive Risks—A Boardroom Guide,” U.S. Securities Law Chapter, 2012/2013

“Does Federal Government Rescue Create Fiduciary Duties?,” *New York Law Journal*, December 12, 2012

“Second Circuit Addresses Rare Exceptions to §16(b) Liability,” *New York Law Journal*, August 8, 2012

“Delaware Enforces Confidentiality Agreements to Enjoin Hostile Bid,” *New York Law Journal*, June 13, 2012

“Efficient Market Analysis for Fraud-on-the-Market Presumption,” *New York Law Journal*, April 11, 2012

“Does SOX Whistleblower Protection Have Extraterritorial Application?,” *New York Law Journal*, February 8, 2012

“Judicial Pragmatist’s Approach to SLUSA Preclusion,” *New York Law Journal*, December 15, 2011

“Constitutional Scrutiny of the SEC’s Forum Selection,” *New York Law Journal*, August 10, 2011

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Matters

Recent representations include:

- Sun Capital Healthcare Inc. and Promise Healthcare Inc. in SEC and related litigation in the Middle District of Florida
- Ascena Retail Group, Inc. in multijurisdictional shareholder litigations arising out of various acquisitions including Tween Brands Inc. and Charming Shoppes
- Funds managed by Ares Capital Corporation in multijurisdictional shareholder litigations arising out of various acquisitions, including Allied Capital Corporation, Global Defense Technology & Systems, Inc., and 99 Cents Only Stores
- Special Committee of Student Loan Corporation, a subsidiary of Citibank/Citigroup, in shareholder litigation arising out of its acquisition by Discover Financial Services and its asset sales to Sallie Mae Corporation and to Citi.
- TakeTwo Interactive in a shareholder litigation in Delaware Chancery Court involving an unsolicited acquisition offer by Electronic Arts, rejected by the Board of TakeTwo
- TakeTwo in an SEC options investigation/litigation in the Southern District of New York and a related New York County District Attorney investigation

Practices

Litigation

Education

Rutgers University School of Law, Newark, J.D., 1974

With Honors

Notes and Comments Editor, *Rutgers Law Review*

Boston College, B.A., 1969

Admissions & Qualifications

New York

Florida

Clerkships

U.S. District Court, New York, Southern District - Hon. Charles E. Stewart

Court Admissions

U.S. District Court, New York, Southern District

U.S. Supreme Court

U.S. Court of Appeals, Second Circuit

U.S. District Court, New York, Eastern District

Awards & Recognition

New York Super Lawyers 2006-2019

The Legal 500 United States: Securities: Shareholder Litigation 2013-2015

"Top 50 Women," New York Metro Super Lawyers, 2019

Government Service

Assistant U.S. Attorney, Criminal Division, Southern District of New York