

Partner Profiles



Robert J. Giuffra, Jr.

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Partner since 1998

Yale Law School, J.D. 1987

Princeton University, A.B. 1983

Robert Giuffra is a go-to figure for some of the largest commercial and securities cases in the country. "He is simply exceptional," comments one source: "He is as good a lawyer and legal thinker as I've seen and is fantastic on his feet." He works with high-profile clients such as Porsche, UBS and Cablevision.

Chambers USA, 2015

Robert Giuffra comes unanimously recommended by clients and peers for his all-around acumen in banking, general commercial, white-collar, insurance, and securities litigation. "I have found Bob Giuffra to be one of the smartest lawyers I have ever worked with. He is brilliant in court, never getting flustered and always debating brilliantly," a client attests.

Benchmark Litigation 2015

Robert Giuffra is a partner in Sullivan & Cromwell's Litigation Group. He joined the Firm in 1989, after serving as a law clerk to Chief Justice William Rehnquist of the U.S. Supreme Court and to Judge Ralph Winter of the U.S. Court of Appeals for the Second Circuit. He focuses on "bet-the-company," securities, white-collar criminal, commercial, insurance, banking and tax litigation. He is a member of Sullivan & Cromwell's Management Committee, with overall responsibility for the Firm's Litigation practice, and is the head of the Securities Litigation practice.

Mr. Giuffra is recognized as one of the leading litigators in the United States. In January 2014, he was named "Litigator of the Year" by *The American Lawyer*, and in 2015 he was named a "Winning Litigator" and "Litigation Trailblazer" by *The National Law Journal*. Since June 2011, he has been selected four times as *The American Lawyer's* "Litigator of the Week." In 2012, *The International Who's Who Legal* listed him as one of its ten "Most Highly Regarded" litigators globally. In 2011, *The Financial Times* profiled him as one of its ten leading U.S. legal innovators. He is a four-time *Law360* MVP (2011, 2013, 2015, 2016). He is the only litigator ranked in Band 1 in *Chambers USA* for both Commercial Litigation (NY) and Securities (National, NY). He is also listed as a National Star in Euromoney's *Benchmark: America's Leading Litigation Firms and Attorneys* and was named a "Top 100 Trial Lawyer" in *Benchmark Litigation's* most recent rankings.

For over twenty years Mr. Giuffra has represented prominent corporations and individuals in their most challenging civil and criminal cases, including at jury and bench trials, and on appeal in federal and state courts around the United States, before arbitration panels, and in investigations involving the SEC, the Department of Justice, U.S. and non-U.S. bank regulators, the U.S. Congress, the Internal Revenue Service, and the New York State Attorney General. He regularly advises senior executives and boards of directors in internal governance matters.

Mr. Giuffra is currently National Coordinating Counsel for Volkswagen in connection with its recent diesel emissions issues. Mr. Giuffra has participated in litigations and government investigations arising out of the financial crisis, the bankruptcy of Enron, the accounting fraud at HealthSouth Corporation, and specialist trading on the New York Stock Exchange. He has represented many of the world's leading financial institutions, including Bank of America, The Bank of New York, Citigroup, Goldman Sachs, ING, Morgan Stanley, Natixis, Société Générale and UBS. His corporate clients have included Biovail, CA, Cablevision, DISH Network, Exxon, Kinross, Kohl's, McKesson, Philips Electronics, Porsche, Tenaris, Tudor Investment Corporation, UnitedHealth Group, Valeant, Volkswagen, and Vornado Realty Trust. Other clients have included Société Nautique de Genève, the two-time defender of the America's Cup sailing trophy, the New York Giants and Jets NFL teams, and a major university. His individual clients have included CEOs, lawyers and senior government officials. Many of his most important matters are resolved without public attention.

Mr. Giuffra has served in all three branches of the U.S. Government. In addition to his federal judicial clerkships, Mr. Giuffra was the Chief Counsel of the U.S. Senate Committee on Banking, Housing and Urban Affairs from 1995 to 1996. He was a primary drafter of the Private Securities Litigation Reform Act of 1995. He also served in the White House.

Partner Profiles

continued: Robert J. Giuffra, Jr.

"Thorough, very smart and extremely talented" Robert Giuffra enjoys a first-class reputation for his civil litigation capabilities. His recent work includes a widely recognized victory for UBS in connection with MBS losses. Clients refer to him as "astoundingly good" and further comment: "He's very good at helping us come up with strategies, very responsive and a pleasure to work with..."

Chambers USA, 2014

A wunderkind of the New York securities defense bar, Sullivan & Cromwell's Robert Giuffra Jr. relishes a good fight. The Sullivan & Cromwell partner's clients, meanwhile, are relishing the billions in potential liabilities that Giuffra helped to erase over the past two-and-a-half years. Giuffra's title bouts include defeating a sprawling securities class action against UBS AG and wiping out U.S. litigation claiming that Porsche AG misled hedge funds about its aborted bid to buy Volkswagen AG. In those cases and others, Giuffra's fighting spirit paid off.

The American Lawyer, Litigator of the Year 2014

"Bob Giuffra is the best option for 'bet the company' litigation."

"Best Law Firms"

US News & World Report – Best Lawyers, 2013

"Brilliant advocate' Robert Giuffra is highly valued for his 'deep and vast experience.' He is considered 'one of the preeminent lawyers' in the civil and regulatory space, and handles securities and commercial litigation with equal aplomb. He has '... excellent judgment, thinks through all the issues at an early stage and is very focused in his approach.' "

Chambers USA, 2013

"Bob Giuffra and his team provide extraordinary service. Bob's expertise, professionalism, and focus on client matters are second to none."

The Best Lawyers in America, 2012

"Exceptional lawyer' Robert Giuffra coordinates the practice and is highlighted as a 'tireless worker, brilliant writer, creative thinker and a great tactician.' "

US Legal 500, 2012

He has been appointed by Governors of both political parties to serve in New York State Government. From 2007 to 2009, he was one of 13 members of the New York State Commission on Public Integrity. From 1998 to 2007, he served as one of the five Commissioners of the New York State Ethics Commission. While at S&C, he also was a Special Assistant District Attorney, County of New York.

Mr. Giuffra has been a leader of the Bar. From 2008 to 2010, he was President of The Federal Bar Council. He serves on the Advisory Group of the New York State-Federal Judicial Council, the New York State Commercial Division Advisory Council, the Magistrate Judge Selection Panel for the United States District Court for the Southern District of New York, the New York County Commercial Division Advisory Committee, the New York Commission on Attorney Discipline, New York's Permanent Commission on Access to Justice, and the Board of Editors of *The New York Law Journal*. He served on Chief Judge Lippman's Task Force on Commercial Litigation in the 21st Century and the Second Circuit Judicial Conference Planning and Program Committee. He also is a member of the Board of Advisors of the Yale Law School Center for the Study of Corporate Law, a Director of the Alliance for Downtown New York and Downtown Lower Manhattan Association, a Trustee of the Citizens Budget Commission, and Chairman of the American Swiss Foundation.

He frequently speaks on securities class actions, government and internal investigations, and corporate governance, including at Yale Law School, Harvard Law School, Harvard Business School, Stanford Law School, the Wharton School and the University of Chicago Law School. He has testified before the U.S. Senate Judiciary Committee and participated in many hearings of the U.S. Senate Banking Committee.

Selected Cases: Corporate Clients

- In October 2012, *The Am Law Litigation Daily* recognized Mr. Giuffra as its "Litigator of the Week" for obtaining the dismissal with prejudice of the putative securities class action brought against UBS and members of its supervisory board and senior management after UBS's market capitalization declined by nearly \$115 billion, following disclosures of UBS's subprime and auction rate securities losses and its DOJ and SEC settlements relating to U.S. cross-border tax issues. Previously, Mr. Giuffra obtained the dismissal of all claims brought by all UBS shareholders who purchased shares on foreign exchanges, which eliminated more than 85% of the theoretical damages. In May 2014, the United States Court of Appeals for the Second Circuit affirmed these decisions. Mr. Giuffra also obtained the dismissal of a putative ERISA class action against UBS involving UBS's subprime losses and cross-border tax issues.
- Represented Porsche in obtaining the 2010 dismissal of federal securities claims seeking more than \$3 billion arising out of Porsche's takeover bid for Volkswagen. In August 2014, the United States Court of Appeals for the Second Circuit affirmed this decision. In January 2013, *The Am Law Litigation Daily* named Mr. Giuffra as its "Litigator of the Week," and *The American Lawyer* recognized him as its monthly "Litigator in the Spotlight" for obtaining the dismissal, on appeal, of parallel claims brought in New York State Court. The American Lawyer also honored S&C's work for Porsche as "Global Dispute of the Year: U.S. Litigation" in its Global Legal Awards (2013) and *Benchmark Litigation* awarded S&C the "Impact Case of the Year" (2016) for the decision.
- Lead counsel to global financial institutions in separate fraudulent conveyance and Article 78 actions in New York State court against MBIA Inc. and its subsidiaries challenging their 2009 multi-billion dollar restructuring. In June 2011, *The Am Law Litigation Daily* recognized Mr. Giuffra as its "Litigator of the Week" for winning the appeal in the New York State Court of Appeals sustaining the fraudulent conveyance action.
- Defended Enbridge in achieving a unanimous jury verdict after a five-week trial in 2014 in state court, in Dallas Texas. The jury rejected entirely Energy Transfer Partners' claim, seeking more than \$1 billion in damages, that Enbridge had tortiously interfered with a pipeline project.

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continued: Robert J. Giuffra, Jr.

Sullivan & Cromwell's Robert Giuffra Jr. knew to expect lots of questions when he prepared for May oral arguments before the New York Court of Appeals in the monster litigation over MBIA's \$5 billion restructuring....[and Giuffra] was ready with answers....The judges—at least the majority—liked what they heard [and] voted 5-2 to reinstate the [bank policyholders'] fraudulent conveyance suit.

"Litigator of the Week" (The Am Law Litigation Daily, June 2011)

"The bank coalition suing MBIA is led by Robert Giuffra, Jr. of Sullivan & Cromwell, who's done a great job so far of keeping MBIA on the defensive."

"MBIA and the banks: Things are about to get very interesting" (Thomson Reuters News & Insight, August 2011)

"Bob Giuffra is a brilliant attorney and creative legal strategist who never hesitates to roll up his sleeves and devote himself personally to his clients' needs."

The Best Lawyers in America, 2011

"[Robert] Giuffra is 'one of the country's leading litigators' and acts for corporations and individuals at trial and on appeal in federal and state civil and criminal litigation, before arbitration panels and in investigations and proceedings."

US Legal 500, 2010

Robert Giuffra has been at the forefront of securities litigation arising from the financial crisis. He played a pivotal role bringing together a coalition of 11 financial institutions...to challenge the multi-billion-dollar restructuring plan of MBIA Insurance [and] advised on two of the largest cases to apply the [Morrison] decision, acting for Porsche, the carmaker, and UBS, the Swiss bank...His clients describe him as intelligent, creative and a "master chess player" in the court.

"US Innovative Lawyers 2011"
(Financial Times, November 2011)

Selected Cases: Corporate Clients, continued

- Represented DISH and EchoStar, in obtaining the dismissal, after a multi-week trial in 2014, of tortious interference claims seeking billions of dollars in damages in an adversary proceeding commenced in connection with LightSquared's Chapter 11 cases.
- Represented Goldman Sachs in successfully arguing to the U.S. Court of Appeals for the Second Circuit that the bank's arbitration clause for managing directors should be enforced in a closely watched putative Title VII class action.
- Represented The New York State Bankers Association in persuading the U.S. District Court for the Southern District New York to strike down New York City's Responsible Banking Act, which sought to impose a municipal bank regulatory regime, as preempted by Federal and New York State Banking laws.
- Counsel to the Audit Committee of Tenaris, a leading global manufacturer of steel pipe, in an internal investigation of Foreign Corrupt Practices Act issues. Then, represented Tenaris in resolving Department of Justice and SEC investigations, including in obtaining the first-ever deferred prosecution agreement in an SEC investigation.
- Represented UBS, the lead investment banker for HealthSouth, in lengthy government investigations and federal and state civil litigations. The government investigations resulted in no action against UBS. After obtaining the dismissal of certain claims, UBS settled the civil litigation for a fraction of the claimed damages.
- Counsel to the Audit Committee of the Board of Directors of Computer Associates in an internal investigation of accounting fraud and obstruction of justice by senior executives. Then, represented Computer Associates in resolving Department of Justice and SEC investigations, including negotiating a deferred prosecution agreement.
- Defended UnitedHealth in obtaining, and defending on appeal, dismissal of action on behalf of hedge funds seeking to accelerate \$850 million of UnitedHealth's notes.
- Represented Cablevision in successfully obtaining the dismissal of a putative securities class action claiming that Cablevision's stalemate over retransmission fees with News Corp. caused a stock drop of nearly 50 percent.
- Counsel to UBS in multiple Enron litigations, including in obtaining the dismissal of securities claims seeking ¥18.5 billion in alleged damages for an investment in Enron credit-linked notes, and the dismissal of NASD arbitrations brought by UBS customers involving Enron securities.
- Represented UBS in obtaining a dismissal with prejudice of all claims brought by Ace Decade, which had sought damages of more than \$500 million in connection with an investment in shares of a Chinese company.
- Secured the reversal of a NY trial court decision denying a motion by UBS to dismiss the CDO-related fraud claims brought Aozora Bank as time-barred. The claims were the last of several private CDO/RMBS-related lawsuits that S&C handled for UBS, resulting in five outright dismissals and two highly favorable settlements.
- Represented CA in successfully arguing to the Delaware Supreme Court that a proposed shareholder bylaw requiring the mandatory reimbursement of proxy solicitation expenses of short slate candidates was invalid. In ruling in the first case ever certified by the SEC to the Delaware Supreme Court, the Court set forth important guidance on the permissible scope of shareholder bylaw proposals.
- Counsel for Oxford Health Plans in obtaining the dismissal of an action by the State of Connecticut alleging ERISA violations by Oxford and seven other managed care organizations; in government investigations and related securities class action and derivative litigation arising out of the 1997 collapse of Oxford's stock price; in the successful arbitration of a claim seeking rescission of a multi-million dollar reinsurance contract; and in obtaining the dismissal of putative multi-state class actions by Oxford customers and medical providers challenging various Oxford business practices.
- Counsel to leading banking associations in obtaining favorable rulings from the U.S. Supreme Court barring "scheme" liability under Section 10(b) of the Securities Exchange Act (Stoneridge) and limiting the power of the states to regulate the operating subsidiaries of national banks (Watters).
- Counsel to The Clearing House Association in prominent litigation over the disclosure of confidential bank data concerning Federal Reserve Discount Window lending during the recent financial crisis.
- Following lengthy trial, obtained judgment for Philips Electronics in Lanham Act action brought by Gillette over advertising for electric razors.
- Represented The Bank of New York in litigation, which settled for a fraction of claimed damages, seeking over \$350 million for the alleged breach of a multi-million dollar merger agreement with Northeast Bancorp.

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continued: Robert J. Giuffra, Jr.

Sometimes it's hard for litigators to gauge the success of an internal investigation, since the traditional rules of advocacy don't apply. Not so for Sullivan & Cromwell in the 2004 investigation of Computer Associates International, Inc. ...Sullivan & Cromwell partner Robert Giuffra, Jr., launched an internal investigation that uncovered documents that hadn't been turned over to the government... Sullivan & Cromwell and Computer Associates's board saved the company.

"Sullivan's Big Save" (The American Lawyer, January 2006)

"Robert Giuffra draws praise for his 'diversified skill set'. A thoughtful, thorough lawyer."

"Robert Giuffra has 'a great facility for managing complex matters with multifaceted aspects,' commends one interviewee."

Chambers USA, 2010

Selected Cases: Individual Clients, continued

- Counsel to Lewis Ranieri, a pioneer in mortgage finance and former Vice Chairman of Salomon Brothers, in obtaining dismissal, affirmed on appeal, of putative securities class actions arising out of the failure of Franklin Bank.
- Represented Steven Roth, Chairman and CEO of Vornado Realty Trust, at trial and on appeal, in obtaining the dismissal of federal securities claims.
- Counsel to lawyer Armand D'Amato, brother of then U.S. Senator Alfonse D'Amato, in obtaining the dismissal by the U.S. Court of Appeals for the Second Circuit of all federal criminal charges against him.
- Represented David Duncan, former lead Arthur Andersen engagement partner for Enron. Following reversal of Arthur Andersen's conviction, the federal court granted a motion to vacate Mr. Duncan's guilty plea.
- Represented E. Robert Wallach, counsel to former U.S. Attorney General Edwin Meese (Wedtech investigation), in connection with the reversal by the U.S. Court of Appeals for the Second Circuit of his federal criminal conviction and, after a jury failed to reach a verdict at his retrial, the subsequent dismissal of all charges against him.
- Defended Albert Pirro, husband of then Westchester County, New York District Attorney Jeanine Pirro, in a federal criminal tax trial. Obtained pre-trial dismissal, affirmed on appeal, of a portion of the indictment.

Rankings and Recognitions

- Recipient, 2016 Simeon E. Baldwin Award for Achievement in Law and Business (Yale Law School Center for the Study of Corporate Law)
- *Benchmark Litigation* – "Top 100 Trial Lawyer" (2016-2017) and "Hall of Fame" Award (2016)
- *National Law Journal* – "Winning Litigator" and "Litigation Trailblazer" (2015)
- *The American Lawyer* – "Litigator of the Year" (2014)
- *Chambers USA: America's Leading Lawyers for Business* – leading litigator in Securities – National and New York (2004-2016), General Commercial (2007-2016), and White-Collar Crime & Government Investigations (2004-2006)
- Euromoney's *Benchmark: America's Leading Litigation Firms and Attorneys* – Star for General Commercial Litigation (National) (2008-2016), Securities Litigation (National) (2011-2016), and a Local Litigation Star (New York) (2008-2016)
- *The American Lawyer* – Honoree, Global Legal Awards (2013), "Global Dispute of the Year: US Litigation"
- *The International Who's Who Legal* – Commercial Litigation (2010-2016); listed as one of the ten "Most Highly Regarded Individuals" globally for 2012
- *Financial Times US Innovative Lawyers* – one of 10 leading U.S. legal innovators (2011)
- *The Best Lawyers in America* and *The Best Lawyers in New York* – Commercial Litigation (General) and White-Collar Criminal Defense (2005-2017), Bet-the-Company Litigation and Banking and Finance Litigation (2011-2017), Securities Litigation (2012-2017), and Banking and Finance Law (2014-2017)
- *Law360 MVP* – Securities Litigation (2011, 2013), Banking (2015) and Product Liability (2016)
- *Directorship* magazine – one of the 100 "most influential people on corporate governance and in the boardroom" (2008, 2009)
- *The Legal 500 United States* – one of ten "Leading Lawyers" nationwide in Securities: Shareholder Litigation (2010-2015); Recommended Lawyer for Commercial Litigation (2015), Financial Services: Litigation (2014), Securities: Shareholder Litigation (2007-2009), SEC Investigation and Enforcement (2007) and Corporate Governance and SEC Investigations (2006-2007, 2010)
- *New York Super Lawyers* – Securities Litigation (2006-2015), and selected as one of "The Top 100 New York Super Lawyers" (2006)
- *Lawdragon* – one of "100 Lawyers You Need to Know in Securities Litigation" (2008), "500 Leading Lawyers in America" (2007-2015), and "500 Leading Litigators in America" (2006), and a *Lawdragon 500* "Legend" (2016)
- *International Tax Review's Tax Disputes/Controversy Leaders Guide* – recognized as a leading lawyer in tax disputes and controversy (2011, 2012)
- Practical Law Company, *PLC Which Lawyer* - Dispute Resolution USA: Securities Litigation (2012); Dispute Resolution: NY (2012)
- Recipient, 2008 Burton Award for Legal Achievement
- *Crain's New York Business* – one of "five top white-collar defense attorneys working in New York City today" (September 23, 2002)
- *Roll Call* – "key member of the Congressional Ethics Bar" (January 15, 2001)
- *Los Angeles Times* – one of six leading "Capital Counselors" who represent "some of the nation's best known clients" (July 30, 1998)
- *The National Law Journal* – named a "Winning Litigator" and "Litigation Trailblazer"