

CALEY PETRUCCI

University of San Diego, 5998 Alcala Park Way, San Diego, CA 92110
(619) 260-2345 | cpetrucci@sandiego.edu

ACADEMIC POSITIONS

- University of San Diego School of Law** | San Diego, CA August 2023-Present
Associate Professor of Law, 2025-Present
Assistant Professor of Law, 2023-2025
Co-Director, Center for Corporate and Securities Law, 2023-Present
Courses: Corporations; Mergers & Acquisitions; Contracts
- Harvard Law School** | Cambridge, MA July 2021-July 2023
Climenko Fellow and Lecturer on Law
Courses: M&A Innovation: Doctrine, Theory, & Practice; Legal Research and Writing

EDUCATION

- Harvard Law School** | J.D., *cum laude* May 2020
- *Harvard Law Review*, Articles Editor
 - *Harvard Business Law Review*, Editor
 - *Journal of Sports & Entertainment Law*, Editor
 - *Journal on Legislation*, Editor
 - Research Assistant to Guhan Subramanian
- Stanford University** | B.A., Psychology with Honors and Distinction June 2016
- Phi Beta Kappa Honor Society
 - Stanford University Award of Excellence
 - Robert B. Zajonc Award (Honors Thesis Excellence)
 - Minor in Creative Writing
 - Research Assistant to Geoffrey Cohen

RESEARCH AND TEACHING INTERESTS

Primary: Corporations; Mergers & Acquisitions; Contracts; Negotiation; Corporate Governance
Secondary: Securities Regulation; Corporate Finance

PUBLICATIONS

Corporate Goodwill, 67 B.C. L. REV. (forthcoming 2026)

The Contractual Limits of Control, 15 HARV. BUS. L. REV. 635 (2025)

Stakeholder Amnesia in M&A Deals (with Guhan Subramanian), 50 J. CORP. L. 87 (2024)

Equal Treatment Agreements: Theory, Evidence & Policy, 40 YALE J. REG. 620 (2023)

Pills in a World of Activism and ESG (with Guhan Subramanian), 1 U. CHI. BUS. L. REV. 417 (2022)
(invited symposium piece)

Deals in the Time of Pandemic (with Guhan Subramanian), 121 COLUM. L. REV. 1405 (2021)

- Cited by the Delaware Supreme Court in *AB Stable VIII LLC v. MAPS Hotels & Resorts One LLC*, 268 A.3d 198 (Del. 2021)

Controller Confusion: Realigning Controlling Stockholders and Controlled Boards, 133 HARV. L. REV. 1706 (2020) (note)

MFW Conditions Are in Place “Before Any Substantive Economic Negotiations” in Controlling Shareholder Transactions, *Flood v. Synutra International, Inc.*, 195 A.3d 754 (Del. 2018) (en banc), 132 HARV. L. REV. 2386 (2019) (comment)

SELECTED PRESENTATIONS

Corporate Goodwill and the New Greenwashing

- National Business Law Scholars Conference (June 2025) (selected)
- American Law and Economics Association Annual Meeting (May 2025) (selected)
- University of Michigan, Junior Scholars Conference (Apr. 2025) (selected)
- BYU Law School, Winter Deals Conference (Mar. 2025) (selected)
- University of Pennsylvania Penn Carey Law, Junior Faculty Business & Financial Law Workshop (Nov. 2024) (selected)

The Contractual Limits of Control

- National Business Law Scholars Conference (June 2024) (selected)
- BYU Law School, Winter Deals Conference (Mar. 2024) (selected)
- UCLA School of Law, Corporate and Securities Law Seminar (Feb. 2024) (invited)
- Vanderbilt Law School, Law and Business Workshop (Nov. 2023) (invited)
- American Law and Economics Association Annual Meeting (June 2023) (selected)

Stakeholder Amnesia in M&A Deals

- University of Pennsylvania Penn Carey Law, ILE Fall Roundtable (Nov. 2023) (invited)
- University of Wisconsin Law School, Corporate Law at a Crossroads Roundtable (Oct. 2023) (invited)
- Harvard Law School, Law and Economics Workshop (Apr. 2023) (invited)
- American Law and Economics Association Annual Meeting (June 2024) (selected)

Equal Treatment Agreements: Theory, Evidence & Policy

- BYU Law School, Winter Deals Conference (Mar. 2023) (selected)
- Columbia Law School, Law and Economics Seminar (Feb. 2023) (invited)
- American Law and Economics Association Annual Meeting (Aug. 2022) (selected)
- National Business Law Scholars Conference (June 2022) (selected)
- Harvard Law School, Law and Economics Workshop (Nov. 2021) (invited)

Pills in a World of Activism and ESG

- Harvard Business School, JD / MBA Seminar (with Guhan Subramanian) (Apr. 2022)
- University of Chicago, Business Law Review Symposium (Mar. 2022) (invited)
- Harvard Law School, Corporate Faculty Talk (with Guhan Subramanian) (Feb. 2022)

Deals in the Time of Pandemic

- New York Bar Association M&A Committee (with Guhan Subramanian) (May 2021) (invited)

PRACTICE EXPERIENCE

Wachtell, Lipton, Rosen & Katz New York, NY <i>Associate</i>	2020-2021
Wachtell, Lipton, Rosen & Katz New York, NY <i>Summer Associate</i>	Summer 2019
Perkins Coie LLP Seattle, WA <i>Summer Associate</i>	Summer 2019 Summer 2018
Microsoft Redmond, WA <i>Summer Associate (Extern)</i>	July 2018

CONSULTING AND OTHER EXPERIENCE

Subramanian Advisory Services, LLC | Cambridge, MA
Research Consultant

2020-2022 (part-time)

SELECTED OTHER WRITINGS

The Limits of the SEC's Enforcement Powers in Securities and Exchange Commission v. Jarkesy, USD LAW SUPREME COURT FACULTY REVIEW (July 29, 2024)

Dual-Class Companies: Equal (and Unequal) Treatment Agreements, COLUM. L. SCH. BLUE SKY BLOG (June 25, 2024)

Poison Pills in a World of Activism and ESG (with Guhan Subramanian), COLUM. L. SCH. BLUE SKY BLOG (May 23, 2022)

Deals in the Time of Pandemic (with Guhan Subramanian), HARV. L. SCH. F. ON CORP. GOVERNANCE (Mar. 31, 2021)

OTHER AFFILIATIONS AND ASSOCIATIONS

American Law and Economics Association (Member)

Program on Negotiation (Visiting Fellow, Fall 2022-Spring 2023)

BAR MEMBERSHIPS

New York State Bar