



## Sean Baldwin

Partner  
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Sean Baldwin is an accomplished trial lawyer with particular expertise trying cases in New York courts, the Delaware Court of Chancery, and commercial [arbitrations](#).

Sean has litigated and arbitrated matters involving complex financial products, [securities](#), insurance, [antitrust](#), and trademark licensing disputes. His clients include Fortune 500 life insurance companies, monoline insurers, hedge funds, investment companies, and casino developers and operators.

Sean has been recognized for his groundbreaking success in securities litigation and recoveries. He was recognized by *The American Lawyer* as a “Litigator of The Week” in 2018. In 2019, he was named a “Trailblazer in Plaintiff Litigation” by *The National Law Journal*, and a “Leading Lawyer in Plaintiff Securities Litigation” by *The Legal 500*.

### Representative Matters

- *Fortis Advisors v. J&J*: Represented the former shareholders of Auris Health, a revolutionary robotic surgery startup, in an earnout dispute with its acquiror, Johnson & Johnson. The former shareholders alleged that Johnson & Johnson breached the merger agreement and defrauded the shareholders, resulting in its failure to achieve certain earnout milestones. After four years of litigation—including approximately 70 depositions, nine experts, and a 10-day trial—the Delaware Court of Chancery ruled on September 4, 2024, that Johnson & Johnson owed the former shareholders more than \$1.1 billion in damages. The significant 145-page decision found the former shareholders entitled to the largest earnout-related damages award in Delaware history.
- *Cerberus Capital Management, L.P.*: Represented private equity firm Cerberus Capital Management as plaintiff in a breach of contract action against the Canadian Imperial Bank of Commerce, one of Canada’s largest banks. In 2018, the First Department agreed with Cerberus’ interpretation of the agreements and held that CIBC’s contrary interpretation was “unmoored” from the contracts. After a damages hearing and related decision that rejected nearly all of CIBC’s damages arguments, the New York Supreme Court – on February 6, 2023 – entered judgment for Cerberus for \$855 million.
- *MASTR Adjustable-Rate Mortgages Trust 2006-OA2 et al v. UBS*: In a one-month trial in the Southern District of New York, successfully represented plaintiff trustee in breach-of-warranty suit regarding three residential mortgage-backed securities (RMBS) trusts. See “UBS Handed Setback in \$2 Billion Mortgage Buy-Back Lawsuit,” Bloomberg, 9/6/2016.
- *Vertin v. Quadrant*: In a one-week trial in Delaware Court of Chancery, successfully represented defendants against allegations of breach of fiduciary duty, breach of contract, and fraudulent transfer. See Am Law Litigation Daily, 10/21/2015 (“‘Bet the company’ litigation is a phrase we legal journalists like to use, but it’s not often literally true. The stakes were actually that high, though, in a suit against Athilon Capital Corp. and its board of directors in Delaware Court of Chancery.”); “Del. High Court Affirms Athilon Win In Note Buyback Suit,” Law360, 11/1/2016.

- *U.S. Bank, N.A, et al. v. GreenPoint Mortgage Funding*: In New York Supreme Court, Commercial Division, represented plaintiff in obtaining a \$540 million settlement in breach of warranty suit over defective loans in an RMBS trust.
- *Margaritaville v. Bossier Casino*: In a ten-day arbitration before three retired Delaware judges, represented casino developer and operator in defeating a claim for \$200 million in trademark license fees and obtaining a ruling that the client could use the trademark without further payments during the license term.
- *CIFG Assurance v. Goldman Sachs*: In a ten-day arbitration before FINRA, represented plaintiff insurance company in obtaining a ruling that defendant Goldman Sachs committed fraud in connection with a collateralized debt obligation and awarding substantial damages.
- *Markel CATCo v. D.E. Shaw*: Represented retrocessional reinsurer of catastrophe events in a \$300 million suit in the Delaware Court of Chancery against an insurance-linked security investor who sought to unilaterally change the terms of its contract. The investor ultimately abandoned its effort to change the contract.

Sean earned law degrees, with honors, from the University of Canterbury and Oxford University. He is the co-editor of a securities law handbook for Law Business Research.

#### **Education**

##### **Oxford University, Lincoln College**

(B.C.L., 1991)

Honors

##### **University of Canterbury**

(L.L.B., 1989)

Honors

#### **Prior Associations**

##### **Quinn Emanuel Urquhart & Sullivan**

Partner, 2015-2018

Associate, 2011-2015

##### **Cravath, Swaine & Moore**

Associate, 1992-1998

##### **Russell McVeagh McKenzie Bartleet & Co.**

(New Zealand)

Associate, 1989; 1991-1992

#### **Admissions**

- State Bar of New York
- U.S. Court of Appeals for the Second Circuit
- U.S. District Court for the Southern District of New York