

CATHY HWANG  
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## ACADEMIC APPOINTMENTS

### University of Virginia School of Law

Barron F. Black Research Professor, 2021–present

Professor, 2020–present

Faculty Director, John W. Glynn Jr. Law & Business Program, 2022–2023

### University of Utah S.J. Quinney College of Law

Associate Professor, 2016–2020

### Stanford Law School

Fellow, Rock Center for Corporate Governance, 2014–2017

## VISITING APPOINTMENTS

### University of Florida Levin College of Law

Visiting Professor, beginning Fall 2023

### University of Pennsylvania Carey Law School

Visiting Professor, Spring 2023 (mini visit)

### University of California Berkeley School of Law

Visiting Professor, Spring 2019

## EDUCATION

### The University of Chicago Law School

Juris Doctor, 2010

Managing Editor, *The Chicago Journal of International Law*

### Pomona College

Bachelor of Arts, Economics, International Relations; minor in Asian Studies, 2007

## PUBLICATIONS

*Refracted Intent* (work in progress)

*The Curious Case of Corporate Relational Contracts* (with Jeremy McClane & Yaron Nili) (work in progress)

*The Lost Promise of Private Ordering*, 109 CORNELL L. REV. 1 (2024) (with Jeremy McClane & Yaron Nili)

***Nonparty Interests in Contract Law***, 171 UNIVERSITY OF PENNSYLVANIA LAW REVIEW 1095 (2023) (with Omri Ben-Shahar & David A. Hoffman)

***National Security Creep in Corporate Transactions***, 123 COLUMBIA LAW REVIEW 549 (2023) (with Kristen Eichensehr)

Voted one of 2023's Top 10 Corporate & Securities Law Articles (out of approx. 400 articles)

Selected for the 2022 Harvard/Yale/Stanford Junior Faculty Forum

Excerpted in Claire Hill, Brian Quinn & Steven Davidoff Solomon, *MERGERS & ACQUISITIONS: LAW, THEORY & PRACTICE*, 3d Ed. (West, 2023)

***Collaborative Intent***, 108 VIRGINIA LAW REVIEW 657 (2022)

Presented at the John Kidwell Memorial Lecture, University of Wisconsin Law School, 2021

***Contractual Depth***, 106 MINNESOTA LAW REVIEW 1267 (2022) (with Matthew Jennejohn)

***Cleaning Corporate Governance***, 170 UNIVERSITY OF PENNSYLVANIA LAW REVIEW 1 (2021) (with Jens Frankenreiter, Yaron Nili, & Eric Talley)

Voted one of 2022's Top 10 Corporate & Securities Law Articles (out of approx. 400 articles)

Featured on the Harvard Corporate Governance Blog, March 17, 2021

Featured on Business Law Prof Blog, March 4, 2021

***The Social Cost of Contract***, 121 COLUMBIA LAW REVIEW 979 (2021) (with David A. Hoffman)

Featured on Jotwell: The Journal of Things We Like (Lots), November 10, 2020

***Shadow Governance***, 108 CALIFORNIA LAW REVIEW 1097 (2020) (with Yaron Nili)

Voted one of 2020's Top 10 Corporate & Securities Law Articles (out of approx. 400 articles)

Reprinted in *SECURITIES LAW REVIEW 2021* as one of the best securities law articles of the year

Cited by the Delaware Chancery Court in *Texas Pacific Land Corp. v. Horizon Kinetics LLC*, \_\_\_ A.3d \_\_\_ (Del Ch. 2023)

Featured on the Harvard Corporate Governance Blog, December 2, 2019

***Shareholder-Driven Stakeholderism***, UNIVERSITY OF CHICAGO LAW REVIEW ONLINE 2020 (with Yaron Nili)

***Faux Contracts***, 105 VIRGINIA LAW REVIEW 1025 (2019)

***Deal Structure***, 113 NORTHWESTERN UNIVERSITY LAW REVIEW 279 (2018) (with Matthew Jennejohn)

Cited by the Delaware Chancery Court in *Pearl City Elevator v. Giseke*, C.A. No. 2020-0419-JRS, slip op. (March 23, 2021)

Excerpted in Jorge Contreras, *INTELLECTUAL PROPERTY LICENSING & TRANSACTIONS: THEORY & PRACTICE* (Cambridge University Press, 2022)

Featured on Business Law Prof Blog, May 17, 2018

Featured on the Harvard Corporate Governance Blog, December 18, 2017

***Deal Momentum***, 65 UCLA LAW REVIEW 376 (2018)

Voted one of 2018's Top 10 Corporate & Securities Law Articles (out of approx. 400 articles)

Excerpted in Jorge Contreras, *INTELLECTUAL PROPERTY LICENSING & TRANSACTIONS: THEORY & PRACTICE* (Cambridge University Press, 2022)

Selected for the 2017 Stanford/Harvard/Yale Junior Scholars Forum

Featured in Jotwell: Journal of Things We Like (Lots), March 21, 2018

***Unbundled Bargains***, 164 UNIVERSITY OF PENNSYLVANIA LAW REVIEW 1403 (2016)

Voted one of 2017's Top 10 Corporate & Securities Law Articles (out of 560+ articles)

Cited by the Supreme Court of Wisconsin in the dissent to *McNally v. Capital Cartage, Inc.*, 281 Wis.2d 249 (2019)

Cited in Jorge Contreras, *INTELLECTUAL PROPERTY LICENSING & TRANSACTIONS: THEORY & PRACTICE* (Cambridge University Press, 2022)

Featured on the Oxford Business Law Blog, June 7, 2016

Featured on the Columbia Blue Sky Blog, March 24, 2016

***The Value of Uncertainty***, 110 NORTHWESTERN UNIVERSITY LAW REVIEW 283 (2015) (with Benjamin P. Edwards) (reprinted from NW. U. L. REV. ONLINE)

Featured on the Oxford Business Law Blog, June 14, 2016

Featured on the Columbia Blue Sky Blog, June 13, 2016

***The New Corporate Migration: Tax Diversion Through Inversion***, 80 BROOKLYN LAW REVIEW 807 (2015)

Selected via anonymous review for GWU Law School's C-LEAF 2015 Junior Faculty Workshop

## WORKS IN PROGRESS

***The Contours of Renegotiation*** (with George Triantis)

***Declassifying Bylaws*** (with Jens Frankenreiter, Yaron Nili, & Eric Talley)

## INVITED WORK

***Go Fisch!: A Celebration of Jill Fisch's ESG Scholarship***, \_\_ U. PA. J. BUS. L. \_\_ (forthcoming 2024) (symposium)

***Musk & Twitter: A Case Study in M&A and Contractual Certainty***, RESEARCH HANDBOOK ON THE STRUCTURE OF PRIVATE EQUITY AND VENTURE CAPITAL (forthcoming 2024) (with Steven Davidoff Solomon)

***National Security Implications of Corporate Transactions***, OXFORD HANDBOOK OF CORPORATE GOVERNANCE (forthcoming 2024) (with Steven Davidoff Solomon)

***The Limits of Governance***, 46 SEATTLE LAW REVIEW 677 (2024) (Berle XIV symposium) (with Emily Winston)

***Comment on The Limits of Public Contract Law***, 85 LAW & CONTEMPORARY PROBLEMS 73 (2022)

***Value Creation by Transactional Associates***, 88 FORDHAM LAW REVIEW 1649 (2020) (symposium)

*New Research on Contractual Complexity*, 14 CAPITAL MARKETS LAW JOURNAL 293 (2019) (with Matthew Jennejohn) (peer reviewed)

## CASEBOOK

*Business Associations: A Modern Approach* (with Paolo Saguato) (Foundation Press 2023)

## AWARDS

**2023 Top 10 Corporate & Securities Law Articles:** Voted by corporate and securities law professors in the U.S. as one of the top 10 articles of the year (from approx. 400 articles)

**2023 University of Virginia Research Achievement Honoree:** Honored for outstanding research and scholarship

**2022 Top 10 Corporate & Securities Law Articles:** Voted by corporate and securities law professors in the U.S. as one of the top 10 articles of the year (from approx. 400 articles)

**2021 University of Virginia Research Achievement Honoree:** Honored for outstanding research and scholarship

**2020 Top 10 Corporate & Securities Law Articles:** Voted by corporate and securities law professors in the U.S. as one of the top 10 articles of the year (from approx. 400 articles)

**2020 University of Utah Early Career Teaching Award:** Awarded to four junior faculty members per year University-wide for demonstrated distinction in teaching and curricular innovation

**2018 Top 10 Corporate & Securities Law Articles:** Voted by corporate and securities law professors in the U.S. as one of the top 10 articles of the year (from approx. 400 articles)

**2018 College of Law Early Career Faculty Award:** For excellence in scholarship, teaching, and service by a junior member of the law faculty at the University of Utah

**2017 Top 10 Corporate & Securities Law Articles:** Voted by corporate and securities law professors in the U.S. as one of the top 10 articles of the year (from 560+ articles)

**2012 and 2013 Legal Aid Society Pro Bono Publico Award:** For pro bono representation of clients in non-profit incorporation and tax-exemption, New York City housing cases, and Violence Against Women Act adjustment of status cases

## SELECTED PRESENTATIONS

*Refracted Intent* (work in progress)

Cornell Law School Faculty Workshop, September 2023

*The Curious Case of Corporate Relational Contracts*

Conference on Empirical Legal Studies, October 2023

### ***The Limits of Governance***

Berle XIV Symposium, University of Southern California, February 2023

### ***The Lost Promise of Private Ordering***

Cardozo Law School Faculty Workshop, March 2023

Conference on Empirical Legal Studies in Asia, December 2022

Conference on Empirical Legal Studies, November 2022

Law & Society Annual Meeting, July 2022

NYU/Penn Empirical Conference Workshop, June 2022

### ***Nonparty Interests in Contract Law***

Washington University in St. Louis Faculty Workshop, April 2022

### ***National Security Creep in Corporate Transactions***

Swiss Institute of Comparative Law, October 2023

Winter Deals Conference, March 2023

University of Florida Law Faculty Workshop, November 2022

Drexel University School of Law Faculty Workshop, September 2022

Harvard/Yale/Stanford Junior Faculty Forum, June 2022

University of Pennsylvania Law School Faculty Workshop, February 2022

University of Iowa Law School Faculty Workshop, January 2022

University of Minnesota Law School Faculty Workshop, October 2021

### ***Cleaning Corporate Governance***

Columbia Law School Faculty Workshop, April 2021

Oxford University Law Faculty Workshop, March 2021

NYU Law & Economics Workshop, March 2021

### ***Collaborative Intent***

University of Texas School of Law Faculty Workshop, September 2022

Columbia Law School, Conference in Honor of Robert E. Scott, April 2022

University of North Carolina Law School Faculty Workshop, November 2021

Tel Aviv University Law Faculty Workshop, May 2021

University of Virginia Ideas in Progress Workshop, April 2021

University of Pennsylvania/Institute of Law & Economics Workshops, April 2021

Penn/NYU Empirical Contracts Conference, March 2021

University of Arizona Law Faculty Workshop, March 2021

Tulane Law School Corporate & Securities Roundtable, March 2021

University of Toronto Law & Economics Workshop, February 2021

Singapore Management University Law Faculty Workshop, February 2021

### ***The Social Cost of Contract***

London School of Economics, March 2021

University of Arizona Law School Faculty Workshop, March 2021

Singapore Management University, February 2020

Cardozo Law School, October 2020

K-COVID, October 2020

### ***Contractual Depth***

Winter Deals Conference, March 2020  
University of Chicago Law School Law & Economics Workshop, November 2019  
Arizona State University School of Law Faculty Workshop, November 2019  
Loyola Law School Chicago, Faculty Workshop, September 2019  
University of Colorado Law School, Junior Business Law Conference, July 2019

### ***Communication through Contracting***

UC Berkeley Law & Economics Workshop, February 2019  
Columbia Law School Law & Economics Workshop, January 2019

### ***Shadow Governance***

Conference on Empirical Legal Studies, November 2019  
University of Wisconsin Law School Conference on the Shareholder Franchise, September 2019  
U.S. Securities & Exchange Commission, July 2019  
UC Berkeley School of Law, Business Law Faculty Retreat, May 2019  
Goethe University (Frankfurt), Women in Finance Conference, March 2019  
UC Davis School of Law, Faculty Workshop, March 2019  
UC Hastings Law, Business & Economics Workshop, March 2019  
Winter Deals Conference, March 2019  
Association of American Law School Annual Meeting, January 2019

### ***Faux Contracts***

UC Irvine School of Law, Faculty Workshop, November 2018  
George Washington University Law School, Faculty Workshop, October 2018  
Emory Law School, Faculty Workshop, September 2018  
National Taiwan University, September 2018  
University of Colorado Law School, Junior Business Law Conference, July 2018  
Society for Institutional and Organizational Economics Annual Meeting, June 2018  
Law & Society Association Annual Meeting, June 2018  
University of San Diego Law School Faculty Workshop, April 2018  
Rocky Mountain Junior Scholars Forum, November 2017

### ***Deal Structure***

Winter Deals Conference, March 2018  
Association of American Law School Annual Meeting, January 2018  
Yale Law School, Workshop on Formal and Informal Governance, September 2017

### ***Deal Momentum***

University of Southern California Gould School of Law, Faculty Workshop, November 2018  
Vanderbilt Law School, Law and Business Seminar, Vanderbilt Law School, November 2017  
The University of Chicago Law School, Legal Scholarship Workshop, October 2017  
Northwestern University Pritzker School of Law, Legal Scholarship Workshop, October 2017  
Society for Institutional and Organizational Economics Annual Conference, June 2017  
Stanford Law School, Stanford/Harvard/Yale Junior Scholars Forum, June 2017  
National Business Law Scholars Conference, June 2017  
BYU Law School, Faculty Workshop, January 2017

Rocky Mountain Junior Scholars Forum, November 2016  
University of Colorado Law School, Junior Business Law Conference, July 2016  
National Business Law Scholars Conference, June 2016  
Stanford Law School, Fellows' Workshop, February 2016

### ***Unbundled Bargains***

Law and Society Association Annual Meeting, June 2016  
National Chiao-Tung University, Graduate School Seminar, April 2016  
Canadian Law & Economics Association Annual Meeting, September 2015  
The University of Chicago Law School, Law Teaching Conference, June 2015  
Stanford Law School, Fellows' Workshop, May 2015

### ***The Value of Uncertainty***

National Chiao-Tung University, Graduate School Seminar, April 2016  
National Business Law Scholars Conference, June 2015  
Law and Society Association Annual Meeting, June 2015

### ***The New Corporate Migration: Tax Diversion Through Inversion***

George Washington University Law School C-LEAF Junior Faculty Workshop, February 2015  
Stanford Law School, Fellows' Workshop, June 2014

## **COURSES TAUGHT**

Mergers and Acquisitions, Corporations, Deals, Contract Design, Critical Perspectives in Business Law, Current Issues in Business Law, The Corporate Law of HBO's *Succession*

## **OTHER TEACHING**

### **Stanford Law School**

Stanford Senior Executive Leadership Program in Hong Kong, 2014–2018

## **SERVICE**

**Virginia:** Appointments, Academic Placement, Law & Business (chair), Adjunct & Short Course Instructors, Jefferson Medal, Law & Business Committees

**Utah:** Diversity, Programs (external speakers), Adjunct Appointment Committees; Co-coach, Transactional LawMeet Team; Advisor, Minority Law Caucus & Business Law Society

**Other:** Past Chair, AALS Section on Transactional Law & Skills; Chair, AALS Section on Business Associations; AALS Committee to Review Scholarly Papers for the 2025 Annual Meeting

## **PRIOR LEGAL EXPERIENCE**

### **Skadden, Arps, Slate, Meagher & Flom LLP**

Associate (New York), Mergers & Acquisitions, 2011–2014  
Summer Associate (New York & Hong Kong), 2009

Chief Judge Alex Kozinski, United States Court of Appeals for the Ninth Circuit  
Extern, Summer 2008

Admitted to the New York State Bar (inactive)