

Joanna A. Diakos Kordalis

Partner

New York
+1.212.536.4807

joanna.diakoskordalis@klgates.com

OVERVIEW

Joanna Diakos is a partner in the firm's Litigation and Dispute Resolution practice. Her practice involves the representation of numerous Fortune 500 companies and individuals in a broad range of complex commercial litigation matters, including disputes arising out of M&A deals, stockholder class actions, trademark litigation, trade secret litigation, and business-to-business disputes (e.g., breach of contract, fraudulent and negligent misrepresentation, tortious interference, unfair competition, defamation, breach of fiduciary duty). Joanna has extensive experience in all aspects of commercial litigation, including large scale discovery, motion practice, and trial.

PROFESSIONAL BACKGROUND

Prior to joining the firm, Joanna practiced at a large New York-based international law firm, where she focused on representing the SIPC Trustee in all aspects of a broker-dealer liquidation, including in adversary proceedings against third parties alleging breaches of fiduciary duties, negligence, and fraud.

PROFESSIONAL / CIVIC ACTIVITIES

Joanna serves on a number of firmwide committees, including the firm's Women in the Profession Committee, the professional development committee and the pro bono committee. She is also a member of the New York office's associate review committee. Additionally, Joanna is counsel to and a board member of the Partnership for Drug-Free Kids and is also on the advisory board of the Women in Law Empowerment Forum (WILEF).

EDUCATION

- J.D., Boston University School of Law, 1999 *(magna cum laude)*
- B.A., University of Pennsylvania, 1996 *(cum laude)*

ADMISSIONS

- Bar of New Jersey

- Bar of New York
- United States District Court for the District of New Jersey
- United States District Court for the Eastern District of New York
- United States District Court for the Southern District of New York

LANGUAGES

- Greek

THOUGHT LEADERSHIP *POWERED BY HUB*

- 26 June 2021, Produce Those Documents; Conflict Allegations Sufficient to Merit Inspection of Books and Records Under Section 220 of the DGCL
- 18 November 2020, Can't Have It Both Ways: Court Grants Grupo México's 12(b)(2) Motion to Dismiss for Lack of Personal Jurisdiction
- 22 October 2020, Chancery Court Finds Excusable Neglect and Vacates Default Judgment
- 20 October 2020, Delaware Court of Chancery Finds Valuation of Stock Alone is Sufficient to Support Books and Records Request
- 4 August 2020, Delaware Court of Chancery Rejects Business Judgment Rule Protection for Stockholder-Negotiated Redemption
- 14 May 2020, Plaintiff Entitled to Inspect Additional Documents Where Proper Purpose Demonstrated as to Mismanagement and Wrongdoing
- 5 May 2020, Chancery Court Calls Plaintiffs' Bet by Granting in Part and Denying in Part Partial Motion to Dismiss Breach of Fiduciary Duty Claims in Case Alleging Failure to Disclose Material Facts and Structuring a Transaction for Defendants' Personal Financial Benefit
- 30 April 2020, Stockholder's Breach of Fiduciary Duty Claim against Chairman of Barnes & Noble Education, Inc. Dismissed by Delaware Court of Chancery
- 20 December 2019, Stockholder Letter Requesting Remedial Action Deemed a Pre-Suit Demand
- 31 May 2019, Chancery Court Dismisses Complaint For Failure To State A Claim, Holding That Review Of Sale Under Entire Fairness Is Not Warranted
- 8 April 2019, Stockholder Makes Demand on United Airlines and Encounters Turbulence
- 27 December 2018, No Rummaging Required: Chancery Court Rules Form 10-K Adequate to Discharge Duty of Disclosure When Provided Conspicuously and Concurrently with Stockholder Proxy

- 21 December 2018, Delaware Chancery Court Rejects Fraud-Based and Uncapped Indemnification Claims of Great Hill Partners Against the Founders of Plimus
- 20 December 2018, Delaware Chancery Court Rejects Fraud-Based and Uncapped Indemnification Claims of Great Hill Partners Against the Founders of Plimus
- 30 November 2018, Ex-Board Member of Homeowner's Association Sues for Improper Removal; Awarded a Proper Removal
- 17 October 2018, Chancery Court Finds No Breach of Duty in Failed Corporate Inversion
- 2 July 2018, FinTech Update: New York's Highest Court Upholds Conviction of Programmer Who Misappropriated Electronic Data
- 8 January 2018, Trademark Law Update: Federal Circuit Strikes Down Lanham Act's Ban on "Immoral" or "Scandalous" Marks
- 2 October 2017, Chancery Court Dismisses Breach of Fiduciary Claims Following The Closing of a Merger Involving Insider Side Deals
- 11 May 2017, Chancery Court Holds Corwin Prevents Claims Where Deal Protection Measures Are Reasonable
- 11 January 2017, "Cleansing" the Merger: Stockholder Vote Protects Directors from Class Action Where Plaintiffs Fail to Sufficiently Allege Material Deficiency in Proxy Statement
- 8 November 2016, Trademark Law Update: SCOTUS to Decide Whether Ban on Registering "Disparaging Marks" Is Unconstitutional
- 16 September 2016, Innocence Lost: The Rebuttable Presumption Of Stock Ownership
- 22 July 2016, Advance the Rupees, Please: Sutherland Global Holdings Must Advance Former-Director's Legal Fees Related to Failed Land Deal in India

OTHER PUBLICATIONS

- "Court Rejects Fraud-Based and Uncapped Indemnification Claims of Great Hill Partners," *Delaware Business Court Insider*, 9 January 2019

NEWS & EVENTS

- 18 March 2025, K&L Gates Advises WesBanco in its Acquisition of Premier Financial Corp.
- 28 January 2025, K&L Gates Advises Universal Stainless and Alloy Products in its Acquisition by Aperam
- 11 May 2021, Contractual Indemnity in M&A Deals: Transactional and Litigation Considerations, hosted by Strafford

- 29 April 2019, K&L Gates Cross-Platform Team Advises LG Household & Healthcare Company in Acquisition Agreement with New Avon LLC

OTHER MEDIA MENTIONS

- "Chancery Rejects $122M Damages Bid Over Plimus Deal," *Law360*, 27 February 2020

AREAS OF FOCUS

- Commercial Disputes
- Financial Institutions Special Situations
- IP Litigation

INDUSTRIES

- Apparel and Footwear
- Consumer Goods and Services

REPRESENTATIVE EXPERIENCE

- Represented a digital business solutions company and its directors and officers in six legal proceedings which alleged that a third party owned or controlled company as a result of owning or controlling company's largest shareholder and/or as having functional control as the unofficial CEO of company and/or that this third party's ownership interest and/or control was not disclosed to plaintiffs. These actions included a putative class action shareholder litigation purporting to bring claims under Rule 10b-5 and 14a-9 and a derivative proceeding commenced on behalf of company against certain of its officers and directors, as well as individual investor suits. Defendants moved to dismiss the second amended class action complaint, which motion was granted by district court.
- Represented a software company in connection with its defense of trade secret misappropriation claim filed against it in New York Supreme Court. Successfully resolved matter.
- Represented famous Mexican beer manufacturer in numerous trademark-related disputes filed throughout the United States, including successful motions for preliminary injunction and a jury trial resulting in an award of an accounting of profits, punitive damages, and entry of a permanent injunction.
- Represented the former Chairman of one of the world's three largest grocery and general merchandise retailers, in shareholder litigation involving Rule 10b-5 claims against retailer and certain directors and officers arising out of accounting practices that allegedly overstated company's earnings.
- Represented publicly traded Chinese scrap metal recycler in class action shareholder litigation arising out of client's acquisition of a New York Stock Exchange-traded scrap metal recycling company. Filed successful motion to dismiss.

- Representing global leader in engineered materials and optoelectronic components and its wholly owned subsidiary in nine shareholder class action and/or shareholder derivative lawsuits challenging acquisition. All cases were successfully resolved pre-closing.
- Representing founders, directors and selling shareholders of a leading global e-Commerce company in a dispute arising out of the $115 million sale of the company to a large private equity firm. Following a ten day bench trial and extensive post-trial briefing, won a significant trial verdict in client's favor dismissing fraud-based claims and rejecting plaintiff's claim for uncapped indemnification from selling stockholders.
- Represented the non-independent directors and officers, and the external manager, of a mortgage REIT in New York litigation (Commercial Division) challenging an "externalization" transaction under which management of the REIT was transferred to a firm owned by the non-independent directors and officers. Filed successful motion to dismiss aiding and abetting breach of fiduciary duty and other claims asserted against our clients, which dismissal was affirmed by New York Appellate Division, First Department.
- Represented market-based business of large U.S. water utility company in breach of contract action filed in the Commercial Division of New York Supreme Court against third party CRM/ERP systems integrator and tortious interference with contractual claims filed against third party. Successfully filed and obtained motion for prejudgment attachment of systems integrator's assets. Ultimately, matter was successfully resolved.
- Represented company that manages service-line contracts for homeowners in declaratory judgment action filed against the New York City Comptroller in New York Supreme Court challenging a decision that certain work performed by client's contractors is a "public work" subject to the State prevailing wage requirements governing public works. Successfully negotiated preliminary injunction on consent barring Comptroller from seeking to enforce his determination pending the Court's ruling on the petition. Ultimately, the court granted client's petition against the Comptroller in its entirety and vacated the Comptroller's determination.
- Represented company in responding to Section 16(b) demands.
- Representing coffee company and coffeehouse chain in declaratory judgment action filed in the United States District Court for the Southern District of New York asserting claims for product disparagement and seeking declaratory relief related to costs of product recall.
- Represented duly authorized representative in consolidated class action shareholder litigation purporting to assert claims on behalf of all individuals and entities that purchased or acquired certain American Depository Shares pursuant and/or traceable to issuer's allegedly false and misleading registration statement and prospectus issued in connection with initial public offering. Plaintiff sought remedies under Sections 11 and 15 of the Securities Act of 1933 and Sections 10(b) and 20(a) of the Securities Exchange Act of 1934. Court
- Representing global communications company in breach of contract, trade secret misappropriation, unfair competition and fraud action filed in the New York Supreme Court, Commercial Division.
- Represented a stockholders' representative in breach of contract and declaratory judgment action filed in New York (Commercial Division) against a major generic drug manufacturer arising out of the manufacturer's failure to make certain milestone payments due under a merger agreement. Survived multiple motions to dismiss and ultimately successfully resolved matter.

- Representing manufacturer of sparkling water in class action filed in the United States District Court for the Southern District of New York asserting claims for violations of Sections 349 and 350 of New York's Unfair and Deceptive Trade Practices Act, breach of contract and common law warranty, and unjust enrichment.