



Valerie Cohen

Counsel

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Valerie Cohen is an established and experienced lawyer specializing in regulatory and internal investigations, white collar defense, False Claims Act litigation, securities litigation, and labor and employment matters.

Valerie's work is extensive and distinct, focusing on major health care insurers and financial institutions in complex, high-stakes regulatory, enforcement, civil litigation, and business matters. Valerie has particular expertise in risk adjustment for Medicare Advantage and Commercial plans.

Valerie also has extensive experience in corporate governance litigation, representing a broad range of companies and their directors and officers in securities fraud, breach of duty, derivative, and books and records inspection litigation, as well as investigating and advising boards of directors on shareholder demands. Valerie has conducted numerous internal employment investigations related to adverse employment actions and whistleblower allegations, and advised on separation agreements and potential litigation for breaches of non-compete, non-solicitation, and confidentiality provisions.

Valerie regularly represents major health care insurers and financial institutions before government regulators, including the Department of Justice, Securities and Exchange Commission, and state attorneys general. Valerie frequently defends issuers and underwriters in shareholder securities class actions and derivative actions brought in United States federal and state courts. She also successfully represented a large public company in an ERISA matter involving an alleged breach of a top-hat benefit plan. For six months, Valerie was seconded to a large

Admissions

Bar Admissions

New York
Connecticut

Court Admissions

U.S. Court of Appeals for the Second Circuit
U.S. District Court, Eastern and Southern Districts of New York

Education

Fordham University, J.D.: *cum laude*; Dean's List; Notes and Articles Editor, *Fordham Law Review* (2007-08)

Cornell University, B.S., Industrial and Labor Relations: Dean's List; National Dean's List

financial firm to assist in-house counsel with regulatory investigations, securities class actions, derivative actions, and ERISA litigation.

Valerie also maintains an active and dynamic pro bono practice. Her experience in this regard includes a trial victory on behalf of an elderly and disabled client and the representation of Holocaust survivors seeking reparations and pension payments for work performed in ghettos. Valerie is passionate about her practice and ensuring that her clients' causes and needs are met.

Experience

- Defending a national Medicare Advantage organization in a regulatory investigation False Claims Act.
- Defended a national Medicare Advantage organization in a federal False Claims Act litigation.
- Conducted an internal investigation into whistleblower allegations related to a national Medicare Advantage organization's compliance with Medicare Advantage regulations.
- Represented a financial institution in connection with various investigations and litigation related to high frequency trading.
- Represented Chinese fertilizer company in shareholder derivative litigation.
- Represented financial institutions as underwriters in shareholder securities class actions and derivative actions in federal and state courts.
- Represented audit committee of multinational consumer goods company in shareholder demand investigation.
- Represented large shoe company in shareholder demand matter.
- Represented large technology company in shareholder demand matter.
- Represented large food and beverage company in federal ERISA litigation.

Professional Activities

Clerkships

- Honorable Peter K. Leisure, U.S. District Court, Southern District of New York

Externships

- Honorable John G. Koeltl, US District Court, Southern District of New York

Member

- New York State Bar Association, Federal Bar Council, American Bar Association

Lecturer

- Continuing Legal Education Program (NY), Nuts and Bolts of Filing a Summary Judgment Motion (November 2014)
- Continuing Legal Education Program (NY), Shareholder Demands and Derivative Suits Under Delaware Law (August 2012)

Co-Author

- "Delaware Supreme Court Upholds Rare Ruling that Material Adverse Event Allowed Purchaser to Negate Merger," O'Melveny & Myers LLP Client Alert (December 2018)

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- “Shareholder Derivative Actions: From Cradle to Grave,” O’Melveny & Myers LLP Publication (November 2017) (co-authored with Seth Aronson)
 - “Changing Tides: Legalizing Surrogacy in New York,” Pamela Miller and Valerie Cohen, *New York Law Journal* (March 18, 2016)
 - “Second Circuit Permits Arbitration Claims to Proceed Despite \$100 Million Class-Action Settlement,” O’Melveny & Myers LLP Client Alert (November 2011) (co-authored with Robert Stern and Allen Burton)

Author

- “Keeping Students Alive: Mandating On-Campus Counseling Saves Suicidal College Students’ Lives and Limits Liability,” 75 *Fordham Law Review* 3081 (2007)

Languages

- Russian