



ROBERT M. HELLER
Of Counsel

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Office: Century City

PRACTICE AREAS

Litigation
Shareholder and Corporate Disputes

EDUCATION

J.D., Boston University School of Law
B.A., Boston University

ADMITTED TO PRACTICE

California
New York
U.S. Supreme Court
U.S. Courts of Appeals for the Second,
Ninth and Federal Circuits
U.S. District Courts for the Southern
and Eastern Districts of New York
U.S. District Courts for the Central
and Southern Districts of California
Minnesota, pro hac vice
Colorado, pro hac vice
Washington, D.C., pro hac vice

As the leader of the Shareholder and Corporate Disputes Practice Group, Robert M. Heller handles complex disputes involving privately held corporations, LLCs and other related entities.

» Expert in shareholder dispute law

Shareholder dispute litigation is a specialized area of the law— detailed and highly complicated. Well-known and respected, Mr. Heller stands out among the corporate litigation lawyers in Los Angeles as the expert in shareholder dispute law. With Mr. Heller, you have at your side a litigator who has the ability to bring the issue to a head quickly, strongly and powerfully.

» Myriad corporate management and operations issues

Mr. Heller handles shareholder disputes covering myriad issues relating to corporate management and operations, ranging from governance issues and the disputed direction of the company to the suppression of the rights of minority owners, buyouts, compensation paid to principals, breaches of contract and fiduciary duty, fraud, and other torts.

» Business disputes running the gamut

Mr. Heller also handles disputes between businesses that run the full gamut of real-world legal problems facing corporations and other entities, from contract disputes and shareholder conflicts to partnership/joint venture disputes and business torts of all forms. He has been awarded an AV Preeminent® Rating by Martindale-Hubbell® Peer Review and named to the Southern California Super Lawyers list, a designation bestowed on only the top 5% of lawyers in the region.

Representative Clients and Matters

Business Litigation:

- » Represented an internet skincare manufacturer in filing suit against a major TV celebrity for breach of a multi-million dollar, exclusive endorsement contract. After a lengthy three-month confidential arbitration, was successful in settling the case on terms extremely beneficial to the client.
- » Represented a major motion picture actor sued for a breach of contract by investors claiming they were owed millions of dollars. The client was able to transfer the case from the public court system to private arbitration. After plaintiffs had put on their case, but before the client was required to introduce any evidence or testify, Mr. Heller was able to have the case dismissed, resulting in an arbitration award in favor of his client and no monies paid to the opposing parties.
- » Represented a prominent motion picture producer against his foreign distributor for, among other things, breach of fiduciary duty and breach of contract. After litigating the matter in the Federal Court, was able to settle the case for the client for close to seven figures.
- » Represented a business owner in filing a lawsuit in Northern California against a text- message infrastructure provider for breach of written agreement and was able to quickly settle the case for a mid-six figure settlement.
- » Represented a prominent, boutique law firm sued for fraud and misrepresentation in a South Carolina bankruptcy court where the opponents were claiming millions of dollars in damages. The case was successfully removed from the Federal Court in South Carolina to private arbitration in Los Angeles where the law firm was able to successfully defend the case.

Shareholder Disputes:

- » Represented a private entertainment company against a 50% shareholder who had secretly set up a competing enterprise. By initiating a Corporations Code 2000 appraisal and buyout, the client was able to successfully acquire the departed shareholder's ownership in the company.
- » Represented a shareholder involved in a dispute and deadlock with the sole other shareholder in an entertainment company. Unable to continue to work with his co-owner, the client wanted to terminate the other shareholder's employment agreement, eliminate him as an officer and director and take over control of the company. Through advice and guidance, the other shareholder was terminated and, in the face of threatened litigation, successfully negotiated a settlement and buyout for the client.
- » Represented two officers, directors and shareholders of a private advertising company who, over the course of time, had been involved in disputes and litigation with the third shareholder. With advice and guidance, the clients overcame a restrictive shareholder agreement, significantly increased their remuneration and successfully defended against litigation brought by the third shareholder.
- » Represented a public, music company embroiled in a dispute between a minority shareholder group and the corporation's officers, directors and majority shareholders. Troubled with the conduct of the business and the misuse of company assets, the minority shareholders sued the company and its officers and directors. With effective representation of the company, the case settled for close to seven figures with the company receiving a significant portion of the settlement.
- » Represented the majority control investors in a Los Angeles enterprise involved in a power struggle and dispute with another group of investors. Through guidance, the clients initiated a Chapter 11 Bankruptcy Reorganization to eliminate the minority group and take over control of the company.

Real Estate Litigation:

- » Represented a well-known, national restaurant chain in connection with a complex real estate dispute arising out of a series of transactions going back several decades. In order to resolve this dispute, a declaratory relief lawsuit was filed and then the case was successfully shifted to private arbitration. The client received an arbitration award in its favor, preserving the client's lease relationship and resulting in long-term, significant economic benefit. In addition to prevailing in the arbitration, the client was granted substantial attorneys' fees.
- » Represented the foreign owner of a residential care facility in the San Diego area who was embroiled in a dispute with its operating tenant. On behalf of the client, we filed a breach of contract lawsuit and commenced landlord-tenant proceedings against the tenant. Through successful planning and litigation strategy, the client was eventually able to evict the tenant and obtain a seven-figure settlement of the case.
- » Represented the owner of a downtown Los Angeles office building sued for breaching a contract for the sale of the building. The buyer sought specific performance as well as millions of dollars in damages. In addition, the buyer recorded a lis pendens against the property. We successfully removed the lis pendens, obtained significant legal fees and thereafter had the case against our client dismissed. In all, the client recouped practically all of his legal fees.

Professional & Community Involvement

- » Los Angeles County Bar Association | Litigation Section
- » Beverly Hills Bar Association
- » Federal Bar Association

- » Association of Real Estate Attorneys
- » Financial Lawyers Conference
- » American Bar Association | New York and California
- » Dubnoff Center for Child Development | Previous Vice-Chair, Board of Directors
- » Los Angeles Superior Court | Judge Pro Tem

Presentations & Publications

- » CBS vs Redstone Part II: The Rebellious Board Gains Support | FFS Insights | June 6, 2018
- » You Think You Have a Rebellious Board of Directors? | FFS Insights | May 9, 2018
- » Cashing Out: A "Fair" Remedy for a Dissenting Shareholder? | FFS Insights | April 4, 2018
- » The Price of Prosperity | FFS Insights | March 7, 2018
- » Robert M. Heller and Todd M. Lander Featured in November Edition of Los Angeles Lawyer | November 9, 2017
- » Have the Controlling Shareholders Breached Their Fiduciary Duties to the Minority in Transferring Control Shares? | FFS Insights | September 14, 2017
- » The Power of a Minority Shareholder | February 2, 2017
- » Delaware Supreme Court Sets the Stage for Direct Shareholder Lawsuits | December 7, 2016
- » Essential Information for Corporate Officers and Directors | October 19, 2016
- » Featured Cover Story "Doubling Down" | Los Angeles Lawyer | April 21, 2015
- » Directors and Controlling Shareholders May Be Liable for Paying Themselves Excessive Compensation | January 1, 2015
- » Have Directors Improperly Refused to Declare a Dividend? | September 18, 2014
- » Delaware Supreme Court Holds That Corporate Bylaws May Shift Attorney Fees | June 5, 2014
- » Under Certain Circumstances, a Derivative Plaintiff Can Be Barred From All Discovery | April 10, 2014
- » Do Shareholders of Closely Held Corporations Owe Each Other a Fiduciary Duty of Loyalty Including a Duty Not to Compete? | January 16, 2014
- » Have Directors and Officers Engaged in Wrongful Self-Dealing With the Corporation? | August 7, 2013
- » How to Pursue Social Causes Without Risking Shareholder Litigation | August 9, 2012
- » Have a Corporation's Controlling Shareholders Manipulated the Corporation for Their Own Self-Interest? | May 16, 2012
- » Featured Cover Story "The Sham Loan Guaranty Defense" | BIG NEWS | May 11, 2012
- » The "Sham Guaranty" Defense | California Lawyer | April 5, 2012
- » Have Your Shareholder Rights Been Abridged? | Los Angeles Daily Journal | January 5, 2012
- » The Sham Guaranty Defense for Partners, Trustees, Corporate Officers and Shareholders | June 2, 2011
- » The Sham Guaranty Defense and Litigation Strategy | January 6, 2011

- » 3-D Movies Fighting for Screen Time | October 7, 2010
- » Will Wall Street Executives Seek the Protection of the Fifth Amendment? | Los Angeles Lawyer | July 1, 2010
- » The Real Estate Market, California's Anti-Deficiency Laws and Sham Guaranty | June 17, 2010
- » Business Pays for Court Delays | Los Angeles Business Journal | May 5, 2010
- » You're Exonerated: Exploring the "Sham Guaranty" Defense to Eliminate Liability Under a Guaranty | BIG NEWS | April 6, 2010
- » Is Your Partner Using the Recession to Hide Fraud? | August 16, 2007
- » When Seeking Pre-Trial Receivership for Solvent Companies Less May be More | June 14, 2007
- » Arbitration Enforced at Any Cost? Perhaps Not. | January 4, 2007
- » Are You Personally Liable for the Acts of Your Corporation? | November 2, 2006
- » An Arbitrator's Powers are Limited | June 29, 2006
- » How Final Are Arbitration Awards? | January 5, 2006
- » Avoiding Shareholder Litigation | January 3, 2002

Media Coverage

- » Robert M. Heller Quoted in Politico Regarding Tribune Publishing's Shareholder Dispute | June 2016