
Philip D.W. Miller

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Philip Miller is an experienced trial lawyer who counsels his clients through disputes involving corporate governance, securities, and financial matters. He represents technology companies, financial services firms, investment advisers, venture capital funds, and corporate officers and directors in securities class actions, shareholder derivative litigation, mergers and acquisitions litigation, SEC and DOJ enforcement actions, internal investigations, and complex commercial matters. Philip also represents wineries and grape growers in various litigation matters and has cultivated an understanding of the unique issues and business concerns affecting those clients.

Philip has won cases in California, Delaware, and Federal courts, including trial victories for a Napa Valley winery as first chair trial attorney, a telecommunications company in a multi-party contract dispute, and a technology company in a six-week jury trial. Philip has also successfully represented clients before the Ninth Circuit Court of Appeals, including a case resulting in a published opinion in the Class Action Fairness Act context.

Philip maintains a meaningful pro bono practice, representing a Berkeley-based educational farm and community center, public school students in disciplinary matters under the California Education Code, and partnering with the Animal Legal Defense Fund. He is a board member of the nonprofit Stanford Canterbury Foundation.

Prior to joining Coblentz, Philip was a litigator at Gibson, Dunn & Crutcher, LLP and Alston & Bird, LLP, and interned at the U.S. Securities and Exchange Commission in Washington, DC. He is a member of the State Bar of California and admitted to practice before the U.S. District Courts for California and the United States Court of Appeals for the Ninth Circuit.

Philip earned his J.D. from Stanford Law School where he served as an editor of the Stanford Journal of Animal Law and Policy. He earned his M.A.R. in philosophical theology and the philosophy of religion, summa cum laude, from Yale Divinity School and his B.A. in philosophy, summa cum laude, from Denison University where he was elected to Phi Beta Kappa.

Notable Representations

Trials and Appeals

- Victory as first chair trial lawyer for wine industry client in contract and business tort case. Matter involved construction defects related to expansion of winery facilities, expert testimony on design and installation of storage and fermentation tanks, and complex damages analysis.
- Trial win for telecommunications company in multi-party contract suit. Court affirmed allocation of endowment funds pursuant to license agreement in response to a third-party challenge.
- Successful appeal before the Ninth Circuit resulting in published opinion in the Class Action Fairness Act context. *Ehrman v. Cox Communications, Inc.*, 932 F.3d 1223 (9th Cir. 2019).
- Favorable verdict in six-week jury trial for technology company client in breach of contract and fraud case. Won multimillion-dollar damages award in case involving unpaid software licenses and related services, with extensive testimony concerning underlying technology, licensing terms, and damages calculations.
- Won appeal affirming Federal District Court's dismissal of securities class action against property and casualty insurance company concerning issues of falsity, scienter, and loss causation.
- Represented energy industry client in appellate and multidistrict litigation proceedings concerning issues of loss causation, class certification, and the accounting treatment of business economic loss.

Shareholder Litigation and Related Matters

- Defended technology company in largest ever stockholder appraisal action tried in the Delaware Court of Chancery and appeal before the Delaware Supreme Court.
- Represented mobile technology company in shareholder lawsuit alleging violations of Section 10(b) of the 1934 Securities Exchange Act and the 1933 Securities Act concerning the company's secondary equity offering and statements regarding revenue projections. Representation involved SEC inquiry concerning misappropriation of corporate funds.
- Successfully obtained dismissal of purported shareholder class action alleging violations of Section 11 of the 1933 Securities Act against digital payments company.
- Counseled pharmaceutical company in shareholder litigation related to acquisition resulting in settlement on beneficial terms.
- Successfully defended retail industry client in complex litigation including derivative action, federal securities class action, and parallel records demand under the Delaware General Corporation Law.
- Won dismissal of purported shareholder class action against consumer finance company, certain of its officers and directors, and

underwriters, involving public stock offering.

- Successfully represented online foreign currency exchange platform through civil proceedings involving financial services contracts.

Government and Regulatory Enforcement Actions

- Represented technology industry corporate officer and director in SEC investigation involving revenue recognition issues.
- Represented biotechnology industry chief executive in DOJ insider trading investigation.
- Represented investment advisor in SEC civil enforcement action involving allegations of improper disclosures and trading strategies.
- Represented financial services company in FINRA action concerning termination of former broker.

Professional Activities

Publications & Speaking Engagements

- Co-author, "Stockholder Appraisal Actions in the Delaware Court of Chancery," Securities Litigation: Forms and Analysis, Thomson Reuters (2017)
- Co-author, "Loss Causation and Damages," Securities Litigation: A Practitioner's Guide, 7th ed., Practising Law Institute (2013)

Education

J.D., Stanford Law School (2011)

M.A.R., summa cum laude Yale Divinity School (2008)

B.A., summa cum laude Denison University (2001)