



Joshua Sohn Partner

Joshua Sohn's practice spans a wide range of commercial and regulatory matters, with particular focus in complex disputes involving real estate, real estate finance, construction and securities matters.

During his 20-year career, Josh has tried cases and argued appeals in New York state courts and U.S. federal courts. He has also arbitrated before regulatory bodies and private tribunals and has negotiated resolutions of disputes before, during and after litigation.

In real estate, Josh has litigated disputes arising as a result of violation of covenants, disputes between joint venture partners and outright defaults or accelerations. As a securities litigator, Josh has significant experience handling a wide range of securities cases, including SEC enforcement actions and investigations, federal securities class actions, and directors' and officers' liability cases.

New York

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Related Services

- Broker-Dealer Litigation
- Directors and Officers
- Government Affairs
- Internal Investigations
- Litigation
- Real Estate Litigation
- Regulatory Compliance and Enforcement Actions

Education

- J.D., Benjamin N. Cardozo School of Law, Yeshiva University, 1997; Managing Editor, *Cardozo Law Review*; Samuel Belkin Award for outstanding contribution to the law school
- B.A., University of Michigan, 1994

Representative Matters

Real Estate/Real Estate Finance Litigation

- A developer in litigation over entitlement to deposit from aborted deal to purchase Washington, D.C. office building for \$122m.
- A public agency in breach-of-contract arbitration brought pursuant to private development agreement concerning compliance with construction conditions.
- A public agency in \$3.5bn arbitration brought by private developer arising out of alleged breach of development agreement.
- A Hong Kong-based developer in dispute with finder claiming entitlement to finder's fee pursuant to an oral agreement.
- A European bank in connection with a deficiency claim against Lehman Brothers arising out of a default under \$1.35bn repurchase agreement and the litigation management of the resulting portfolio of more than 70 mortgages around the United States.
- A joint venture partner/property manager in dispute with other joint venture partner in connection with purported exercise of ROFO sale option for nine-property portfolio.
- A turbine manufacturer in construction arbitration brought by project owner alleging delays.
- An electric power company regarding eminent domain issues in connection with application to install power lines in New York State.

Fiduciary Duty/Officers & Directors Litigation

- Former officer and director of a public company in multiple securities fraud and breach of fiduciary duty class actions in the Southern

District of New York.

- Former officers and directors of a private company in breach of fiduciary duty action brought by the company's trustee in bankruptcy in the Southern District of New York. The trustee sought more than \$50m in damages from the defendants. Following a three-week bench trial, successfully obtained a reversal by the Second Circuit of the court's finding of liability and an order remanding the case for a new trial to be held before a jury.
- Two former directors of public company in a defamation case.
- Former directors of a public company in 10b-5 action alleging securities fraud in connection with securing financing for the company.
- Former directors of a public company in fraud and tortious interference action brought by hedge fund.

Investor Representation

- A hostile tender offeror in an action simultaneously in both the Southern District of New York and New York State Court in connection with tender offer to acquire debt securities of insurance company.
- An investor in a federal court action brought by public company to prevent his candidacy for the company's board of directors at its annual meeting.
- An investor in a private company in New York State Court action alleging breach of fiduciary duty in connection with a series of transactions effected by the controlling shareholder through which corporate assets were transferred away from the corporation without receiving fair compensation.

Securities Litigation and Securities Enforcement

- A former-CFO of a public company in formal SEC investigation by SEC's Northeast regional office into certain financial reporting issues. After making a Wells submission on behalf of the CFO, no enforcement action was taken.
- A broker in an insider trading investigation by the SEC's Boston office in investigation into his trading in publicly traded securities. After making a Wells submission on behalf of the broker, no disciplinary action was taken.
- Two brokers in insider trading investigation by the NYSE into their trading in publicly traded securities. No disciplinary action was taken.
- An investor in an insider trading investigation by the SEC's New York office into his trading in publicly traded securities. No disciplinary action was taken.
- An investment adviser in an insider trading investigation by the SEC's Washington, D.C. office. No disciplinary action was taken.
- Obtained a favorable settlement for the underwriters in section 11 & 12 securities class action in SDNY.
- Obtained a dismissal of two amended class-action complaints in SDNY alleging securities fraud arising out of sales of Auction Rate Securities and successfully opposed a motion to consolidate action with 31 ARS cases nationwide.

- A securities trader in an SEC enforcement action in the SDNY that alleged market manipulation, which was settled on favorable terms.

Honors & Awards

- *Legal 500*
- *New York State Bar Association*, President's Pro Bono Award
- *Center for Constitutional Rights*, President's Award

Publications

- Co-Author, "Yellowstone Injunctions in the Era of COVID-19," *New York Real Estate Journal*, October 5, 2020
- Co-Author, "UCC Foreclosures, Mezzanine Loans, and Covid-19: What is 'Commercially Reasonable' in a Pandemic?," *Bloomberg Tax*, July 29, 2020
- Co-Author, "5 Key Considerations as Climate Mobilization Act Draws Near," *Stroock Special Bulletin*, July 1, 2020
- Co-author, "Legal and Practical Risks: How COVID-19 Is Complicating Real Estate Closings," *Stroock Special Bulletin*, March 24, 2020
- Co-author, "Rent Regulation Law Signals New Era for NY Real Estate," *Stroock Special Bulletin*, June 17, 2019
- Co-author, "How the Offshore Wind Energy Industry Can Overcome the Jones Act," *POWER Mag*, March 1, 2018
- "Employers Should Not Thwart Whistleblower Awards," *New York Law Journal*, October 14, 2016
- Featured in June 3, 2005 *New York Law Journal*, "Conversation with Joshua Sohn"
- Co-author, "Eminent Domain: Mitigating the Risks for Lenders," *New York Law Journal*, September 17, 2014
- Co-author, "Recent Developments in the Law Affecting Corporate Counsel," *Tort Trial & Insurance Practice Law Journal*, Annual Survey 2014 (49:1)
- Co-author, "Leasehold Mortgagees May Have Faster Route to Collateral," *New York Law Journal*, March 19, 2014
- Co-author, "Punishing 'Bad Behavior': When Non-Recourse Becomes Full Recourse," *New York Law Journal*, November 20, 2013
- Co-author, "Clearing the Confusion: Misplaced Notes and Allonges," *New York Law Journal*, September 18, 2013
- Co-author, "Monitoring Joint Venture Agreements to Prevent Disputes," *New York Law Journal*, July 17, 2013
- Co-author, "Admission of Insolvency May Trigger Recourse Liability," *New York Law Journal*, May 15, 2013
- Co-author, "Recent Developments Affecting Corporate Counsel," *Tort Trial & Insurance Practice Law Journal*, Fall 2012 (48:1)
- Co-author, "Pleading Unjust Enrichment Just Got More Difficult," *New York Law Journal*, March 20, 2013

- Co-author, "Not So Fast: Equitable Arguments Slow Foreclosures," *New York Law Journal*, January 16, 2013
- Co-author, "Shape Up or Receivership Out," *New York Law Journal*, November 21, 2012
- Co-author, "Lenders: Beware of Restrictions on Your Right to Assign Your Loan," *New York Law Journal*, August 2012
- Co-author, "Using the Courts to Resolve Inter-Lender Disputes in Tiered Loan Transactions," *New York Law Journal*, March 2012
- Co-author, "SEC Enforcement Legal Considerations" Chapter 9 in *Securities Regulation Series: Federal Securities Exchange Act of 1934* (A.A. Sommer, ed., Matthew Bender, 2013)
- Co-author, op-ed "Even youths who offend deserve chance to grow up," *Chicago Sun Times*, April 12, 2012
- Co-author, "Worth the Paper They're Written on? Completion Guaranties Tough to Enforce," *BNA Real Estate Law and Industry*, April 19, 2011
- Co-author, "Recent Developments Affecting Corporate Counsel," *Tort Trial and Insurance Practice Law Journal*, Fall 2011 (47:1)
- Co-author, "Recent Developments Affecting Corporate Counsel," *Tort Trial & Insurance Practice Law Journal*, Winter 2011 (46:2)
- Co-author, "Recent Developments Affecting Corporate Counsel," *Tort Trial & Insurance Practice Law Journal*, Winter 2010 (45:2)
- Co-author, "Recent Developments in the Law Affecting Corporate Counsel," *Tort Trial & Insurance Practice Law Journal*, Winter 2009 (44:2)
- "Liable Until Proven Innocent: The Illogic of the Current Pleading Standard for Securities Act §§11 and 12 Claims," *New York Law Journal*, August 2008
- Co-author, "When Is Insider Trading Subject To Criminal Prosecution?," *New York Law Journal*, July 2008
- "Recent Developments in the Law Affecting Corporate Counsel," *ABA Tort Trial & Insurance Practice Law Journal*, Winter 2007
- "Employment Discrimination Lawyers, the Doctor Will See You Now," *Employment Discrimination Litigation: Behavioral, Quantitative, and Legal Perspectives* 491-502 (Frank J. Landy, ed. 2005)

Admitted To Practice

New York

U.S. District Court, Eastern District of New York; U.S. District Court, Southern District of New York; U.S. District Court, Western District of New York; U.S. District Court, Northern District of New York

U.S. Court of Appeals for the Second Circuit

U.S. Supreme Court

Speeches & Events

- Speaker, "Business Partner: Mitigating Business Disruption Through Novel Times," ALM's General Counsel Conference, September 15,

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2020

- Speaker, "Dispute Resolution in a Post-COVID World: ADR's Increasing Role in Resolving a Historic Backlog of Cases," Stroock Event, June 9, 2020