

CATHY HWANG
chwang@law.virginia.edu
580 Massie Road · Charlottesville, VA 22903

ACADEMIC APPOINTMENTS

Georgetown University Law Center

Anne Flemming Research Professor, beginning July 2026
Professor of Law, beginning July 2026

University of Virginia School of Law

Edward F. Howrey Professor of Law, 2025–present
Barron F. Black Research Professor, 2021–2024
Professor, 2020–present
Faculty Director, John W. Glynn Jr. Law & Business Program, 2022–2023

European Corporate Governance Institute

Research Member, 2022–present

University of Utah S.J. Quinney College of Law

Associate Professor, 2016–2020

Stanford Law School

Fellow, Rock Center for Corporate Governance, 2014–2017

EDUCATION

The University of Chicago Law School

Juris Doctor, 2010
Managing Editor, *The Chicago Journal of International Law*

Pomona College

Bachelor of Arts, Economics, International Relations; minor in Asian Studies, 2007

PUBLICATIONS

Weapons of Corporate Warfare, 115 CALIFORNIA LAW REVIEW ____ (forthcoming 2027) (with H. Timothy Lovelace)

Refracted Intent, 68 BOSTON COLLEGE LAW REVIEW ____ (forthcoming 2027)

Tortious Interference Revisited, 173 UNIVERSITY OF PENNSYLVANIA LAW REVIEW ____ (forthcoming 2026)
(with Danielle D’Onfro)

Featured on Jotwell: The Journal of Things We Like (Lots), July 29, 2025

Lend Me Your Counsel, 99 SOUTHERN CALIFORNIA LAW REVIEW ____ (forthcoming 2026) (with Andrew Tuch)

Purpose & Nonprofit Enterprise, 126 COLUMBIA LAW REVIEW 2267 (2026) (Dorothy S. Lund)

The Lost Promise of Private Ordering, 109 CORNELL L. REV. 1 (2024) (with Jeremy McClane & Yaron Nili)

Voted one of 2024's Top 10 Corporate & Securities Law Articles (out of approx. 400 articles)

Nonparty Interests in Contract Law, 171 UNIVERSITY OF PENNSYLVANIA LAW REVIEW 1095 (2023) (with Omri Ben-Shahar & David A. Hoffman)

National Security Creep in Corporate Transactions, 123 COLUMBIA LAW REVIEW 549 (2023) (with Kristen Eichensehr)

Voted one of 2023's Top 10 Corporate & Securities Law Articles (out of approx. 400 articles)

Selected for the 2022 Harvard/Yale/Stanford Junior Faculty Forum

Excerpted in Claire Hill, Brian Quinn & Steven Davidoff Solomon, *MERGERS & ACQUISITIONS: LAW, THEORY & PRACTICE*, 3d Ed. (West, 2023)

Collaborative Intent, 108 VIRGINIA LAW REVIEW 657 (2022)

Presented at the John Kidwell Memorial Lecture, University of Wisconsin Law School, 2021

Contractual Depth, 106 MINNESOTA LAW REVIEW 1267 (2022) (with Matthew Jennejohn)

Cleaning Corporate Governance, 170 UNIVERSITY OF PENNSYLVANIA LAW REVIEW 1 (2021) (with Jens Frankenreiter, Yaron Nili, & Eric Talley)

Voted one of 2022's Top 10 Corporate & Securities Law Articles (out of approx. 400 articles)

Featured on the Harvard Corporate Governance Blog, March 17, 2021

Featured on Business Law Prof Blog, March 4, 2021

The Social Cost of Contract, 121 COLUMBIA LAW REVIEW 979 (2021) (with David A. Hoffman)

Featured on Jotwell: The Journal of Things We Like (Lots), November 10, 2020

Shadow Governance, 108 CALIFORNIA LAW REVIEW 1097 (2020) (with Yaron Nili)

Voted one of 2020's Top 10 Corporate & Securities Law Articles (out of approx. 400 articles)

Reprinted in *SECURITIES LAW REVIEW 2021* as one of the best securities law articles of the year

Cited by the Delaware Chancery Court in *Texas Pacific Land Corp. v. Horizon Kinetics LLC*, 306 A.3d 530 (Del Ch. 2023)

Featured on the Harvard Corporate Governance Blog, December 2, 2019

Shareholder-Driven Stakeholderism, UNIVERSITY OF CHICAGO LAW REVIEW ONLINE 2020 (with Yaron Nili)

Faux Contracts, 105 VIRGINIA LAW REVIEW 1025 (2019)

Deal Structure, 113 NORTHWESTERN UNIVERSITY LAW REVIEW 279 (2018) (with Matthew Jennejohn)

Cited by the Delaware Chancery Court in *Pearl City Elevator v. Giseke*, C.A. No. 2020-0419-JRS, slip op. (March 23, 2021)

Excerpted in Jorge Contreras, *INTELLECTUAL PROPERTY LICENSING & TRANSACTIONS: THEORY & PRACTICE* (Cambridge University Press, 2022)

Featured on Business Law Prof Blog, May 17, 2018

Featured on the Harvard Corporate Governance Blog, December 18, 2017

Deal Momentum, 65 UCLA LAW REVIEW 376 (2018)

Voted one of 2018's Top 10 Corporate & Securities Law Articles (out of approx. 400 articles)

Excerpted in Jorge Contreras, INTELLECTUAL PROPERTY LICENSING & TRANSACTIONS: THEORY & PRACTICE (Cambridge University Press, 2022)

Selected for the 2017 Stanford/Harvard/Yale Junior Scholars Forum

Featured in Jotwell: Journal of Things We Like (Lots), March 21, 2018

Unbundled Bargains, 164 UNIVERSITY OF PENNSYLVANIA LAW REVIEW 1403 (2016)

Voted one of 2017's Top 10 Corporate & Securities Law Articles (out of 560+ articles)

Cited by the Supreme Court of Wisconsin in the dissent to *McNally v. Capital Cartage, Inc.*, 281 Wis.2d 249 (2019)

Cited in Jorge Contreras, INTELLECTUAL PROPERTY LICENSING & TRANSACTIONS: THEORY & PRACTICE (Cambridge University Press, 2022)

Featured on the Oxford Business Law Blog, June 7, 2016

Featured on the Columbia Blue Sky Blog, March 24, 2016

The Value of Uncertainty, 110 NORTHWESTERN UNIVERSITY LAW REVIEW 283 (2015) (with Benjamin P. Edwards) (reprinted from NW. U. L. REV. ONLINE)

Featured on the Oxford Business Law Blog, June 14, 2016

Featured on the Columbia Blue Sky Blog, June 13, 2016

The New Corporate Migration: Tax Diversion Through Inversion, 80 BROOKLYN LAW REVIEW 807 (2015)

Selected via anonymous review for GWU Law School's C-LEAF 2015 Junior Faculty Workshop

WORKS IN PROGRESS

Declassifying Bylaws (with Jens Frankenreiter, Yaron Nili, & Eric Talley)

INVITED WORK

Regulating Contract with Tortious Interference, OXFORD HANDBOOK ON REGULATORY CONTRACTS (forthcoming 2026)

Musk & Twitter: A Case Study in M&A and Contractual Certainty, RESEARCH HANDBOOK ON THE STRUCTURE OF PRIVATE EQUITY AND VENTURE CAPITAL (forthcoming 2026) (with Steven Davidoff Solomon)

National Security Implications of Corporate Transactions, OXFORD HANDBOOK OF CORPORATE GOVERNANCE (2d ed., forthcoming 2026) (with Steven Davidoff Solomon)

Go Fisch!: A Celebration of Jill Fisch's ESG Scholarship, 26 U. PA. J. BUS. L. 1088 (2024) (symposium)

The Limits of Governance, 46 SEATTLE LAW REVIEW 677 (2024) (Berle XIV symposium) (with Emily Winston)

Comment on The Limits of Public Contract Law, 85 LAW & CONTEMPORARY PROBLEMS 73 (2022)

Value Creation by Transactional Associates, 88 FORDHAM LAW REVIEW 1649 (2020) (symposium)

New Research on Contractual Complexity, 14 CAPITAL MARKETS LAW JOURNAL 293 (2019) (with Matthew Jennejohn) (peer reviewed)

CASEBOOK

Business Associations: A Modern Approach (with Paolo Saguato) (Foundation Press, 2d ed. forthcoming 2026)

Business Associations: A Modern Approach (with Paolo Saguato) (Foundation Press 2023)

AWARDS

2024 Top 10 Corporate & Securities Law Articles: Voted by corporate and securities law professors in the U.S. as one of the top 10 articles of the year (from approx. 400 articles)

2023 Top 10 Corporate & Securities Law Articles: Voted by corporate and securities law professors in the U.S. as one of the top 10 articles of the year (from approx. 400 articles)

2023 University of Virginia Research Achievement Honoree: Honored for outstanding research and scholarship

2022 Top 10 Corporate & Securities Law Articles: Voted by corporate and securities law professors in the U.S. as one of the top 10 articles of the year (from approx. 400 articles)

2021 University of Virginia Research Achievement Honoree: Honored for outstanding research and scholarship

2020 Top 10 Corporate & Securities Law Articles: Voted by corporate and securities law professors in the U.S. as one of the top 10 articles of the year (from approx. 400 articles)

2020 University of Utah Early Career Teaching Award: Awarded to four junior faculty members per year University-wide for demonstrated distinction in teaching and curricular innovation

2018 Top 10 Corporate & Securities Law Articles: Voted by corporate and securities law professors in the U.S. as one of the top 10 articles of the year (from approx. 400 articles)

2018 College of Law Early Career Faculty Award: For excellence in scholarship, teaching, and service by a junior member of the law faculty at the University of Utah

2017 Top 10 Corporate & Securities Law Articles: Voted by corporate and securities law professors in the U.S. as one of the top 10 articles of the year (from 560+ articles)

2012 and 2013 Legal Aid Society Pro Bono Publico Award: For pro bono representation of clients in non-profit incorporation and tax-exemption, New York City housing cases, and Violence Against Women Act adjustment of status cases

SELECTED PRESENTATIONS

Purpose & Nonprofit Enterprise (work in progress)

William & Mary Law School Faculty Workshop, February 2025

Case Western Reserve University School of Law Public Lecture, February 2025

Wayne State University Law School Baiardi Family Endowed Lecture, September 2024

A New Theory of Contractual Intent (work in progress)

University of Michigan Law & Economics Workshop, September 2024

University of California, Berkeley School of Law Law & Economics Workshop, September 2024

American Law & Economics Association Annual Meeting, May 2024

Georgetown University Law Center Faculty Workshop, March 2024

University of Florida Business, Law & Economics Workshop, February 2024

Cornell Law School Faculty Workshop, September 2023

The Curious Case of Corporate Relational Contracts

Conference on Empirical Legal Studies, October 2023

The Limits of Governance

Berle XIV Symposium, University of Southern California, February 2023

The Lost Promise of Private Ordering

Cardozo Law School Faculty Workshop, March 2023

Conference on Empirical Legal Studies in Asia, December 2022

Conference on Empirical Legal Studies, November 2022

Law & Society Annual Meeting, July 2022

NYU/Penn Empirical Conference Workshop, June 2022

Nonparty Interests in Contract Law

Washington University in St. Louis Faculty Workshop, April 2022

National Security Creep in Corporate Transactions

Swiss Institute of Comparative Law, October 2023

Winter Deals Conference, March 2023

University of Florida Law Faculty Workshop, November 2022

Drexel University School of Law Faculty Workshop, September 2022

Harvard/Yale/Stanford Junior Faculty Forum, June 2022

University of Pennsylvania Law School Faculty Workshop, February 2022

University of Iowa Law School Faculty Workshop, January 2022

University of Minnesota Law School Faculty Workshop, October 2021

Cleaning Corporate Governance

Columbia Law School Faculty Workshop, April 2021
Oxford University Law Faculty Workshop, March 2021
NYU Law & Economics Workshop, March 2021

Collaborative Intent

University of Texas School of Law Faculty Workshop, September 2022
Columbia Law School, Conference in Honor of Robert E. Scott, April 2022
University of North Carolina Law School Faculty Workshop, November 2021
Tel Aviv University Law Faculty Workshop, May 2021
University of Virginia Ideas in Progress Workshop, April 2021
University of Pennsylvania/Institute of Law & Economics Workshops, April 2021
Penn/NYU Empirical Contracts Conference, March 2021
University of Arizona Law Faculty Workshop, March 2021
Tulane Law School Corporate & Securities Roundtable, March 2021
University of Toronto Law & Economics Workshop, February 2021
Singapore Management University Law Faculty Workshop, February 2021

The Social Cost of Contract

London School of Economics, March 2021
University of Arizona Law School Faculty Workshop, March 2021
Singapore Management University, February 2020
Cardozo Law School, October 2020
K-COVID, October 2020

Contractual Depth

Winter Deals Conference, March 2020
University of Chicago Law School Law & Economics Workshop, November 2019
Arizona State University School of Law Faculty Workshop, November 2019
Loyola Law School Chicago, Faculty Workshop, September 2019
University of Colorado Law School, Junior Business Law Conference, July 2019

Communication through Contracting

UC Berkeley Law & Economics Workshop, February 2019
Columbia Law School Law & Economics Workshop, January 2019

Shadow Governance

Conference on Empirical Legal Studies, November 2019
University of Wisconsin Law School Conference on the Shareholder Franchise, September 2019
U.S. Securities & Exchange Commission, July 2019
UC Berkeley School of Law, Business Law Faculty Retreat, May 2019
Goethe University (Frankfurt), Women in Finance Conference, March 2019
UC Davis School of Law, Faculty Workshop, March 2019
UC Hastings Law, Business & Economics Workshop, March 2019
Winter Deals Conference, March 2019
Association of American Law Schools Annual Meeting, January 2019

Faux Contracts

UC Irvine School of Law, Faculty Workshop, November 2018
George Washington University Law School, Faculty Workshop, October 2018
Emory Law School, Faculty Workshop, September 2018
National Taiwan University, September 2018
University of Colorado Law School, Junior Business Law Conference, July 2018
Society for Institutional and Organizational Economics Annual Meeting, June 2018
Law & Society Association Annual Meeting, June 2018
University of San Diego Law School Faculty Workshop, April 2018
Rocky Mountain Junior Scholars Forum, November 2017

Deal Structure

Winter Deals Conference, March 2018
Association of American Law Schools Annual Meeting, January 2018
Yale Law School, Workshop on Formal and Informal Governance, September 2017

Deal Momentum

University of Southern California Gould School of Law, Faculty Workshop, November 2018
Vanderbilt Law School, Law and Business Seminar, Vanderbilt Law School, November 2017
The University of Chicago Law School, Legal Scholarship Workshop, October 2017
Northwestern University Pritzker School of Law, Legal Scholarship Workshop, October 2017
Society for Institutional and Organizational Economics Annual Conference, June 2017
Stanford Law School, Stanford/Harvard/Yale Junior Scholars Forum, June 2017
National Business Law Scholars Conference, June 2017
BYU Law School, Faculty Workshop, January 2017
Rocky Mountain Junior Scholars Forum, November 2016
University of Colorado Law School, Junior Business Law Conference, July 2016
National Business Law Scholars Conference, June 2016
Stanford Law School, Fellows' Workshop, February 2016

Unbundled Bargains

Law and Society Association Annual Meeting, June 2016
National Chiao-Tung University, Graduate School Seminar, April 2016
Canadian Law & Economics Association Annual Meeting, September 2015
The University of Chicago Law School, Law Teaching Conference, June 2015
Stanford Law School, Fellows' Workshop, May 2015

The Value of Uncertainty

National Chiao-Tung University, Graduate School Seminar, April 2016
National Business Law Scholars Conference, June 2015
Law and Society Association Annual Meeting, June 2015

The New Corporate Migration: Tax Diversion Through Inversion

George Washington University Law School C-LEAF Junior Faculty Workshop, February 2015
Stanford Law School, Fellows' Workshop, June 2014

COURSES TAUGHT

Semester-long: Mergers and Acquisitions, Corporations, Deals, Contract Design, Critical Perspectives in Business Law, Current Issues in Business Law, The Corporate Law of HBO's *Succession*

Short courses, intensives, and special seminars: Contract Design, Introduction to American Business Law, Seminar on Ethical Values on *Star Wars*, Seminar on Ethical Values on *Battlestar Galactica*.

SERVICE

Virginia: Appointments, Academic Placement, Law & Business (chair), Adjunct & Short Course Instructors, Jefferson Medal, Law & Business Committees

Utah: Diversity, Programs (external speakers), Adjunct Appointment Committees; Co-coach, Transactional LawMeet Team; Advisor, Minority Law Caucus & Business Law Society

Other: Chair, AALS Section on Business Associations; Past Chair, AALS Section on Transactional Law & Skills; AALS Committee to Review Scholarly Papers for the 2025 Annual Meeting

VISITING APPOINTMENTS

National Taiwan University College of Law
Visiting Professor, Winter 2024

University of Florida Levin College of Law
Visiting Professor, Fall 2023–Spring 2025

University of Pennsylvania Carey Law School
Visiting Professor, Spring 2023 (mini visit)

University of California Berkeley School of Law
Visiting Professor, Spring 2019

OTHER TEACHING

Stanford Law School
Stanford Senior Executive Leadership Program in Hong Kong, 2014–2018

Aix-Marseille Université
DESU Program, 2025

PRIOR LEGAL EXPERIENCE

Skadden, Arps, Slate, Meagher & Flom LLP
Associate (New York), Mergers & Acquisitions, 2011–2014
Summer Associate (New York & Hong Kong), 2009

Chief Judge Alex Kozinski, United States Court of Appeals for the Ninth Circuit
Extern, Summer 2008

Admitted to the New York State Bar (inactive)