

Partner, Palo Alto

Tax



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Education

J.D., Columbia Law School, 2006
(Kent Scholar)

B.S., State University of New York,
Albany, 2003 (*summa cum laude*)

Bar Admissions

California
New York

Selected Publications

"The Distributed Ledger," *Skadden, Arps, Slate, Meagher & Flom LLP*,
Recurring publication

"Tax Court Holds Indirect Grant of
Profits Interest To Be Non-Taxable,
Citing IRS Guidance," *Skadden
Publication*, May 11, 2023

"What To Expect From the IRS' \$80
Billion Strategic Operating Plan,"
Skadden Publication, April 17, 2023

"Regulatory Actions and Legislative
Proposals Signal Growing Consensus on
Parameters for Stablecoins," *Skadden
Publication*, June 29, 2022

Nathan Giesselman advises public and private clients in a variety of internal and third-party transactions, with a particular focus on international planning for multinational clients; cross-border acquisition, disposition and restructuring transactions for both U.S. and international clients; and tax planning for private equity and entertainment industry clients.

In recognition of Mr. Giesselman's work, he has been honored by numerous leading industry outlets, including:

- annually in *Chambers USA*, in which a client commentator described him as "an outstanding technical lawyer with excellent client service ... who is extremely responsive and understands how to get to a solution"
- *The American Lawyer* as one of its inaugural Trailblazers of the West and Lawdragon as one of its 500 Leading Dealmakers in America
- *The Legal 500 U.S.*, *Euromoney's Rising Stars Expert Guide* and *Law360*, which also has named him a Tax MVP and a Rising Star
- *Mergerlinks* as one of its Dealmakers and Top Tax Lawyers in North America
- *ITR World Tax* as one of its Rising Stars
- *Bloomberg* as a winner of its Tax Portfolio Author of the Year Award
- the *Daily Journal* as one of its Top 40 Under 40 and as a key member of the deal team recognized with California Lawyer Attorney of the Year (CLAY) award for innovative work on behalf of Intel Corporation in its acquisition of Mobileye N.V.

Significant representations include:

- Intel Corporation in its:
 - \$15.3 billion acquisition of Mobileye, N.V.
 - proposed but terminated \$5.4 billion acquisition of Tower Semiconductor
 - \$4.2 billion joint venture with TPG Capital, L.P. to form the independent cybersecurity company McAfee
 - \$1 billion sale of its smartphone modem business to Apple Inc.
 - \$150 million sale of its home gateway platform division to MaxLinear, Inc.
 - sale of its Wind River subsidiary to TPG
- E.I. du Pont de Nemours and Company in its:
 - \$130 billion merger-of-equals with The Dow Chemical Company. This deal was awarded the Americas M&A Deal of the Year at the 2016 *International Tax Review Americas Awards*
 - sale of a portion of its crop protection business to FMC Corporation
 - \$7.4 billion acquisition of Danisco
 - \$4.9 billion sale of DuPont Performance Coatings
 - its spin-off of The Chemours Company
 - various debt offerings

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- DuPont de Nemours, Inc. in its:
 - \$45.4 billion spin-off and merger of its Nutrition & Biosciences business with International Flavors & Fragrances Inc.
 - spin-off of its Agricultural Division (now Corteva, Inc.) and the debut of DuPont as a standalone company
 - \$2.3 billion acquisition of Laird Performance Materials
 - \$5.2 billion acquisition of Rogers Corporation
 - spin-off of its Materials Science Division, which was renamed Dow
 - \$725 million sale of its trichlorosilane business to Hemlock Semiconductor and the sale of its stake in the Hemlock joint ventures
 - \$6.25 billion offering of senior unsecured notes for Nutrition & Biosciences, Inc.
 - Elon Musk in his \$44 billion acquisition of Twitter, Inc.
 - Entegris, Inc. in its pending \$6.5 billion acquisition of CMC Materials, Inc.
 - Scopely, Inc. in its \$1 billion acquisition of GSN Games, Inc.
 - Electronic Arts Inc. in its \$1.4 billion acquisition of Playdemic Ltd. (United Kingdom) from Warner Bros. Games and AT&T Inc.
 - Visa Inc. in:
 - its \$2.2 billion acquisition of open banking platform Tink AB
 - in the tax aspects of its \$23.4 billion acquisition and integration of Visa Europe Limited; its \$1.4 billion sale of a 51% stake in Prisma Medios de Pago; and its proposed but terminated \$5.3 billion acquisition of Plaid Inc.
 - Netflix, Inc. in its acquisitions of Animal Logic, The Roald Dahl Story Company Limited and Scanline VFX
 - Hg in its investment in Insight Software
 - Livongo Health in its \$18.5 billion sale to Teladoc
 - Proofpoint in its \$12.3 billion sale to Thoma Bravo
 - Coherent in its initially announced \$5.7 billion sale to Lumentum, followed by Coherent's subsequent responses to competing acquisition proposals from MKS Instruments, II-VI and Lumentum in a three-party bidding war culminating in Coherent's \$7 billion sale to II-VI
 - Broadcom Corporation in its \$37 billion acquisition by Avago Technologies Limited. Mr. Giesselman was a key member of the team recognized by the *Daily Journal* with a 2016 California Lawyer Attorneys of the Year award for innovative work on this deal, which also was named the Americas Technology and Telecom Tax Deal of the Year at the 2016 *International Tax Review* Americas Awards
 - Xperi Corporation in its \$3 billion merger with TiVo Corporation
 - Theravance Inc. and Theravance Biopharma Inc.:
 - in the separation of the company into two publicly traded companies, Theravance and Theravance Biopharma
 - in the \$1.5 billion sale of its TRELEGY ELLIPTA royalty interests to Royalty Pharma plc.
 - in a \$450 million royalty monetization private placement
 - in connection with the offering and sale by GlaxoSmithKline plc, acting through its subsidiary GSK Finance (No.3) plc, of \$280 million of senior notes due 2023 exchangeable into ordinary shares of Theravance Biopharma held by GSK and its affiliates
 - in a \$400 million royalty monetization private placement
 - Hewlett Packard Enterprise Company in the spin-off of its enterprise services business and its merger with Computer Sciences Corp., as well as the spin-off of its software business and its combination with Micro Focus International plc
 - Trinity Industries, Inc. in its spin-off of Arcosa, Inc.
 - Cavium, Inc. in its \$1.4 billion acquisition of QLogic Corp. and in its \$6 billion acquisition by Marvell Technology Group Ltd.
 - Platinum Equity Advisors, LLC in its concurrent acquisitions of the distribution business of Deluxe Entertainment Services Inc. and CineVizion
 - beIN Media Group in its \$375 million sale of a 49% stake in Miramax, LLC to ViacomCBS Inc.
 - United Talent Agency in its:
 - investment in Klutch Sports Group, LLC
 - sale of minority stakes in the agency to PSP and Investcorp
 - acquisition of two esports talent and marketing agencies
 - acquisition of DBA Media
 - acquisition of electronic music-focused Circle Talent Agency
 - acquisition of a stake in Core Media Group
 - acquisitions of AGM Securities and Greater Talent Network
 - acquisitions of Revolution Sports and Tidal Sports Group, LLC
 - The Carlyle Group in its sale of a stake in Ithaca Holdings as part of Ithaca's \$1.1 billion acquisition by HYBE
 - Hewlett-Packard Co. in the tax aspects of its separation into two companies, Hewlett Packard Enterprise Company and HP Inc.
 - Ripple Labs Inc. (as co-counsel) in its strategic partnership with MoneyGram International, Inc.
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- Hexaware Technologies Limited in its \$182 million acquisition of Mobiquity Inc.
 - Pfizer Inc. in its integration of Wyeth and its initial public offering of Zoetis Inc.
 - Silver Lake Partners in its acquisition of a majority stake in ServiceMax, Inc. from GE Digital LLC
 - Total Produce plc in its \$300 million acquisition of a 45% stake in Dole Food Company, Inc. from David H. Murdock
 - Westfield Corporation in its \$25 billion acquisition by Unibail-Rodamco SE and in the separation of its OneMarket business line
 - Activision Blizzard Inc. in its \$75 billion acquisition by Microsoft Corporation and in its \$5.8 billion repurchase of shares from Vivendi
 - Nokia Corporation in the \$7.2 billion sale of its devices and services business to Microsoft Corporation
 - carsales.com Ltd. in its acquisition of a 49% interest in Trader Interactive
 - The Sage Group plc in its \$850 million acquisition of Intacct Corporation
 - Revlon, Inc. in its \$660 million acquisition of The Colomer Group
 - Permira Funds in its \$1.1 billion sale of Renaissance Learning Inc.
 - SanDisk Corporation in its \$19 billion acquisition by Western Digital Corporation and its \$1.1 billion acquisition of Fusion-io
 - BTG Pactual in a 2010 \$1.8 billion investment by various sovereign wealth and private equity funds, its 2012 initial public offering and various debt offerings
 - Viking Cruises Ltd. in its \$500 million investment from TPG Capital, L.P. and Canada Pension Plan Investment Board; and its \$675 million Rule 144A/Regulation S high-yield offering of 13.000% senior secured notes due 2025
 - Natera, Inc. in its \$288 million Rule 144A offering of 2.25% convertible senior notes due 2027
 - Xilinx, Inc. in its \$49 billion acquisition by Advanced Micro Devices, Inc. and in its offering of \$750 million of 2.375% senior notes due 2030
 - Lattice Semiconductor Corporation in its \$600 million acquisition of Silicon Image, Inc.
 - United Online, Inc. in its spin-off of FTD Companies, Inc.
 - Och-Ziff Capital Management Group, LLC in its restructuring and initial public offering, and 2011 follow-on offering
 - repatriation and integration planning for various *Fortune* 100 companies
- Mr. Giesselman also has represented U.S. and international investment banking clients on complex structured transactions and proprietary trades. He has been published in *Tax Notes* and *CCH International Tax Journal*.