

Counsel, Washington, D.C.

Tax



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Education

J.D., The University of Chicago
Law School, 2014

B.A., The University of Texas, 2011

Bar Admissions

Texas

District of Columbia

Kate Mathieu advises public and private companies on a broad range of domestic and international tax matters, primarily concentrating in corporate mergers, acquisitions and dispositions, spin-offs and partnership transactions.

Ms. Mathieu has experience counseling on the tax aspects of bankruptcy restructurings, initial public offerings, tax-equity financings and internal integration and restructuring transactions. She also advises clients on a variety of ESG-related matters.

Some of her significant representations include:

- General Mills, Inc. as special tax counsel in its \$8 billion acquisition of Blue Buffalo Pet Products, Inc.
- Eli Lilly and Company as special tax counsel in a tax-efficient separation of its global animal health business into a new public company called Elanco Animal Health Incorporated, which has a market value of \$11.2 billion. The separation was accomplished through a series of transactions, including a carve-out IPO by Elanco and a subsequent tax-free split-off of Eli Lilly's remaining interest in Elanco
- Liberty Mutual Insurance Group in its:
 - US\$1.5 billion sale of its Liberty Seguros personal and small commercial businesses in Brazil, Chile, Colombia and Ecuador to HDI International AG (Germany), a subsidiary of Talanx Group (Germany)
 - US\$2.5 billion sale of Liberty Seguros, S.A. (Spain) to Generali Group (Italy)
 - \$3.3 billion sale of Liberty Life Assurance Company of Boston, consisting of its group benefits and life and annuity businesses, to Lincoln Financial Group and Protective Life Insurance Company, respectively
 - acquisition of State Auto Group, pursuant to which State Automobile Mutual Insurance Company members became mutual members of Liberty Mutual Holding Company Inc. and Liberty Mutual Holding Company Inc. acquired, via a \$1 billion merger, all of the publicly held shares of common stock of State Auto Financial Corporation
 - acquisition of the global surety and credit reinsurance operations of AmTrust Financial Services, Inc.
- Massachusetts Mutual Life Insurance Company in the \$2.35 billion sale of its retirement plan business to Empower Retirement
- American International Group, Inc. in its strategic partnership with Stone Point Capital LLC to form an independent managing general agency to serve high-net-worth and ultra-high-net-worth markets
- OceanSound Partners in its acquisition of Gannett Fleming, a leading engineering and infrastructure solutions provider
- The Advisory Board Company in its \$2.6 billion sale of its health care business to OptumInsight, Inc. and its education business to affiliates of Vista Equity Partners LLC in response to Elliott Management Corporation's activist campaign

Kate L. Mathieu

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- Duke Energy Corporation in two transactions totaling \$2.4 billion: the \$1.2 billion sale of its Brazilian business to China Three Gorges Corporation and the \$1.2 billion sale of its international businesses in Peru, Chile, Ecuador, Guatemala, El Salvador and Argentina to I Squared Capital Advisors, LLC. This transaction was named Latin America Power M&A Deal of the Year by *Power Finance & Risk* and Cross-Border M&A Deal of the Year by *LatinFinance*
 - Citrix Systems, Inc. in the merger of its GoTo business with LogMeIn, Inc. through a Reverse Morris Trust transaction valued at \$1.8 billion
 - Peraton Corp., a portfolio company of Veritas Capital, in its:
 - acquisitions of Strategic Resources International and Solers, Inc.
 - \$690 million acquisition of the government IT services business of Harris Corporation
 - Excelitas Technologies Holding Corp., a portfolio company of Veritas Capital, in connection with a dual-track process that included a proposed initial public offering of common stock and culminated in an acquisition by funds sponsored by AEA Investors

Ms. Mathieu is an adjunct professor at George Washington University Law School, where she teaches a class on corporate income tax.