

Partner, Washington, D.C.

Mergers and Acquisitions; Corporate Governance



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## Education

J.D., Georgetown University Law Center, 1993 (*magna cum laude*, Order of the Coif; Articles Editor, *Georgetown Law Journal*)

B.S.E., University of Pennsylvania, 1989

## Bar Admissions

District of Columbia  
New York

## Experience

Law Clerk, Hon. Richard J. Cardamone,  
U.S. Court of Appeals, Second Circuit

Marc S. Gerber concentrates his practice in the areas of mergers and acquisitions, corporate governance, general corporate and securities regulation, and environmental, social and governance (ESG) matters. Mr. Gerber has represented purchasers and sellers in a wide variety of transactions, including private acquisitions and divestitures, negotiated and contested public acquisitions, and proxy fights.

Mr. Gerber represents numerous clients on a full range of corporate governance and related matters, including advising clients on compliance with the corporate governance provisions of the Dodd-Frank Act and the provisions of the Sarbanes-Oxley Act, the rules and regulations of the Securities and Exchange Commission (SEC) and the listing requirements of the New York Stock Exchange and Nasdaq Stock Market. In addition, he counsels clients on matters concerning their annual meetings and proxy statements, including responding to corporate governance and ESG-related shareholder proposals and interacting with shareholders and proxy advisory firms. Mr. Gerber also advises companies, boards of directors and board committees on corporate governance topics such as shareholder rights plans, advance notice bylaws, proxy access, board independence and board self-evaluation. He has been selected for inclusion in *Chambers USA: America's Leading Lawyers for Business* and in *Best Lawyers in America*, and was elected as a fellow of the American College of Governance Counsel.

Some of Mr. Gerber's significant transactions include the representation of:

- Alexander & Baldwin, Inc. in connection with its:
  - separation into two public companies, Alexander & Baldwin, Inc., a real estate and agribusiness company, and Matson, Inc., an ocean transportation company;
  - acquisition of Grace Pacific Corporation; and
  - conversion to a real estate investment trust;
- Spectra Energy Corp in its acquisition of the Express-Platte pipeline system from Kinder Morgan Energy Partners, LP, the Ontario Teachers' Pension Plan and Borealis Infrastructure;
- Human Genome Sciences, Inc. in its initially unsolicited, but subsequently agreed upon acquisition by GlaxoSmithKline plc;
- The Bureau of National Affairs, Inc. in its acquisition by Bloomberg Inc.;
- Global Insight, Inc., a provider of economic and financial information, in its acquisition by IHS Inc.;
- ArcelorMittal, an integrated metals and mining company, in its acquisition of the Mid Vol Coal Group;
- Fortunoff in its acquisition by NRDC Equity Partners LLC (the parent company of Lord & Taylor);
- the Special Committee of the Board of Directors of Total System Services, Inc., a provider of outsourced payment services, in the spin-off of Total System Services from Synovus Financial Corp.;

- Rite Aid Corporation in its acquisition of the Brooks and Eckerd drugstore chains from The Jean Coutu Group (PJC) Inc.;
- Banco Itaú S.A. in connection with restructuring its strategic marketing alliance with America Online Latin America, Inc.;
- Sul América S.A. in connection with expanding its joint venture with ING Insurance International B.V.;
- SunTrust Banks, Inc. in its proxy contest with Wachovia Corporation; and
- Great Western Financial Corporation in its proxy contest with H.F. Ahmanson & Co.

## Publications

- “SEC Approves Nasdaq Board Diversity Listing Standards,” *Skadden, Arps, Slate, Meagher & Flom LLP*, September 28, 2021
- “NYSE Restores Thresholds for Related Party Transactions,” *Harvard Law School Forum on Corporate Governance*, September 11, 2021
- “ESG in 2021 So Far: An Update,” *Skadden, Arps, Slate, Meagher & Flom LLP*, September 1, 2021
- “SEC Chair Gensler Outlines Roadmap for Climate Risk Disclosure Rulemaking,” *Skadden, Arps, Slate, Meagher & Flom LLP*, August 2, 2021
- “Voluntary Environmental and Social Disclosures,” *Harvard Law School Forum on Corporate Governance*, July 27, 2021
- “Shareholder Proposal No-Action Requests in the 2021 Proxy Season,” *Harvard Law School Forum on Corporate Governance*, July 10, 2021
- “Skadden Discusses SEC and ESG Disclosure,” *CLS Blue Sky Blog*, May 13, 2021
- “SEC Primed To Act on ESG Disclosure,” *Skadden Insights: Biden’s First 100 Days*, April 30, 2021
- “Directors’ Oversight Role Today: Increased Expectations, Responsibility and Accountability — A Macro View,” *Skadden, Arps, Slate, Meagher & Flom LLP*, April 22, 2021
- “Annual Meeting Filing and Disclosure Requirements,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 26, 2021
- “Delaware Court Enjoins an ‘Extreme’ Stockholder Rights Plan,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 4, 2021
- “ESG: Key Trends in 2020 and Expectations for 2021 (Part III of III),” *NYU Compliance & Enforcement Blog*, February 16, 2021
- “ESG: Key Trends in 2020 and Expectations for 2021 (Part II of III),” *NYU Compliance & Enforcement Blog*, February 11, 2021
- “ESG: Key Trends in 2020 and Expectations for 2021 (Part I of III),” *NYU Compliance & Enforcement Blog*, February 8, 2021
- “ESG: Many Demands, Few Clear Rules,” *Skadden, Arps, Slate, Meagher & Flom LLP*, February 3, 2021
- “ESG: Key Trends in 2020 and Expectations for 2021,” *Skadden, Arps, Slate, Meagher & Flom LLP*, February 1, 2021
- “US Corporate Governance: The Ascension of ESG,” *Skadden’s 2021 Insights*, January 26, 2021
- “Matters To Consider for the 2021 Annual Meeting and Reporting Season,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 14, 2020
- “ISS and Glass Lewis Release Updated Proxy Voting Guidelines,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 7, 2020
- “Nasdaq Proposes New Board Diversity Requirements,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 4, 2020
- “Preparing for the Shareholder Proposal Season,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 1, 2020
- “The New Normal: ESG Drivers and the COVID-19 Catalyst,” *Skadden, Arps, Slate, Meagher & Flom LLP and FTI Consulting*, November 12, 2020
- “Planning Ahead: Virtual Shareholder Meetings in the 2021 Proxy Season,” *Skadden, Arps, Slate, Meagher & Flom LLP*, September 30, 2020
- “Shareholder Proposal No Action Requests in the 2020 Proxy Season,” *Harvard Law School Forum on Corporate Governance*, September 27, 2020
- “SEC Adopts Amendments to Shareholder Proposal Rules,” *Skadden, Arps, Slate, Meagher & Flom LLP*, September 25, 2020