

Brian V. Breheny

Skadden

Partner, Washington, D.C.

SEC Reporting and Compliance; Mergers and Acquisitions;
Capital Markets; Corporate Governance



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Education

J.D., St. John's University School of Law, 1996 (*cum laude*; Editor, *St. John's Journal of Legal Commentary*; Member, *New York International Law Review*)

B.S., St. John's University, 1990
(*President's Society*, University's highest honor)

Bar Admissions

New York
District of Columbia

Government Service

Deputy Director, Division of Corporation Finance, U.S. Securities and Exchange Commission (2007-10)

Chief, Office of Mergers and Acquisitions, Division of Corporation Finance, U.S. Securities and Exchange Commission (2003-07)

Certifications

Certified Public Accountant

Brian V. Breheny is the founder and co-head of the firm's SEC Reporting and Compliance practice. Mr. Breheny concentrates his practice in the areas of capital markets, mergers and acquisitions, corporate governance, and general corporate and securities matters, advising companies, investors and boards of directors on a full range of SEC reporting, compliance and corporate governance matters. These representations include counseling on compliance with the provisions of the SEC's tender offer, going-private transaction, beneficial ownership, shareholder proposal and proxy rules and regulations.

Mr. Breheny advises a number of SEC reporting companies in connection with their ongoing public disclosure and shareholder communication obligations. In addition, he has counseled on several of the world's largest and most notable capital markets matters and mergers and acquisitions, including:

- **Activision Blizzard** in its \$75 billion acquisition by Microsoft Corporation
- **Altaba Inc.** (formerly Yahoo!) in its \$16 billion self-tender offer for its common stock in exchange for cash and Alibaba Group Holding Limited American depository shares
- **BlackRock, Inc.** in its \$12 billion acquisition of HPS Investment Partners and \$12.5 billion acquisition of Global Infrastructure Partners
- **DuPont** in its \$130 billion merger of equals transaction with The Dow Chemical Company
- **E*TRADE Financial Corporation** in its \$13 billion acquisition by Morgan Stanley
- **Intel Corporation** in its \$15.3 billion acquisition of Mobileye N.V.
- **Grab Holdings** in its \$40 billion merger with Altimeter Growth Corp. and its \$4 billion PIPE offering
- **Krispy Kreme** in its initial public offering
- **NXP Semiconductors N.V.** (Netherlands) in a variety of matters, including its proposed (but terminated) \$47 billion acquisition by Qualcomm Incorporated
- **Shopify, Inc.** in its initial public offering
- **Twenty-First Century Fox** in its \$71 billion acquisition by the Walt Disney Company and the related premerger spin-off of Fox Corporation, as well as in connection with its response to an unsolicited acquisition proposal by Comcast Corporation
- **The Walt Disney Company** in its \$4 billion acquisition of Lucasfilm Ltd.

Mr. Breheny has also held a number of Skadden leadership positions, including serving as a member of the Policy Committee, the firm's highest governing body.

Prior to joining Skadden, Mr. Breheny held a number of leadership positions in the Division of Corporation Finance at the SEC, including serving as chief of the Office of Mergers and Acquisitions as well as deputy director, legal and regulatory policy. In his position as chief of the SEC's Office of Mergers and Acquisitions, Mr. Breheny oversaw the legal and technical aspects of the administration of the Securities Act of 1933 as it related to tender offers and mergers; the proxy, beneficial ownership reporting, tender offer and going-private provisions of the Securities Exchange Act of 1934; and the rules, regulations, forms and procedures promulgated to implement these statutory provisions. As deputy director, he was a member of the senior staff of the commission with responsibility for the division's legal and regulatory policy support offices (chief counsel, chief accountant, mergers and acquisitions, international corporate finance, rulemaking, small business policy and enforcement liaison).

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Mr. Breheny also assisted the commission with its consideration of significant rule amendments in a number of areas including shareholder director nominations, tender offers, beneficial ownership reporting, electronic delivery of proxy materials, electronic shareholder forums, short sale disclosure, and proxy voting and shareholder communications.

Before joining the SEC, Mr. Breheny worked at another international law firm in its New York and London offices. During his previous seven years in private practice, he advised clients engaged in a broad range of merger and acquisition transactions, securities issuances, private equity investments, banking and public financings, fund formations and corporate reorganizations. Mr. Breheny began his career as a certified public accountant with KPMG LLP.

Mr. Breheny has served as a member of the board of directors of the Society for Corporate Governance and as chair of the society's diversity taskforce and has repeatedly been recognized by the National Association of Corporate Directors as part of its *Directorship 100*, a list of the most influential people in and around the boardroom. He has lectured extensively on topics such as mergers and acquisitions, corporate governance and the federal proxy rules, and shareholder voting. Mr. Breheny also has served as an adjunct securities law faculty member at the Georgetown University Law Center and Howard University School of Law. In addition, he is the co-author of *Beneficial Ownership Reporting: Schedules 13D and 13G*, a treatise published by Bloomberg BNA.

Mr. Breheny has been repeatedly recognized by *The International Who's Who of Corporate Governance Lawyers, Chambers USA* — where he is ranked in Band 1 and has been described as “absolutely at the top of the food chain” — and *The Best Lawyers in America*, which named him its 2024 Washington, D.C. Securities / Capital Markets Law Lawyer of the Year. He has also been honored as a Corporate Governance Thought Leader by *Lexology Index* (formerly *Who's Who Legal*) and one of *Lawdragon's* 500 Leading Lawyers in America and 500 Leading Dealmakers in America. Additionally, Mr. Breheny has been recognized as a BTI Client Service All-Star by BTI Consulting Group and elected as a fellow of the American College of Governance Counsel.

Associations

Co-Chair, Federal Regulation of Securities Committee, American Bar Association

Member, Board of Advisors, Securities and Exchange Commission Historical Society

Member, Board of Directors (2016-2020) and *Chair*, Diversity Taskforce (2016-2022), Society for Corporate Governance

Member (2011-2020), *President* (2015-2017) and *Treasurer* (2013-2015), Board of Directors, Association of Securities and Exchange Commission Alumni, Inc.

Chair and Member of Advisory Board, Annual Institute on Securities Regulation, Practising Law Institute

Member, Executive Committee, Securities Regulation Institute, Northwestern University School of Law

Member, Board of Advisors, TheCorporateCounsel.net

Member, Washington, D.C. Steering Committee, Williams Institute, UCLA Law School

Member, National Leadership Council and Washington, D.C. Leadership Committee, Lambda Legal

Member, Board of Directors and Finance Committee, *Treasurer*, The National LGBT Bar Association (2012-2015)

Member, St. John's University Board of Governors (2006-2017)

Member and Secretary, Board of Directors, Children's Law Center