# Kristin M. Davis

Skadden

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Executive Compensation and Benefits

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**Education**

J.D., Santa Clara University School of Law, 2003 (*magna cum laude*; Order of the Coif; Articles Editor, *Santa Clara Law Review*)

B.S., California Polytechnic State University, San Luis Obispo, 2000

**Bar Admissions**

California

**Publications**

Co-Author, "Section 409A: Top Ten Compliance Pitfalls," Practical Law Company, June 2012

Kristin Davis advises clients on executive compensation and employee benefits issues in connection with complex corporate transactions, including mergers and acquisitions, sales, spin-offs, and other private and public business combinations. She has extensive experience in the design, modification and negotiation of compensation arrangements, including employment agreements, and equity- and cash-based incentive plans and separation agreements.

Ms. Davis also advises clients on corporate governance matters and SEC guidelines governing executive compensation disclosure and reporting. She counsels on tax planning with respect to golden parachute excise tax issues, limitations on the deductibility of executive compensation, and the tax rules and consequences relating to nonqualified deferred compensation.

In recognition of her work, Ms. Davis has been named one of *Lawdragon*'s 500 Leading Corporate Employment Lawyers. She was also a key member of the deal teams recognized by the *Daily Journal* with California Lawyer Attorneys of the Year awards for innovative work on behalf of Broadcom Corporation in its acquisition by Avago Technologies (2016) and Intel Corporation in its acquisition of Mobileye N.V. (2018). Many of the matters on which she has worked were critical to Skadden's executive compensation and benefits practice being selected as one of *Law360*'s Practice Groups of the Year in 2018 and 2019.

Ms. Davis contributes regularly to Skadden client alerts and other publications, including the firm's annual *Compensation Committee Handbook.*

She has provided executive compensation advice in connection with the following transactions, among others:

- Activision Blizzard Inc. in its $75 billion acquisition by Microsoft Corporation
- Apex Technology Co., Ltd. (China) as a member of a buyer consortium in its $4 billion acquisition of Lexmark International Inc., one of the largest outbound acquisitions in the technology sector ever done by a Chinese investor
- Broadcom Corporation in numerous matters, including its $37 billion sale to Avago Technologies Limited; its $3.7 billion acquisition of NetLogic Microsystems, Inc.; and its $164 million acquisition of LTE-related assets from affiliates of Renesas Electronics
- Cadence Design Systems Inc. in its $170 million acquisition of Jasper Design Automation, Inc.
- Cavium, Inc. in its $1.4 billion acquisition of QLogic Corp.
- Essendant Inc. in its initially unsolicited, but subsequently agreed upon, $996 million acquisition by an affiliate of Staples, Inc.
- Hillshire Brands Company (formerly Sara Lee Corporation) in its $8.6 billion unsolicited acquisition by Tyson Foods, Inc.
- Intel Corporation in its $15.3 billion acquisition of Mobileye, N.V.; its proposed but terminated $5.4 billion acquisition of Tower Semiconductor; and its $4.2 billion joint venture with TPG Capital, L.P. to form an independent cybersecurity company called McAfee
- Juno Therapeutics, Inc. in its $11 billion acquisition by Celgene Corporation
- Livongo in its $18.5 billion acquisition by Teladoc Health

- Netflix, Inc. in its acquisition of Scanline VFX
- Nokia Corporation in the $7.1 billion sale of its devices and services business to Microsoft Corporation
- Otsuka Pharmaceutical Co., Ltd. in its $886 million acquisition of Astex Pharmaceuticals, Inc.
- PMC-Sierra, Inc. in several matters, including its $2.5 billion acquisition by Microsemi Corporation
- RPX Corporation in its $232 million acquisition of Inventus Solutions, Inc. from investors led by Clearlake Capital Group, LP
- SanDisk Corporation in several transactions, including its $19 billion acquisition by Western Digital and its $1.1 billion acquisition of Fusion-io, Inc.
- Silver Lake Partners in its acquisition of a majority stake in ServiceMax, Inc. from GE Digital LLC
- SurveyMonkey in its $800 million debt and equity recapitalization
- TiVo Inc. in its $1.1 billion acquisition by Rovi Corporation
- Visa Inc. in its proposed but terminated $5.3 billion acquisition of Plaid Inc.
- Xilinx, Inc. in its $49 billion acquisition by Advanced Micro Devices, Inc.
- Yahoo! Inc. in its $4.8 billion sale of its operating business to Verizon Communications Inc.