

Partner, Chicago

Mergers and Acquisitions; Capital Markets



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## Education

J.D., The University of Chicago Law School, 1987 (Associate Editor, *The University of Chicago Law Review*; Order of the Coif; Olin Scholar)

B.A., Dartmouth College, 1982  
(*summa cum laude*)

## Bar Admissions

Illinois

## Associations

Member, Board of Directors, Chicago Urban League

Member, Board of Directors, Institute for Inclusion in the Legal Profession

Chairman, Board of Directors, Chicago Foundation for Education

Member, Board of Directors, Chicago Shakespeare Theater

Member, Board of Trustees, Chicago Symphony Orchestra

Brian W. Duwe leads Skadden's Chicago office and concentrates his practice in the areas of mergers and acquisitions, corporate finance, and general corporate and securities matters. Mr. Duwe has represented buyers, sellers and their financial advisors in a wide variety of transactions, including negotiated and contested public acquisitions, private acquisitions and divestitures, cross-border transactions, management buyouts, restructurings, spin-offs, and joint ventures and other strategic alliances. He also has counseled issuers, selling shareholders and investment banks in public offerings and private placements of debt and equity securities.

In addition, Mr. Duwe advises clients regarding general corporate and securities matters, including securities law compliance, corporate governance issues, disclosure issues, stock repurchase programs, shareholder agreements and proxy contests. He has counseled numerous clients regarding shareholder activism and other governance and corporate control matters.

Mr. Duwe's clients have included, among others, Abbott Laboratories; Archer-Daniels-Midland Company; Ball Corporation; Cardinal Health, Inc.; CF Industries Holdings, Inc.; Deere and Company; Exelon Corporation; Guidant Corporation; Hartmarx Corporation; Kemper Corporation; Kraft Foods Group, Inc.; The Manitowoc Company, Inc.; Mondelez International, Inc.; Pactiv Corporation; Philip Morris International, Inc.; Sara Lee Corporation; Solo Cup Company; Steelcase, Inc.; Stryker Corporation; Suros Surgical Systems; US BioEnergy Corporation; U.S. Can Corporation; and VeraSun Energy Corporation.

Among his numerous M&A representations, Mr. Duwe advised CF Industries Holdings, Inc. in its unsolicited \$4.7 billion acquisition of Terra Industries and simultaneous defense of a hostile offer by Agrium, Inc. In its inaugural issue on innovative lawyers in the United States, the *Financial Times* recognized the deal as the most innovative M&A transaction. Mr. Duwe also has represented financial advisors and underwriters in various securities offerings and M&A transactions.

In addition to his practice, Mr. Duwe is active in firm management, including serving on Skadden's governing body, the Policy Committee and the Diversity Coordinating Committee.

Mr. Duwe lectures on corporate and securities law topics. He repeatedly has been selected in the Mergers & Acquisitions Law section of *The Best Lawyers in America* and in the Corporate/M&A section of *Chambers USA: America's Leading Lawyers for Business*. Mr. Duwe also was named in Lawdragon 500 Leading Lawyers in America.

## Publications

"There Are Compelling Reasons for M&A to Pick Up," *Dow Jones Investment Banker*, September 27, 2010

"August's Vacation from the M&A Doldrums," *Skadden, Arps, Slate, Meagher & Flom LLP*, September 22, 2010

Co-Author, "Oracle, eBay, & Martha Stewart: Director Independence and Special Committees in the New Era of Corporate Governance," *M&A Lawyer*, 2004