

Partner, New York

Mergers and Acquisitions



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Education

J.D., Harvard Law School, 1988
B.S., Carnegie Mellon University, 1985

Bar Admissions

New York

Associations

Member, Board of Trustees,
Carnegie Mellon University

Member, Board of Trustees,
NALP Foundation

Howard L. Ellin is a corporate attorney concentrating in mergers and acquisitions, securities law and general corporate matters. He focuses on a wide variety of transactions involving various industry groups and sectors, including private equity and leveraged buyouts, public and private acquisitions, corporate restructurings and financings, and general corporate advice. Mr. Ellin previously served on Skadden's Policy Committee.

Mr. Ellin's major M&A transactions and representations include:

Media and Entertainment

- 21st Century Fox, Inc. in its \$66 billion acquisition by The Walt Disney Company and the related pre-merger spin-off of certain businesses;
- 21st Century Fox, Inc. in its acquisition of the remaining stake in Sky plc it did not already own and its subsequent sale of its \$15 billion stake in Sky to Comcast Corporation;
- 21st Century Fox, Inc. and News Corporation in its spin-off and separation of its publishing and entertainment businesses into two independent, publicly traded companies;
- Wenner Media in Penske Media Corporation's strategic investment in the company and its sale of *Us Weekly* to American Media, Inc.;
- Univision Communications Inc. in its \$13.5 billion sale to a consortium of private equity investors that includes Texas Pacific Group; Thomas H. Lee Partners, L.P.; Madison Dearborn Partners, LLC; Providence Equity Partners Inc.; and investor Haim Saban;
- The Walt Disney Company in its \$4 billion acquisition of Lucasfilm Ltd.;
- News Corporation in its \$1 billion acquisition of Move, Inc., the owner of digital real estate site Realtor.com; its \$6 billion acquisition of Dow Jones and *The Wall Street Journal*; and previously in its acquisition of 34 percent of Direct TV, in its exchange offer for the remainder of Fox Entertainment Group and in its acquisitions of Intermix Media (MySpace), IGN Entertainment and its acquisition of Liberty Media Corporation's \$11 billion stake in News Corporation in exchange for News Corporation's 38 percent stake in The DIRECTV Group, Inc.;
- DISH Network Corporation in its \$1.4 billion acquisition of 100 percent of the equity of DBSD North America, Inc. Skadden also represented DISH Network as agent and lender under an \$87.5 million senior secured debtor-in-possession financing facility entered into with DBSD North America in connection with DBSD's Chapter 11 restructuring;
- Magazine sector transactions involving Rolling Stone LLC, Robb Report and Forbes Media LLC, among others;
- TV and radio station group transactions, including Hubbard Broadcasting, Inc. in its \$505 million acquisition of 17 radio stations from Bonneville International Corporation and Chris-Craft Industries in its \$5.4 billion sale to News Corporation;

Technology, High Growth Companies and Business Services

- Red Hat, Inc. in its \$34 billion acquisition by IBM Corporation;
- Spotify Limited in its acquisition of The Echo Nest Corporation, a music intelligence company; and Spotify Technology S.A. in its acquisitions of Anchor FM Inc., Gimlet Media Inc. and Cutler Media, LLC (also known as Parcast);
- Google in a variety of transactions including its \$625 million acquisition of Apigee, a software company specializing in application programming interfaces;
- BAI Brands LLC in its \$1.7 billion acquisition by Dr Pepper Snapple Group, Inc.;

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- 21st Century Fox and Hulu in various transactions related to Hulu;
 - News Corporation in partnership with Permira Advisers Ltd., a private equity firm in the United Kingdom, in their proposed \$3.7 billion going-private acquisition of NDS Group and subsequent \$5 billion sale of NDS Group to Cisco Systems, Inc.;
 - Capgemini S.A. in its \$4 billion acquisition of iGate Corporation;
 - IBM Corporation in its \$3.5 billion acquisition of PricewaterhouseCoopers Consulting;
 - Digital Equipment Corporation in its \$9.6 billion merger with Compaq Computer Corporation;

Gaming and Gaming Technology

- Bally Technologies, Inc., a manufacturer and distributor of gaming devices, in its \$5.1 billion acquisition by Scientific Games Corporation, a supplier of instant-win lottery tickets and a manufacturer of lottery terminals;
- WMS Industries Inc. in its \$1.5 billion acquisition by Scientific Games Corporation;
- SHFL entertainment, Inc. in its \$1.3 billion acquisition by Bally Technologies. Both companies are manufacturers and distributors of gaming devices;
- Video Gaming Technologies, Inc. in its \$1.4 billion acquisition by Aristocrat Leisure Ltd. (Australia);
- Poster Financial Group, Inc., a private equity firm, in its \$215 million acquisition of Golden Nugget Las Vegas and Golden Nugget Laughlin from MGM Mirage; and in Poster's sale of the Golden Nugget Hotels and Casinos to Landry's Restaurants Inc.
- Harveys Casino Resorts and Colony Capital Investors III, L.P. in the \$675 million sale of Harveys Casino Resorts to Harrah's Entertainment, Inc.;

Industrial and Consumer Products

- Mars, Incorporated in its:
 - proposed \$9.1 billion acquisition of VCA Inc.;
 - acquisition of Blue Pearl and Pet Partners, two of the largest privately owned chains of freestanding veterinary hospitals in the U.S.; and
 - \$2.9 billion acquisition of the Iams, Eukanuba and Natura pet food brands from The Procter & Gamble Company;
- McDonnell Douglas in its \$13.3 billion merger with Boeing;
- Landis+Gyr in its \$2.3 billion acquisition by Toshiba Corporation;
- Dubai Aerospace Enterprise Ltd. in its \$1.8 billion acquisition of Standard Aero Acquisition Holdings, Inc. from private equity firm The Carlyle Group. Standard Aero Acquisition Holdings

is a special purpose entity formed by Standard Aero Limited, a provider of aircraft maintenance services based in Canada;

- Apax Partners, a private equity and buyout firm, in its \$1.6 billion acquisition via auction of Tommy Hilfiger Corporation;
- Pacific Equity Partners Pty Limited, a leading Australasian private equity firm, in its leveraged buyout acquisition of an 82 percent stake for \$1 billion in The American Stock Transfer & Trust Company;
- National Financial Partners Corp. in its \$1.3 billion acquisition by Madison Dearborn Partners, LLC;

Health Care

- Express Scripts Holding Company in its \$67 billion acquisition by the Cigna Corporation;
- Express Scripts, Inc. in its \$29.1 billion acquisition of Medco Health Solutions, Inc. *The Am Law Daily* selected Mr. Ellin as a Dealmaker of the Week for his role on this transaction. This deal also was recognized in the 2012 *Financial Times* US Innovative Lawyers report;
- Express Scripts, Inc. in its \$4.7 billion acquisition of WellPoint Inc.'s NextRx subsidiaries and its attempted hostile takeover of Caremark Rx, Inc. for \$26 billion;
- MDVIP, Inc. in the acquisition by The Procter & Gamble Company of the remaining stake in MDVIP that it did not already own;

Real Estate, REITs

- Colony Capital, LLC in the \$660 million acquisition by Colony Financial, Inc. of substantially all of Colony Capital's real estate and investment management businesses and operations;
- Colony American Homes in its \$7.7 billion merger with Starwood Waypoint Residential Trust; and
- Babcock & Brown Limited, an investment firm in Australia, in the \$766 million acquisition of BNP Residential Properties, Inc., a real estate investment trust.

Among the private equity sponsors that Mr. Ellin has advised are Wasserstein & Co., First Reserve Corporation, Windward Capital Partners, Castle Harlan, Colony Capital, TD Capital, Poster Financial Group and PSP Investments. He also represents many companies in their dealings with private equity firms in going-private transactions, having represented Univision, National Financial Partners and AMC Entertainment Inc. when it was taken private by JP Morgan Partners and Apollo Investors.

Mr. Ellin was named as one of *The American Lawyer's* 2019 Deal-makers of the Year and repeatedly has been selected for inclusion in *Chambers Global*, *Chambers USA*, *Legal 500 U.S.*, *Lawdragon 500 Leading Lawyers in America* and *IFLR1000*. In 2018, he was included in *Variety's* Dealmakers Elite New York.