

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 (i) its \$71.3 billion acquisition by The Walt Disney Company and the related pre-merger spin-off of certain businesses, (ii) its acquisition of the remaining stake in Sky plc it did not already own and subsequent sale of its \$15 billion stake in Sky to Comcast Corporation, (iii) the spin-off and separation, alongside News Corporation, of its publishing and entertainment businesses into two independent, publicly traded companies and (iv) various transactions related to Hulu
- Mubadala Investment Company PJSC as one of the lead co-investors with Silver Lake in the going-private acquisition of Endeavor Group Holdings, Inc. at an enterprise value of \$25 billion
- 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 included Texas Pacific Group, Thomas H. Lee Partners, L.P., Madison Dearborn Partners, LLC, Providence Equity Partners Inc. and investor Haim Saban
- Reliance Industries Limited in its \$8.5 billion joint venture with Viacom 18 Media Private Limited and The Walt Disney Company to combine Viacom 18 and Star India Private Limited
- The Walt Disney Company in its \$4 billion acquisition of Lucasfilm Ltd.
- News Corporation in its (i) \$1 billion acquisition of Move, Inc., the owner of digital real estate site Realtor.com, (ii) \$6 billion acquisition of Dow Jones and *The Wall Street Journal*, (iii) acquisition of 34% of DirecTV, (iv) exchange offer for the remainder of Fox Entertainment Group, (v) acquisitions of Intermix Media (MySpace), IGN Entertainment and Liberty Media Corporation's \$11 billion stake in News Corporation in exchange for News Corporation's 38% stake in The DirecTV Group, Inc. and (vi) proposed \$3.7 billion going-private acquisition, alongside Permira Advisers Ltd., of NDS Group and subsequent \$5 billion sale of NDS Group to Cisco Systems, Inc.
- DISH Network Corporation in its \$1.4 billion acquisition of 100% 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)

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- Viagogo Entertainment in its \$4 billion acquisition of StubHub from eBay
 - Social Capital Hedosophia in its \$4.8 billion merger with Opendoor Labs and its \$1.5 billion merger with Virgin Galactic
 - Google in a variety of transactions, including its \$625 million acquisition of Apigee
 - BAI Brands LLC in its \$1.7 billion acquisition by Dr Pepper Snapple Group, 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. in its \$5.1 billion acquisition by Scientific Games Corporation
- 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
- Video Gaming Technologies, Inc. in its \$1.4 billion acquisition by Aristocrat Leisure Ltd.
- Poster Financial Group, Inc. in its (i) \$215 million acquisition of Golden Nugget Las Vegas and Golden Nugget Laughlin from MGM Mirage, and (ii) sale of 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:
 - \$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.
 - \$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
- LVMH Moët Hennessy Louis Vuitton S.E. in its \$16.2 billion acquisition of Tiffany & Co.
- 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 The Carlyle Group

- Apax Partners 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% 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 (i) \$67 billion acquisition by the Cigna Corporation, (ii) \$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), (iii) \$4.7 billion acquisition of WellPoint Inc.'s NextRx subsidiaries and (iv) 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 and REITs

- DigitalBridge, Inc. in the \$660 million acquisition by Colony Financial, Inc. of substantially all of DigitalBridge's real estate and investment management businesses and operations
- Colony American Homes in its \$7.7 billion merger with Starwood Waypoint Residential Trust
- Babcock & Brown Limited 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 has represented many companies in their engagements with private equity firms in going-private transactions, including Univision and National Financial Partners, as well as AMC Entertainment Inc. when it was taken private by JP Morgan Partners and Apollo Investors.

Mr. Ellin has been honored as one of America's Top M&A Lawyers by *Forbes* and named one of *The American Lawyer's* Dealmakers of the Year, in addition to being repeatedly selected for inclusion in *Chambers Global*, *Chambers USA*, *The Legal 500 U.S.*, *The Best Lawyers in America* and *IFLR1000*. He has also been recognized by *Lawdragon* as one of its Legends of Law, 500 Leading Lawyers in America, 500 Leading Global Entertainment, Sports & Media Lawyers and 500 Leading Dealmakers in America, as well as noted as one of *MergerLinks'* Top Private Equity Lawyers in North America and selected to *Variety's* Dealmakers Elite New York list.