



T: 213.687.5124
F: 213.621.5124
andrew.garelick@skadden.com

Education

J.D., University of California Hastings College of the Law, 1994 (*cum laude*)

B.S., San Diego State University, 1991 (*magna cum laude*)

Bar Admissions

California

Associations

Member, Board of Governors, USC Gould School of Law — LACBA Corporate Law Departments Section Institute for Corporate Counsel

Member, Board of Directors, Alliance for Children's Rights

Andrew D. Garelick focuses his practice on mergers and acquisitions, private equity and corporate restructurings. He also advises clients on corporate governance, securities law matters and stock exchange rules.

Mr. Garelick rejoined Skadden in February 2007 after spending several years in executive corporate development positions at new and early stage ventures and at a public company, where he served as vice president of mergers and acquisitions. In this position, he completed numerous acquisitions totaling in excess of \$1 billion.

Mr. Garelick has been selected for inclusion in *Chambers USA* and listed in *IFLR1000*. He also was a key member of the deal teams recognized in *The Recorder's* 2017 Corporate Department of the Year contest, in which Skadden took top honors in the U.S. M&A and Cross-Border M&A categories.

Mergers & Acquisitions

Notable M&A transactions in which Mr. Garelick has been involved include representing:

- The Walt Disney Company in its \$4 billion acquisition of Lucasfilm, its acquisition of a minority stake in Vice Media, and its partnership with Major League Baseball and the National Hockey League to form the streaming media company BAMTech;
- A&E Television Networks in its joint venture with Vice Media to launch a new cable channel called Viceland;
- Jimmy Iovine and Dr. Dre as principal shareholders of Beats Electronics and Beats Music in the \$3 billion sale of Beats to Apple;
- the special committee of Caesars Acquisition Company in CAC's merger with Caesars Entertainment Corporation and its \$2 billion acquisition of four casinos in Las Vegas and New Orleans;
- AdvancePierre Foods Holdings, Inc. in its \$4.2 billion acquisition by Tyson Foods, Inc.;
- the special committee of the board of directors of AMC Entertainment in connection with Silver Lake Partners' \$600 million investment in AMC;
- Two Roads Hospitality LLC in its \$480 million acquisition by Hyatt Hotels Corporation;
- CB Franchise Systems, LLC, owner of The Counter and BUILT Custom Burger franchises, in its sale to MTY Food Group Inc.;
- Hulu in its sale of a 10 percent stake to Time Warner;
- Dermalogica in its acquisition by Unilever;
- EMCORE Corporation in the sale of its tunable laser and transceiver product lines to NeoPhotonics Corporation;
- Evergreen Aviation in the sale of its unmanned vehicle systems business to an entity controlled by U.K.-based Babcock International and the sale of its helicopter business to Erickson Air-Crane Incorporated;
- Freedom Communications in its sale of the Orange County Register and numerous other print and online publications to multiple buyers;

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- the special committee of the board of directors of Wesco Financial Corporation in connection with Berkshire Hathaway's squeeze-out merger of Wesco;
 - Goldman Sachs as financial advisor to the board of directors of Illumina in Illumina's successful defense of a hostile tender offer from Roche Holding;
 - the founders of Skype Technologies in their participation in a consortium that re-acquired Skype from eBay; and
 - Wild Oats Markets in its sale to Whole Foods Markets.

Private Equity

Notable private equity transactions in which Mr. Garelick has been involved include representing:

- Oaktree Capital Management in its acquisition of a majority interest in My Alarm Center, LLC;
- Veritas Capital and their portfolio company Emergency Communications Network in its acquisition of Send Word Now;
- Ready Pac Foods and its majority shareholder, H.I.G. Bayside Capital, in its acquisition by Bonduelle SA;
- CircusTrix Holdings in the sale of a majority interest to an affiliate of Palladium Equity Partners;
- Tengram Capital and its portfolio company Robert Graham in connection with the combination of Robert Graham with Differential Brands Group, formerly Joe's Jeans;
- Oaktree Capital Management and its co-investors in connection with the sale of a majority of the stock of Alliance Healthcare Services, a publicly listed company, to Fujian Thai Hot Investment Company;
- Z Gallerie in its strategic partnership with Brentwood Associates;
- the Gold/Schiffer family in a going-private transaction involving 99 Cents Only Stores in partnership with Ares Capital Management;
- EMCORE Corporation in the sale of its space photovoltaics business to Veritas Capital;
- Evergreen International Aviation in the sale of its aircraft maintenance center to Relativity Capital; and
- Westwood One in its sale of a controlling interest to The Gores Group and its merger of equals with Dial Global, a company controlled by Oaktree Capital Management.

Corporate Restructuring

Notable restructuring transactions in which Mr. Garelick has been involved include representing:

- Paul Allen, as principal shareholder of Charter Communications, in Charter's prearranged Chapter 11 bankruptcy case, which was described by Judge James Peck as "the largest and most complex prearranged bankruptcy ever attempted";
- CIT Group in its prepackaged Chapter 11 bankruptcy case. The filing was the largest prepackaged bankruptcy solicitation in history, ranks as one of the largest by a financial institution and was the fifth-largest bankruptcy, by assets, ever;
- ION Media Networks in a comprehensive recapitalization that involved a cash tender offer, multiple exchange offers and the issuance of new subordinated debt. In 2008, this was recognized by The M&A Advisor as the Turnaround Deal of the Year in the Media, Telecom & Technology category and as the Refinancing Deal of the Year; and
- a Silver Point Capital/Oaktree Capital Management consortium in the restructuring of its investment in Studio City, a multibillion-dollar casino resort project in Macau.