

Partner, Washington, D.C.

Mergers and Acquisitions; Corporate Governance



T: 202.371.7233  
F: 202.661.8280  
marc.gerber@skadden.com

## Education

J.D., Georgetown University Law Center, 1993 (*magna cum laude*, Order of the Coif; Articles Editor, *Georgetown Law Journal*)

B.S.E., University of Pennsylvania, 1989

## Bar Admissions

District of Columbia  
New York

## Experience

Law Clerk, Hon. Richard J. Cardamone,  
U.S. Court of Appeals, Second Circuit

Marc S. Gerber concentrates his practice in the areas of mergers and acquisitions, corporate governance, and general corporate and securities matters. Mr. Gerber has represented purchasers and sellers in a wide variety of transactions, including private acquisitions and divestitures, negotiated and contested public acquisitions, and proxy fights.

Mr. Gerber advises numerous clients on a full range of corporate governance and related matters, including advising clients on compliance with the corporate governance provisions of the Dodd-Frank Act and the provisions of the Sarbanes-Oxley Act, the rules and regulations of the Securities and Exchange Commission (SEC) and the listing requirements of the New York Stock Exchange and NASDAQ Stock Market. In addition, he counsels clients on matters concerning their annual meetings and proxy statements, including responding to shareholder proposals and interacting with shareholders and proxy advisory firms. Mr. Gerber also advises companies, boards of directors and board committees on corporate governance topics such as shareholder rights plans, advance notice bylaws, proxy access, board independence and board self-evaluation. He has been selected for inclusion in *Chambers USA: America's Leading Lawyers for Business* and in *Best Lawyers in America*.

Some of Mr. Gerber's significant transactions include the representation of:

- Alexander & Baldwin, Inc. in connection with its:
  - separation into two public companies, Alexander & Baldwin, Inc., a real estate and agribusiness company, and Matson, Inc., an ocean transportation company;
  - acquisition of Grace Pacific Corporation; and
  - conversion to a real estate investment trust;
- Spectra Energy Corp in its acquisition of the Express-Platte pipeline system from Kinder Morgan Energy Partners, LP, the Ontario Teachers' Pension Plan and Borealis Infrastructure;
- Human Genome Sciences, Inc. in its initially unsolicited, but subsequently agreed upon acquisition by GlaxoSmithKline plc;
- The Bureau of National Affairs, Inc. in its acquisition by Bloomberg Inc.;
- Serco Group plc, an international service company, in its acquisition of SI International, Inc.;
- Global Insight, Inc., a provider of economic and financial information, in its acquisition by IHS Inc.;
- ArcelorMittal, an integrated metals and mining company, in its acquisition of the Mid Vol Coal Group;
- Fortunoff in its acquisition by NRDC Equity Partners LLC (the parent company of Lord & Taylor);
- the Special Committee of the Board of Directors of Total System Services, Inc., a provider of outsourced payment services, in the spin-off of Total System Services from Synovus Financial Corp.;

- Rite Aid Corporation in its acquisition of the Brooks and Eckerd drugstore chains from The Jean Coutu Group (PJC) Inc.;
- Banco Itaú S.A. in connection with restructuring its strategic marketing alliance with America Online Latin America, Inc.;
- Sul América S.A. in connection with expanding its joint venture with ING Insurance International B.V.;
- SunTrust Banks, Inc. in its proxy contest with Wachovia Corporation;
- Eastman Chemical Company in its acquisitions of McWhorter Technologies, Inc. and Lawter International, Inc.;
- Primark Corporation in its acquisition by The Thomson Corporation;
- KN Energy, Inc. in its merger with Kinder Morgan, Inc.; and
- Great Western Financial Corporation in its proxy contest with H.F. Ahmanson & Co.

## Publications

“Social Responsibility and Enlightened Shareholder Primacy: Views from the Courtroom and Boardroom,” *Harvard Law School Forum on Corporate Governance and Financial Regulation*, February 21, 2019

“How Can Boards of Directors Make Sense of the Current ESG Landscape?” *Wolters Kluwer*, February 15, 2019

“SEC Staff Issues Interpretive Guidance on Board Diversity Disclosures,” *Skadden, Arps, Slate, Meagher & Flom LLP*, February 12, 2019

“US Corporate Governance: Turning Up the Heat,” *Harvard Law School Forum on Corporate Governance and Financial Regulation*, February 10, 2019

“Matters to Consider for the 2019 Annual Meeting and Reporting Season,” *Skadden, Arps, Slate, Meagher & Flom LLP*, November 30, 2018

“Preparing for the Shareholder Proposal Season,” *Skadden, Arps, Slate, Meagher & Flom LLP*, November 20, 2018

“The SEC’s New Shareholder Proposal Guidance,” *Harvard Law School Forum on Corporate Governance and Financial Regulation*, November 12, 2018

“SEC Guides On Tackling Shareholder Proposals,” *Corporate Secretary*, November 1, 2018

“Equal Pay Audits: Voluntary Disclosure, Activism and Litigation,” *Skadden, Arps, Slate, Meagher & Flom LLP*, October 22, 2018

“Making Sense of the Current ESG Landscape,” *Harvard Law School Forum on Corporate Governance and Financial Regulation*, October 18, 2018

“SEC Modernizes Certain Disclosure Requirements,” *Skadden, Arps, Slate, Meagher & Flom LLP*, August 22, 2018

“SEC Issues Interpretive Guidance on Cybersecurity Disclosures,” *Skadden, Arps, Slate, Meagher & Flom LLP*, February 23, 2018

“Impact of SEC Guidance on Shareholder Proposals in the 2018 Proxy Season,” *Harvard Law School Forum on Corporate Governance and Financial Regulation*, July 4, 2018

“The Board’s Three ‘C’s’ of Corporate Governance: Composition, Communication and Connection,” *Skadden’s 2018 Insights*, January 23, 2018

“Matters to Consider for the 2018 Annual Meeting and Reporting Season,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 4, 2017

“SEC Staff Issues New Shareholder Proposals Guidance,” *Skadden, Arps, Slate, Meagher & Flom LLP*, November 6, 2017