

Partner, Washington, D.C.

Mergers and Acquisitions; Corporate Governance



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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, general corporate and securities regulation, and environmental, social and governance (ESG) matters. Mr. Gerber has represented many companies with respect to shareholder activism and takeover preparedness. He also has advised purchasers and sellers on a wide variety of transactions, including private acquisitions and divestitures, negotiated and contested public acquisitions, and proxy fights.

Mr. Gerber represents 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 corporate governance and ESG-related 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*, and was elected as a fellow of the American College of Governance Counsel.

Some of Mr. Gerber's significant representations have included:

- loanDepot, Inc. in connection with its settlement of a potential proxy contest with its founder
- Semtech Corporation in connection with its entry into a cooperation agreement with Lion Point Capital
- 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
 - 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.
- ArcelorMittal, an integrated metals and mining company, in its acquisition of the Mid Vol Coal Group

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- 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
 - Great Western Financial Corporation in its proxy contest with H.F. Ahmanson & Co.

Selected Publications

“2023 Annual Meeting Filing and Disclosure Requirements,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 13, 2023

“ESG in 2022 and Predictions for 2023,” *Skadden, Arps, Slate, Meagher & Flom LLP*, February 1, 2023

“What the SEC’s New Insider Trading Rules Mean for Directors,” *Skadden, Arps, Slate, Meagher & Flom LLP*, January 26, 2023

“ESG Momentum Remains Strong but May Face Headwinds in 2023,” *Harvard Law School Forum on Corporate Governance*, January 17, 2023, *TABBForum*, December 28, 2022, and Skadden’s 2023 Insights, December 13, 2022

“Exculpation of Personal Liability Expanded to Include Certain Corporate Officers,” *Harvard Law School Forum on Corporate Governance*, December 20, 2022

“SEC Amends Rules for Rule 10b5-1 Trading Plans and Adds New Disclosure Requirement,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 20, 2022

“Preparing for the 2023 Shareholder Proposal Season,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 6, 2022

“ESG Trends and Expectations,” *Harvard Law School Forum on Corporate Governance*, August 16, 2022

“Proposed Amendments to the Shareholder Proposal Rules,” *Harvard Law School Forum on Corporate Governance*, August 11, 2022

“SEC Increases the Unpredictability of the Shareholder Proposal No-Action Process,” *Harvard Law School Forum on Corporate Governance*, July 20, 2022

“SEC Proposes Amendments to the Shareholder Proposal Rules,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 15, 2022

“SEC Rescinds Certain 2020 Amendments to Rules Governing Proxy Advisors,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 14, 2022

“Hitting Reset or Flipping the Table? SEC Staff Significantly Increases the Unpredictability of the Shareholder Proposal No-Action Process,” *Skadden Insights*, June 2022

“SEC Proposes New Rules for Climate-Related Disclosures,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 24, 2022

“SEC Proposes New Rules for Cybersecurity Risk Management, Strategy, Governance and Incident Disclosure,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 11, 2022

“ESG: 2021 Trends and Expectations for 2022,” *Skadden, Arps, Slate, Meagher & Flom LLP*, February 11, 2022