

Partner, Washington, D.C.

Mergers and Acquisitions; Corporate Governance



T: 202.371.7233
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, 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:

- Foot Locker, Inc. in its acquisition by DICK'S Sporting Goods, Inc.
- 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:
 - \$2.3 billion sale to a joint venture formed by MW Group and funds affiliated with Blackstone Real Estate and DivcoWest
 - 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
 - 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

“Shareholder Proposal No-Action Requests in the 2025 Proxy Season: A Continuing Surge in Requests and a Favorable Regulatory Environment,” *Harvard Law School Forum on Corporate Governance*, October 7, 2025, and *Skadden Publication*, September 25, 2025

“SEC Grants No-Action Relief for Retail Voting Program,” *Skadden Publication*, September 18, 2025

“Prepare for Changes to the Shareholder Engagement Process,” *Harvard Law School Forum on Corporate Governance*, March 11, 2025, and *Skadden Publication*, March 7, 2025

“SEC Leadership Change Results in Key Policy Developments,” *Harvard Law School Forum on Corporate Governance*, March 4, 2025, and *Skadden Publication*, February 25, 2025

“How Best To Measure Your Board’s Effectiveness: FAQs,” *Skadden Publication / The Informed Board*, Winter 2025

“Skadden Offers a Review of ESG in 2024 and Key Trends for 2025,” *The CLS Blue Sky Blog*, January 9, 2025

“ESG: A Review of 2024 and Key Trends To Look for in 2025,” *Skadden Publication*, January 6, 2025

“Matters To Consider for the 2025 Annual Meeting and Reporting Season,” *Skadden Publication*, December 11, 2024

“Enhancing Controls and Procedures for Climate-Related Disclosures,” *Harvard Law School Forum on Corporate Governance*, December 10, 2024, and *Skadden Publication*, November 25, 2024

“Shareholder Proposal No-Action Requests in the 2024 Proxy Season,” *Harvard Law School Forum on Corporate Governance*, July 9, 2024, and *Skadden Publication*, June 2024

“SEC Climate Disclosure Rules: Your Questions Answered,” *Insights: The Corporate & Securities Law Advisor*, July 2024