

Partner, Palo Alto

Tax



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Education

J.D., Columbia Law School, 2006
(Kent Scholar)

B.S., State University of New York,
Albany, 2003 (*summa cum laude*)

Bar Admissions

California
New York

Publications

"The Distributed Ledger," *Skadden, Arps, Slate, Meagher & Flom LLP*,
Recurring publication

"The Tax Cuts and Jobs Act's Impact on
Cross-Border Transactions," *Skadden's
2020 Insights*, January 21, 2020

"IRS Issues Guidance Regarding Virtual
Currency Transactions," *Skadden, Arps,
Slate, Meagher & Flom LLP*, October
17, 2019

Nathan Giesselman advises public and private clients in a variety of internal and third-party transactions, with a particular focus on international planning for multinational clients; cross-border acquisition, disposition and restructuring transactions for both U.S. and international clients; and tax planning for private equity and entertainment industry clients.

Mr. Giesselman is recognized annually in *Chambers USA*, in which client commentators in the 2020 edition described him as "terrific, very knowledgeable and solutions-oriented." He has been included in *Euromoney's Rising Stars Expert Guide* and *Law360* also has named him several times as one of the publication's Rising Stars on the strength of his sophisticated work on behalf of his clients. Earlier in his career, the *Daily Journal* selected him as one of its Top 40 Under 40, an annual list of young California attorneys who are engaging in impactful, high-level work. He was a key member of the deal team recognized by the *Daily Journal* with a 2018 California Lawyer Attorney of the Year (CLAY) award for innovative work on behalf of Intel Corporation in its acquisition of Mobileye N.V.

Significant representations include:

- Intel Corporation in its:
 - \$15.3 billion acquisition of Mobileye, N.V.
 - \$4.2 billion joint venture with TPG Capital, L.P. to form the independent cybersecurity company McAfee;
 - \$1 billion sale of its smartphone modem business to Apple Inc.;
 - \$150 million sale of its home gateway platform division to MaxLinear, Inc.; and
 - sale of its Wind River subsidiary to TPG;
- E.I. du Pont de Nemours and Company in its:
 - \$130 billion merger-of-equals with The Dow Chemical Company. This deal was awarded the Americas M&A Deal of the Year at the 2016 International Tax Review Americas Awards;
 - sale of a portion of its crop protection business to FMC Corporation;
 - \$7.4 billion acquisition of Danisco;
 - \$4.9 billion sale of DuPont Performance Coatings;
 - its spin-off of The Chemours Company; and
 - various debt offerings;
- DuPont de Nemours, Inc. in its:
 - pending \$45.4 billion spin-off and merger of its Nutrition & Biosciences business with International Flavors & Fragrances Inc.;
 - spin-off of its Agricultural Division (now Corteva, Inc.) and the debut of DuPont as a standalone company;
 - spin-off of its Materials Science Division, which was renamed Dow;
 - \$725 million sale of its trichlorosilane business to Hemlock Semiconductor and the sale of its stake in the Hemlock joint ventures; and
 - \$6.25 billion offering of senior unsecured notes for Nutrition & Biosciences, Inc.;
- Livongo Health in its pending \$18.5 billion sale to Teladoc;
- Broadcom Corporation in its \$37 billion acquisition by Avago Technologies Limited. Mr. Giesselman was a key member of the team recognized by the *Daily Journal* with a 2016 California Lawyer Attorneys of the Year award for innovative work on this deal, which also

Nathan W. Giesselman

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- was named the Americas Technology and Telecom Tax Deal of the Year at the 2016 *International Tax Review* Americas Awards;
- Xperi Corporation in its \$3 billion merger with TiVo Corporation;
 - Theravance Inc. and Theravance Biopharm Inc.:
 - in the separation of the company into two publicly traded companies, Theravance and Theravance Biopharma;
 - in a \$450 million royalty monetization private placement;
 - in connection with the offering and sale by GlaxoSmithKline plc, acting through its subsidiary GSK Finance (No.3) plc, of \$280 million of senior notes due 2023 exchangeable into ordinary shares of Theravance Biopharma held by GSK and its affiliates; and
 - in a \$400 million royalty monetization private placement;
 - Hewlett Packard Enterprise Company in the spin-off of its enterprise services business and its merger with Computer Sciences Corp., as well as the spin-off of its software business and its combination with Micro Focus International plc;
 - Trinity Industries, Inc. in its spin-off of Arcosa, Inc.;
 - Cavium, Inc. in its \$1.4 billion acquisition of QLogic Corp. and in its \$6 billion acquisition by Marvell Technology Group Ltd.;
 - Platinum Equity Advisors, LLC in its concurrent acquisitions of the distribution business of Deluxe Entertainment Services Inc. and CineVizion;
 - beIN Media Group in its \$375 million sale of a 49% stake in Miramax, LLC to ViacomCBS Inc.;
 - United Talent Agency in its:
 - investment in Klutch Sports Group, LLC;
 - sale of minority stakes in the agency to PSP and Investcorp;
 - acquisition of two esports talent and marketing agencies;
 - acquisition of DBA Media;
 - acquisition of electronic music-focused Circle Talent Agency;
 - acquisition of a stake in Core Media Group;
 - acquisitions of AGM Securities and Greater Talent Network; and
 - acquisitions of Revolution Sports and Tidal Sports Group, LLC;
 - Hewlett-Packard Co. in the tax aspects of its separation into two companies, Hewlett Packard Enterprise Company and HP Inc.;
 - Ripple Labs Inc. (as co-counsel) in its strategic partnership with MoneyGram International, Inc.;
 - Hexaware Technologies Limited in its \$182 million acquisition of Mobiquity Inc.;
 - Visa Inc. in the tax aspects of its \$23.4 billion acquisition and integration of Visa Europe Limited; its \$1.4 billion sale of a 51% stake in Prisma Medios de Pago; and its pending \$5.3 billion acquisition of Plaid Inc.;
 - Pfizer Inc. in its integration of Wyeth and its initial public offering of Zoetis Inc.;
 - Silver Lake Partners in its acquisition of a majority stake in ServiceMax, Inc. from GE Digital LLC;
 - Total Produce plc in its \$300 million acquisition of a 45 percent stake in Dole Food Company, Inc. from David H. Murdock;
 - Westfield Corporation in its \$25 billion acquisition by Unibail-Rodamco SE and in the separation of its OneMarket business line;
 - Activision Blizzard, Inc. in its \$5.8 billion repurchase of shares from Vivendi;
 - Nokia Corporation in the \$7.2 billion sale of its devices and services business to Microsoft Corporation;
 - The Sage Group plc in its \$850 million acquisition of Intacct Corporation;
 - Revlon, Inc. in its \$660 million acquisition of The Colomer Group;
 - Permira Funds in its \$1.1 billion sale of Renaissance Learning Inc.;
 - SanDisk Corporation in its \$19 billion acquisition by Western Digital Corporation and its \$1.1 billion acquisition of Fusion-io;
 - BTG Pactual in a 2010 \$1.8 billion investment by various sovereign wealth and private equity funds, its 2012 initial public offering and various debt offerings;
 - Viking Cruises Ltd in its \$675 million Rule 144A/Regulation S high-yield offering of 13.000% senior secured notes due 2025;
 - Natera, Inc. in its \$288 million Rule 144A offering of 2.25% convertible senior notes due 2027;
 - Xilinx, Inc. in its pending \$35 billion acquisition by Advanced Micro Devices, Inc. and in its offering of \$750 million of 2.375% senior notes due 2030;
 - Lattice Semiconductor Corporation in its \$600 million acquisition of Silicon Image, Inc.;
 - United Online, Inc. in its spin-off of FTD Companies, Inc.;
 - Och-Ziff Capital Management Group, LLC in its restructuring and initial public offering, and 2011 follow-on offering; and
 - repatriation and integration planning for various *Fortune* 100 companies.
- Mr. Giesselman also has represented U.S. and international investment banking clients on complex structured transactions and proprietary trades. Mr. Giesselman has been published in *Tax Notes* and *CCH International Tax Journal*.
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