

Thomas W. Greenberg

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Mergers and Acquisitions; Corporate Governance



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Education

J.D., New York University School of Law, 1994 (*cum laude*; Articles Editor, *New York University Law Review*)

B.A., Cornell University, 1991

Bar Admissions

New York

Thomas W. Greenberg is a corporate attorney whose practice focuses on mergers and acquisitions (negotiated and hostile), private equity investments, securities transactions and other corporate matters. Mr. Greenberg represents public and private buyers, sellers and target companies, private equity firms and investment banks in a variety of U.S. and cross-border acquisitions and dispositions, spin-offs, investments, joint ventures, restructurings and financings. He also counsels companies on shareholder activism, securities law compliance and corporate governance matters.

Mr. Greenberg has represented clients across a wide variety of industries. Selected representations include the following:

- Altice International in the pending \$1 billion sale of its global video advertising platform Teads SA to U.S.-based ad tech company Outbrain Inc.
- the Special Committee of Myovant Sciences Ltd. in the \$1.7 billion acquisition by Sumitovant Biopharma Ltd. of the shares of Myovant it did not already own
- Aircastle Limited in its \$7.4 billion merger with Marubeni Corp. and Mizuho Leasing Co. Ltd.
- Fortive Corporation in:
 - the 80.1% spin-off of Vontier Corporation and subsequent disposition of its remaining stake
 - a \$3 billion reverse Morris trust transaction involving the merger of its automation and specialty business with Altra Industrial Motion Corp. and split-off exchange offer of shares of the combined business for shares of Fortive common stock
- Embraer S.A. and its subsidiary, Embraer Aircraft Holding, Inc., in its urban air mobility subsidiary's (EVE UAM, LLC) business combination with Zanite Acquisition Corp. at an equity value of \$2.9 billion. As a result of the business combination, Zanite changed its name to Eve Holding, Inc., was listed on the NYSE and became the parent of EVE UAM, LLC
- Embraer SA in its \$5.2 billion commercial aviation joint venture with The Boeing Company, and a related joint venture to promote and develop new markets for military transportation aircraft
- Danaher Corporation in the separation and spin-off of Veralto Corporation; the initial public offering and split-off of Envista Holdings Corporation; its \$5.7 billion acquisition of Abcam plc; the separation and spin-off of Fortive Corporation; a \$2.6 billion Reverse Morris Trust transaction involving the merger of its communications business with NetScout Systems, Inc.; and in its prior acquisitions of Integrated DNA Technologies, Inc., Devicor Medical Products, Nobel Biocare, Keithley Instruments Group, Inc. and Implant Direct
- The Hershey Company in its \$1.6 billion acquisition of Amplify Snack Brands, Inc.
- TAL International Group, Inc. in its \$8.7 billion merger-of-equals transaction with Triton Container International Limited
- BridgeBio Pharma, Inc. in the \$2.8 billion acquisition of the shares of Eidos Therapeutics, Inc. it did not already own
- Frontier Communications Corp. in its \$10.54 billion acquisition of the wireline operations from Verizon Communications Corp. and its \$2 billion acquisition of the Connecticut wireline business of AT&T Inc.
- Becton, Dickinson & Co. in its \$24 billion acquisition of C.R. Bard, Inc. and in its \$12.2 billion acquisition of CareFusion Corp.

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- The Coca-Cola Company in its 16.7% investment in and strategic partnership with Monster Beverage Corporation; and its 16% investment in and strategic partnership with Green Mountain Coffee Roasters, Inc.
- Delta Galil Industries, Ltd. in its acquisitions of Eminence SAS and of the Contemporary Brands business of VF Corp.
- Anheuser-Busch Companies, Inc. in its \$52 billion acquisition by InBev N.V.; and Anheuser-Busch InBev in its \$20.1 billion acquisition of the remaining stake of Grupo Modelo, S.A.B. de C.V. it did not previously own
- E.I. du Pont de Nemours and Company in its \$4.9 billion sale of DuPont Performance Coatings to The Carlyle Group; its \$6.3 billion acquisition of Danisco A/S; the \$4.2 billion sale of its INVISTA textiles and interiors business to Koch Industries, Inc.; and the \$7.8 billion sale of its pharmaceutical business to Bristol-Myers Squibb Company, as well as other acquisition, disposition and joint venture transactions
- Pfizer Inc. in the carve-out restructuring of its animal health business into a separate company called Zoetis Inc. and the \$2.6 billion initial public offering of Zoetis; and Pfizer's acquisition of Ferrosan Consumer Health from Altor 2003 Fund GP Limited, a private equity firm
- Realogy Corporation in its mortgage joint venture with Guaranteed Rate, Inc.; its \$9 billion acquisition by Apollo Management, L.P.; an \$851 million modified "Dutch auction" self-tender offer; a debt-for-debt exchange transaction; and its parent, Realogy Holdings Corp., in the \$400 million sale of its Cartus relocation services business to SIRVA, Inc.; and its \$1.7 billion initial public offering, which was named among the top matters in the Finance category in the *Financial Times'* 2013 U.S. Innovative Lawyers report
- HCP, Inc., a REIT, in its \$6.1 billion acquisition of the real estate assets of HCR ManorCare, Inc.
- American Express Company in its acquisitions of Revolution Money, Inc. and Accertify, Inc.
- American Standard Companies, Inc. in the spin-off of its vehicle control systems business, the \$1.8 billion sale of its bath and kitchen business and the \$10 billion sale of Trane Inc. to Ingersoll-Rand Company Limited
- Aztar Corporation in its initial merger agreement with Pinnacle Entertainment Inc. and the bidding war culminating in its \$2.78 billion acquisition by Columbia Entertainment
- Cendant Corporation in connection with its separation into four companies through the spin-offs of Realogy Corporation and Wyndham Worldwide Corporation and the sale of Travelport Inc., as well as various acquisitions, including those of Sotheby's International Realty, Inc.; The DeWolfe Companies, Inc.; NRT Incorporated; Texas American Title Company; and Trip Network, Inc.

Mr. Greenberg also has represented private equity firms and their portfolio companies in a variety of acquisitions and dispositions, including:

- SDC Capital Partners as a co-investor with Aligned Data Centers in the \$1.8 billion acquisition of the Odata companies in Latin America
- SDC Capital Partners, LLC in its acquisition of a majority stake in Summit Infrastructure Group, Inc. and other transactions
- The Carlyle Group in its \$600 million investment in the Brazilian hospital chain Rede D'Or São Luiz
- Fortress Investment Group LLC in its acquisition of American General Finance, Inc., its \$2.8 billion acquisition of Intrawest Corporation, its \$2.3 billion acquisition of Florida East Coast Industries, Inc., and its sale of Iroko Holdings, LLC
- Trimaran Capital Partners LLC in its acquisition of Fortunoff stores and El Pollo Loco, Inc.
- Apollo Advisors, Thomas H. Lee, Beacon Capital Partners and other private equity investors in the \$1 billion recapitalization of Wyndham International, Inc., and in the subsequent sale of Wyndham International, Inc. to the Blackstone Group
- the principal investment area of Goldman Sachs Group, Inc. in connection with the formation and subsequent recapitalizations of the Yankees Entertainment and Sports Network (YES Network), and in its sale of a 49% stake in the YES Network to News Corporation
- GMM Capital LLC in its acquisition with Prentice Capital Management, LP of Goody's Family Clothing, Inc., its terminated acquisition of Gadzooks, Inc. in a bankruptcy auction and various other investments
- Prentice Capital Management, LP in its acquisition of the assets of Levitz Home Furnishings, Inc. in a bankruptcy auction

Mr. Greenberg also has advised investment banking clients in transactional and financial advisory work, including Citibank as financial advisor to CorpBanca in its merger with Banco Itaú Chile; JP Morgan as financial advisor to Perrigo Company in its \$4.5 billion acquisition of Omega Pharma NV; and Evercore Partners, LLC as financial advisor to the Strategic Transaction Committee of Affiliated Computer Services, Inc. in its \$6.4 billion acquisition by Xerox Corporation.

In recognition of his work, Mr. Greenberg has been named one of *Lawdragon's* 500 Leading Dealmakers in America and to *The Best Lawyers in America*. He has also been recognized as a BTI M&A Client Service All-Star and one of *Law360's* Mergers and Acquisitions MVPs.