

Partner, Chicago

Mergers and Acquisitions; Capital Markets



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Education

J.D., Georgetown University
Law Center, 1994

B.S., Columbia University, 1991

Bar Admissions

Illinois
District of Columbia

Shilpi Gupta concentrates on mergers and acquisitions, corporate finance and other corporate governance and securities matters. Mr. Gupta has represented companies acting as acquirers or sellers, as well as investment banking clients, in mergers, stock and asset acquisitions and divestitures, takeovers (negotiated and contested), venture capital transactions, restructurings, joint ventures and other strategic alliances. He also has represented issuers and investment banking institutions in initial and other public offerings, private placements of securities and high-yield debt transactions.

In addition, Mr. Gupta advises clients regarding general corporate and securities matters, including securities law compliance, corporate governance issues, disclosure issues, stock repurchase programs, shareholder agreements, severance arrangements and proxy contests.

Mr. Gupta has represented, among others:

- The Middleby Corporation in its proposed but terminated \$4.3 billion enterprise value acquisition of Welbilt, Inc.;
- Ball Corporation in its \$6.9 billion acquisition of Rexam PLC;
- Ball Corporation and Rexam PLC in the \$3.4 billion sale of select metal beverage can assets, support locations and functions in Europe, Brazil and the United States to Ardagh Group S.A.;
- American Capital, Ltd. in its sale to Ares Capital Corporation, excluding American Capital Mortgage Management, LLC, for \$3.43 billion and its sale of American Capital Mortgage Management to American Capital Agency Corp. for \$562 million;
- Visteon Corporation, a manufacturer of auto parts, in the \$3.6 billion sale of its 70% stake in Halla Visteon Climate Control Corp. to an affiliate of Hahn & Company and Hankook Tire Co., Ltd.;
- IDEX Corporation in its \$224 million acquisition of Akron Brass Holding Corp.;
- Digital River, an e-commerce outsourcing company, in its \$840 million acquisition by an investor group led by Siris Capital Group;
- Synagro Technologies, a provider of environmental services, in its \$465 million acquisition by EQT Infrastructure II, a private equity fund of EQT Partners AB (Sweden), as part of an approved reorganization plan. This transaction was named as the Distressed M&A Deal of the Year (Over \$100mm to \$1 Billion) for 2013 by The M&A Advisor;
- Visteon Corporation in the \$1.5 billion sale of its 50% stake in Yanfeng Visteon Automotive Trim Systems Co., Ltd., a joint venture between Visteon and Huayu Automotive Systems Co., Ltd. (HASCO), to HASCO;
- Kraft Foods Group, Inc. in its \$26.3 billion spin-off from Kraft Foods, Inc. After closing, Kraft Foods, Inc. was renamed Mondelez International, Inc.;
- Kinetic Concepts, Inc. in its \$6.3 billion acquisition by a consortium of funds advised by Apax Partners, together with controlled affiliates of Canada Pension Plan Investment Board and the Public Sector Pension Investment Board;
- Severstal Columbus in its \$525 million high-yield offering of 10.25% first-lien secured notes due 2018 and its \$200 million credit facility;

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- Oshkosh Truck Corporation in its \$3.2 billion acquisition of JLG Industries, Inc.;
 - Kinetic Concepts, Inc. in its \$1.7 billion acquisition of LifeCell Corporation and in its \$690 million Rule 144A offering of 3.25% convertible senior notes due 2015;
 - National Steel Corporation in the sale of substantially all of its assets for \$1.05 billion to United States Steel Corporation;
 - Sears, Roebuck and Co. in its \$1.9 billion acquisition of Lands' End, Inc.;
 - Supervalu, Inc. in its \$1.6 billion acquisition of Richfood Holdings, Inc.;
 - American Equity Investment Life Holding Company in connection with the unsolicited proposal from Athene Holding Ltd. with Massachusetts Mutual Life Insurance Company to purchase all of the outstanding shares of American Equity Life;
 - American Equity Investment Life Holding Company in its pending strategic partnership with Brookfield Asset Management Inc., which includes up to \$10 billion of reinsurance with Brookfield and Brookfield acquiring a 19.9% ownership stake in American Equity for not less than \$672 million;
 - American Equity Investment Life Holding Company in its \$215 million initial public offering of its common stock, its \$250 million contingent convertible senior notes offering and related resale registration offering, its \$164 million primary offering of common stock and numerous transactions involving the sale of trust preferred securities by wholly owned trusts;
 - OAO Severstal in the formation of and investment in its \$880 million newly created joint venture SeverCorr and its \$285 million acquisition out of bankruptcy of substantially all of the assets of Rouge Industries, Inc.;
 - Ball Corporation in its \$600 million acquisition of U.S. Can Corporation, acquisition of certain assets from subsidiaries of Alcan Inc. and financings related to such acquisitions;
 - Ivex Packaging Corporation in its sale to Alcoa, Inc. for \$800 million and the spin-off of Packaging Dynamics Corporation from Ivex;
 - Playboy Enterprises, Inc. in its \$115 million secured high-yield debt offering and in its acquisition of several private companies;
 - US Airways in its \$1.5 billion shelf registration of pass-through certificates and related offerings of pass-through certificates;
 - The Middleby Corporation in its bid to acquire Enodis plc and financings in connection therewith;
 - the special committee of the board of directors of The Middleby Corporation in connection with the \$84 million repurchase of the company's common stock from its chairman and his family, the related refinancing of the company's senior bank facility and the underwritten secondary offering of shares by its former chairman and his family;
 - The Middleby Corporation in its acquisition of numerous private companies;
 - Huron Consulting Group Inc. in its sale of Huron Legal to Consilio, Inc., as well as numerous acquisitions, including The Studer Group LLC, Cloud62 Inc., Healthcare Services Management Inc., MyRounding, Innosight LLC, the U.S. assets of ADI Strategies, Inc. and Rittman Mead Consulting Pvt. Ltd.;
 - Black Diamond Capital in the restructuring of Smarte Carte Corporation;
 - Packaging Dynamics Corporation in its sale to Thilmany, L.L.C.;
 - Chorus Communications Group, Ltd. in its sale to Telephone and Data Systems, Inc. for \$240 million; and
 - Madison River Telephone Company in its exchange of securities and the settlement of certain payment obligations owed to certain stockholders.
- Mr. Gupta counsels public companies including The Middleby Corporation, American Equity Investment Life Holding Company, Ball Corporation, Huron Consulting Group Inc. and R. R. Donnelley & Sons Company on corporate governance matters.
- He also has represented financial advisors and underwriters in connection with various securities offerings and mergers and acquisitions transactions.
- Mr. Gupta has been recognized by *Chambers USA* and also has been selected for inclusion in *The Best Lawyers in America* for M&A. He also was named as a 2019 BTI Client Service All-Star by BTI Consulting Group and a 2019 Notable Gen X Leader in Law by *Crain's Chicago Business*.