

Partner, New York

Mergers and Acquisitions; Private Equity



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## Education

J.D., Columbia Law School, 2011  
(James Kent Scholar)

B.S., Georgetown University, 2005  
(*cum laude*)

## Bar Admissions

New York

## Publications

"Putting the Best Spin on Corporate Splits," *The M&A Lawyer*, March 2023

"Boards and M&A: Playing, and Winning, the Game of Regulatory Risk," *The M&A Lawyer*, October 2022

"Navigating M&A Divestiture Complexities," *New York Law Journal*, October 2017

Kyle Hatton regularly advises public and private companies, private equity firms and financial institutions on a variety of corporate matters, including mergers, acquisitions, divestitures, spin-offs, joint ventures and shareholder activism, as well as strategic portfolio reviews, corporate governance and policy issues. He has extensive experience counseling on mergers of equals, regulatory remedies and business carve-out transactions.

In recognition of his work, Mr. Hatton has been named one of Lawdragon's 500 Leading Dealmakers in America.

Examples of Mr. Hatton's representations include:

- DuPont in numerous transactions, including its:
  - \$130 billion merger of equals with The Dow Chemical Company
  - business swap with FMC Corporation exchanging portions of DuPont's crop protection business for FMC's health and nutrition business and cash
  - \$45.4 billion reverse Morris trust spin-off and merger of its nutrition and biosciences business with International Flavors & Fragrances Inc.
  - \$11 billion sale of DuPont's mobility and materials business to Celanese
  - proposed (but terminated) \$5.2 billion acquisition of Rogers Corporation
  - \$1.75 billion acquisition of Spectrum Plastics
  - \$1.8 billion sale of DuPont's Delrin business to funds managed by The Jordan Companies
  - announced intent to spin off its electronics business
  - proxy contest with Trian Partners
- DowDuPont in the separation of its materials science, agriculture and specialty products businesses through the \$39 billion spin-off of Dow, Inc. and \$19 billion spin-off of Corteva, Inc.
- Honeywell International, Inc. in its announced plan to spin off Solstice Advanced Materials, its advanced materials business
- Holcim Ltd. in the planned separation and U.S. listing of Amrize, its North American business
- Twenty First Century Fox in connection with its \$85 billion sale to The Walt Disney Company; its pre-merger \$23 billion spin-off of Fox Corporation; its response to an unsolicited acquisition proposal by Comcast Corporation; and its \$15 billion sale of its stake in Sky plc to Comcast and previously proposed acquisitions of the publicly held portion of Sky it did not already own
- Willis Towers Watson plc in its proposed (but terminated) \$90 billion business combination with Aon plc, the \$4 billion sale of its treaty reinsurance business to Arthur J. Gallagher & Co. and its formation of a greenfield joint venture with Bain to relaunch its treaty reinsurance business
- International Flavors & Fragrances, Inc. in numerous transactions, including:
  - the \$2.9 billion sale of its pharma solutions business to Roquette
  - the \$810 million sale of its cosmetics ingredients business to Clariant

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- Apartment Investment and Management Company in its \$10.4 billion reverse spin-off of Apartment Income REIT Corp.; in its defense against a consent solicitation and a proxy contest by Land & Buildings Investment Management; and in various acquisitions, dispositions and joint venture transactions
  - Apartment Income REIT Corp. in its \$10 billion going-private sale to Blackstone and in numerous acquisitions, dispositions and joint venture transactions
  - TKO Group Holdings, Inc.'s special committee of the board of directors in connection with its \$3.25 billion acquisition of Professional Bull Riders, IMG and On Location Events from Endeavor Group Holdings, Inc., TKO's controlling stockholder
  - Apax Partners in numerous transactions, including its acquisitions to create Bonterra LLC; its sale of ECI Software Solutions to Leonard Green & Partners and its reacquisition of a controlling stake in ECI; its acquisition of a majority stake in a joint venture with Accenture centered on the Duck Creek global insurance software business; and its acquisition of a controlling interest in FullBeauty Brands
  - News Corporation in its \$950 million tender offer and purchase of Move, Inc.
  - Mars, Inc. in its \$9.1 billion acquisition of VCA, Inc. and \$2.9 billion acquisition of Procter & Gamble's pet food business and related structuring activities
  - The Scotts Miracle-Gro Company in the separation of its lawn service business and contribution thereof to a joint venture with TruGreen, a Clayton, Dubilier & Rice portfolio company, and a subsequent leveraged recapitalization
  - The National Hockey League in agreements with team owners and third parties regarding ownership changes, financing and league rules
  - Protective Insurance Corporation's special committee of the board of directors in connection with its response to control share transactions and business combinations proposed by a group of shareholders controlling in excess of 40% of outstanding voting shares; and its sale to The Progressive Corporation
  - Kelso & Company in its acquisition and subsequent sale of Physicians Endoscopy
  - Bally Technologies in its \$3.1 billion sale to Scientific Games Corporation
  - SHFL entertainment in its \$1.3 billion sale to Bally Technologies
  - VGT Corporation in its \$1.3 billion sale to Aristocrat Leisure Limited
  - TPG in its acquisition of Assisted Living Concepts
  - ANGI Homeservices Inc. in its acquisition of Handy Technologies, Inc.
  - IAC/InterActiveCorp in its acquisition of ValueClick, Inc.'s Owned and Operated Websites segment
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