

Partner, Palo Alto

Capital Markets; Mergers and Acquisitions



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#### Education

J.D., Boalt Hall School of Law, 1992  
(University of California at Berkeley)

B.A., University of California at Los Angeles, 1989 (College of Honors)

#### Bar Admissions

California

#### Associations

Board Member, BUILD, Inc. (2006-2008)

Thomas J. Ivey is head of Skadden's Palo Alto M&A/Corporate Group. He represents clients in a broad range of corporate and securities law matters, advising public and private companies in complex transactions, including the issuance of equity and debt, mergers, acquisitions, joint ventures, exchange offers and restructurings. Mr. Ivey is a frequent adviser to boards of directors on corporate governance and activist situations. He regularly represents underwriters, placement agents and financial advisors in technology-related transactions.

Mr. Ivey is recognized annually as a leading lawyer in *Chambers USA*, in which Skadden's Palo Alto M&A practice is the only Corporate/M&A practice in the San Francisco Bay Area to be ranked in the publication's prestigious Band 1. Clients in the 2020 edition of *Chambers USA* describe him as "thoughtful, deeply knowledgeable and responsive." Mr. Ivey also repeatedly has been recognized in *Chambers Global* and has been named in *IFLR1000* and *Best Lawyers in America*. He was a key member of the deal teams recognized in connection with several of *The Recorder's* Corporate Department of the Year contests, in which Skadden's California corporate team took top honors in a number of categories.

Mr. Ivey's representative transactions include advising:

- more than two dozen companies on SPAC IPOs and de-SPAC transactions, including:
  - Schwartz Capital Group, the founder and manager of Opportunity Financial, LLC (OppFi), in OppFi's merger with FG New America Acquisition Corp.;
  - Tech and Energy Transition Corporation, a SPAC sponsored by Macquarie, in its \$385 million initial public offering; and
  - WL Ross Holding Corp. in its \$1.6 billion acquisition of Nexeo Solutions Holdings, LLC and its \$500 million initial public offering;
- McClatchy Company, the nation's second-largest newspaper company, in its restructuring, including the \$312 million sale of substantially all of its assets to its largest bondholder Chatham Asset Management;
- ServiceNow, Inc. in its \$1.5 billion offering of 1.400% notes due 2030;
- Autodesk, Inc. in its \$500 million offering of 2.850% notes due 2030;
- 8x8, Inc. in its \$75 million Rule 144A/Regulation S offering of 0.50% convertible senior notes due 2024;
- the special committee of the SolarCity board of directors in the company's \$2.6 billion sale to Tesla Motors, Inc.;
- The Public Investment Fund of the Kingdom of Saudi Arabia in its \$3.5 billion investment in Uber Technologies Inc.;
- Lattice Semiconductor Corporation in its proposed \$1.3 billion acquisition by Canyon Bridge Capital Partners Inc.; and in its \$600 million acquisition of Silicon Image, Inc.;

# Thomas J. Ivey

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- Yahoo! Inc. in connection with Alibaba Group Holding Limited's \$25 billion initial public offering and listing on the New York Stock Exchange. Pursuant to the IPO, Yahoo! sold a portion of its stake in Alibaba for more than \$9 billion;
  - Azure Power Global Limited (India) in its initial public offering of equity shares and listing on the New York Stock Exchange and in its concurrent private placement, raising a combined \$136 million;
  - the underwriters of SolarCity Corporation in its initial public offering and subsequent financings;
  - the joint bookrunning managers in the IPO of American Depositary Shares and listing on Nasdaq of Mesoblast Limited (Australia);
  - VMware, Inc. in its \$1.1 billion initial public offering and in investments in VMware by Cisco Systems and Intel Capital;
  - TiVo Inc. in its \$1.1 billion sale to Rovi Corporation and its \$230 million Rule 144A offering of 2% convertible senior notes due 2021;
  - Broadcom Corporation in its \$600 million offering of senior notes and tender offers to repurchase \$1.6 billion of notes;
  - Hitachi Global Storage Technologies in connection with its \$4.3 billion sale to Western Digital Corporation as well as two prior acquisitions;
  - Micrus Endovascular Corporation in connection with its \$432 million sale to Johnson & Johnson; and
  - Trimble Navigation Limited (now Trimble, Inc.) in its acquisition of @Road Inc. for \$500 million, its joint venture with Nikon Corporation and Caterpillar Inc., public offering of common stock and convertible notes, and its acquisitions of SECO Manufacturing Company Inc.; Tru-Count, Inc.; Crain Enterprises, Inc.; Spacient Technologies, Inc.; Meridian Project Systems Inc.; XYZ Solutions, Inc.; BitWyse Solutions, Inc.; Eleven Technology, Inc.; Quantm International, Inc.; XYZs of GPS, Inc.; Applanix Corporation; Pacific Crest; Tracer Net; Apache Technologies; Mobile Tech Solutions, Inc.; and the utility center assets of UAI, Inc.

Mr. Ivey regularly counsels public companies, including Autodesk; LendingClub; Netflix; NetApp; ServiceNow; Trimble; Western Digital; and 8x8 in general corporate matters, which may include reviewing Exchange Act reports, corporate governance issues, activists situations and takeover preparedness.

## Publications

"Adopting a 'Poison Pill' in Response to the Pandemic," *Daily Journal*, May 19, 2020

"The California Board Diversity Requirement," *Harvard Law School Forum on Corporate Governance and Financial Regulation*, October 16, 2018

"A Sea Change In Climate Change Disclosure?" *Daily Journal*, March 21, 2018

"Chapter 27 (Merger Agreements) and Chapter 28 (Ancillary Documents to Merger Agreements)," *Start-Up and Emerging Companies: Planning, Financing and Operating the Successful Business*, 2012 and 2014

"Trends to Watch in Technology M&A," *Intellectual Property Counselor*, Issue No. 149, May 2009