Thomas J. Ivey

Skadden

Partner, Palo Alto

Mergers and Acquisitions; Capital Markets

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Education

J.D., University of California, Berkeley School of Law, 1992

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 mergers and acquisitions, the issuance of equity and debt, 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. In *Chambers USA*, clients have described him as "great to work with ... very practical and ... takes a reasonable approach to complex matters." Mr. Ivey also has been repeatedly recognized in *Chambers Global*, *The Legal 500*, *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:

- Trimble, Inc. in multiple matters, including its:
  - $2 billion sale and contribution of its agriculture business to a joint venture with AGCO Corporation
  - acquisitions of almost 20 companies, such as Transporeon for $2 billion and @Road Inc. for $500 million
  - joint ventures with Nikon Corporation and Caterpillar Inc.
  - public offerings of common stock, convertible notes and investment-grade bonds
- Western Digital Corporation in its:
  - spin-off of Sandisk Corporation
  - disposition of 21 million shares of Sandisk Corporation's common stock valued at $800 million through a debt-for-equity exchange
  - $900 million convertible preferred investment from Apollo and Elliott
- ServiceNow, Inc. in its $2.85 billion acquisition of Moveworks, its acquisition of Lightstep and its $1.5 billion offering of 1.400% notes due 2030
- Lucid Group, Inc. in its:
  - launch of a global robotaxi program for Uber, alongside Nuro, Inc. and Uber Technologies, Inc., which also included Lucid's issuance of $300 million of its common stock in a private placement to Uber
  - aggregate $1.75 billion common stock offering
  - $1.1 billion Rule 144A offering of 5.00% convertible senior notes due 2030
  - $750 million convertible preferred private placement
  - acquisition of select assets and manufacturing facilities in Arizona from Nikola Corporation through a Chapter 11 sale process

- Autodesk, Inc. in multiple matters, including its $3.9 billion proposed acquisition of Altium, its inaugural $1 billion sustainable bond offering of 2.4% senior notes due 2031 and its $500 million offering of 2.850% notes due 2030
- 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
- 8x8, Inc. in its:
  - $250 million acquisition of Fuze, Inc.
  - exchange offer of $404 million of its 0.5% convertible senior notes due 2024 for $202 million of a newly issued series of 4% convertible senior notes due 2028 and $182 million in cash
  - $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.
- Hitachi Global Storage Technologies in connection with its $4.3 billion sale to Western Digital Corporation, as well as two prior acquisitions
- 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 in its IPO 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 IPO and subsequent financings
- the joint bookrunning managers in the IPO of American depositary shares and listing on Nasdaq of Mesoblast Limited
- VMware, Inc. in its $1.1 billion IPO and in investments in VMware by Cisco Systems and Intel Capital
- the underwriters in multiple common stock offerings for Axon Enterprise Inc.
- 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 IPO
  - WL Ross Holding Corp. in its $1.6 billion acquisition of Nexeo Solutions Holdings, LLC and its $500 million IPO

Mr. Ivey regularly counsels public companies, including Autodesk, Lucid, Netflix, NetApp, ServiceNow, Trimble, Western Digital, 8x8 and On24, on general corporate matters, including with regard to reviewing Exchange Act reports, corporate governance issues, activist situations and takeover preparedness.

Selected Publications

"SEC Approves Nasdaq Rule Change on Reverse Stock Splits and Minimum Bid Price Compliance Periods; NYSE Proposes a Similar Rule Change," *Skadden Publication*, November 14, 2024

"2025 SEC Filing Deadlines and Financial Statement Staleness Dates," *Skadden Publication*, October 30, 2024

"Navigating Inbound M&A in India: An Overview," *Skadden Publication*, August 13, 2024

"SEC Grants Broker-Dealers Permanent Exemptive Relief From Rule 15c2-11 for Fixed-Income Securities Sold Under Rule 144A Safe Harbor," *Skadden Publication*, November 7, 2023

"SEC Division of Corporation Finance Publishes Guidance for Registrants as Government Shutdown Looms," *Skadden Publication*, September 28, 2023

"2024 SEC Filing Deadlines and Financial Statement Staleness Dates," *Skadden Publication*, September 26, 2023

"SEC Adopts T+1 Settlement Cycle for Most Securities Transactions but Permits T+2 for Firm Commitment Offerings," *Skadden Publication*, February 20, 2023

"2023 SEC Filing and Staleness Calendars and Annual Regulatory Review," *Skadden Publication*, December 20, 2022

"SEC Delays by Two Years Implementation of Rule 15c2-11 for Private Issuers of Rule 144A Debt Securities," *Skadden Publication*, December 12, 2022