

Bengoshi Partner, Skadden Arps Law Office, Tokyo
(registered associated office of Skadden Arps Foreign Law Office)

Mergers and Acquisitions



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Education

LL.M., Columbia University
School of Law, 1994 (Stone Scholar;
Associate Editor, *Columbia Journal
of Transnational Law*)

LL.M., University of Cambridge, 1993

Diploma of Completion, the Legal
Research and Training Institute of the
Supreme Court of Japan, 1988

LL.B., University of Tokyo, 1986

Bar Admissions

Japan (*Bengoshi*)
New York

Associations

Member, International Affairs
Committee of Dai-ichi Tokyo
Bar Association

Mitsuhiro Kamiya is the leader of Skadden's Tokyo office. He represents Japanese and multinational clients in a broad range of corporate matters with special focus on cross-border mergers and acquisitions and joint venture transactions. His practice covers all major aspects of corporate transactions, such as advice on complex legal structuring of acquisitions and major legal issues including corporate, intellectual property, antitrust and labor laws. Mr. Kamiya was selected for inclusion by *Chambers Global: The World's Leading Lawyers for Business*, *Chambers Asia-Pacific*, *The Asia Pacific Legal 500* and *The Best Lawyers for Corporate/M&A* in Japan.

Mr. Kamiya's recent or significant merger and acquisition engagements include the representation of:

- **Technology/Media/Telecom: Advantest Corporation** in its US\$1.1 billion acquisition of Verigy Ltd.; **Broadcom Corporation** in its US\$164 million acquisition of the 4G wireless chip unit from Renesas Electronics Corporation; **EnerNOC, Inc.** in its demand response power joint venture with Marubeni Corporation; **Furukawa Electric Co., Ltd.** in its acquisition of SuperPower Inc. from Phillips Group; **The Japan Atomic Power Company** in its entry into a joint venture agreement with Exelon; **KDDI Corporation** in its US\$4 billion acquisition of a 37.8% equity stake in Jupiter Telecommunications, Co., Ltd. from Liberty Global; **Key Safety Systems** in its restructuring sponsorship of Takata Corporation; **Ibiden Co., Ltd.** in its €51 million acquisition of the CERAM Group division from Frauenthal Holding AG; **Livedoor Co., Ltd.** in its attempt to gain control of Nippon Broadcasting System; **NEC Corporation** in its US\$377 million sale of its plasma display subsidiary to Pioneer Corporation and related intellectual property assets and in its establishment of the mobile handsets joint venture with Matsushita Electric Industrial Co., Ltd. and Panasonic Mobile Communications Co., Ltd.; **Nikkei Inc.** in its £844 million acquisition of the Financial Times Group from Pearson PLC; **Nippon Shokubai Co., Ltd.** in its acquisition of Sirrus, Inc.; **NTT DoCoMo Inc.**, a 16% stockholder of AT&T Wireless Services, Inc., in the public auction of AT&T Wireless won by Cingular Wireless LLC for US\$41 billion; **Oji Paper Company** in its attempt to acquire a controlling stake in Hokuetsu Paper Mills, Ltd.; **Pacific Industrial Co., Ltd.** in its US\$173 million acquisition of the Schrader valves business from Sensata Technologies Holdings plc; **Rakuten, Inc.** in its proposed business combination with Tokyo Broadcasting Systems, Inc. (TBS); its US\$247 million acquisition of PriceMinister S.A.; and TBS's US\$540 million share buyback; **Sekisui Chemical Co., Ltd.** in its US\$510 million acquisition of AIM Aerospace Corporation; **Sharp Corporation** in its US\$120 million equity investment from Qualcomm Incorporated; **SM Entertainment Japan Co., Ltd.** in the merger of its newly formed subsidiary, SMEJ Inc., with Stream Media Corporation; **Sprint Nextel Corporation** in its US\$21.6 billion sale of 78% stake to Softbank Corp.; **Toray Industries, Inc.** in its US\$584 million acquisition of Zoltek Companies, Inc.; **Toshiba Corporation** in its US\$5.4 billion acquisition of Westinghouse Electric Company from British Nuclear Fuels plc.; its €4.2 billion bid for Areva T&D, a subsidiary of Areva SA; its application for U.S. Chapter 11 procedure of Westinghouse Group; its US\$2.26 billion sale of Westinghouse related assets; and its (by itself or through its subsidiaries) taking private of its three publicly traded subsidiaries; **Umicore S.A.** in a catalyst joint venture with Nippon Shokubai Co., Ltd.; and **Westinghouse Electric UK Limited** in connection with its US\$100 million acquisition of 52% stake in Nuclear Fuel Industries Ltd.;

- **Financial Institutions and Private Equity: Aioi Insurance Company, Limited** in its business combination with Nissay Dowa General Insurance Company, Limited and Mitsui Sumitomo Insurance Group Holdings, Inc.; **Baring Private Equity Asia's** fund in the sale of all stake in Net Japan to Orix Corporation's SPV; **The Carlyle Group** in its US\$380 million acquisition of Diversey Japan from Sealed Air Corporation; **Goldman Sachs**, acting as financial advisor to Hitachi Capital Corporation, in Hitachi's merger with Mitsubishi UFJ Lease & Finance Company Limited; **Goldman Sachs**, acting as financial advisor to LaSalle Japan REIT Inc., in LaSalle's statutory merger with Japan Retail Fund Investment Corporation; **Greenhill & Co, Inc.** acting as financial advisor to Arcland Sakamoto Co., Ltd. in its US\$480 million acquisition and taking-private of Lixil Viva Corporation; **MBK Partners**, as a member of a consortium, in the consortium's US\$1.2 billion going-private management buyout of USJ Co., Ltd. and in the subsequent recapitalization and financing of a new Harry Potter-themed attraction for Universal Studios Japan; **Mitsui Sumitomo Insurance Co., Ltd.** in its £3.46 billion acquisition of Amlin PLC; **Nomura Holdings, Inc.** in its acquisition of the Asia Pacific operations of Lehman Brothers Holdings Inc.; **Seven Bank, Ltd.** in its US\$130 million acquisition of Financial Consulting & Trading International, Inc. (FCTI) from FCTI Holdings, LLC; **Seven Bank, Ltd.** and its subsidiary FCTI in the acquisition of the ATM business owned by Global Axxess Corp. as a so-called 363 Sale of U.S. Chapter 11 procedure; **Sumitomo Mitsui Banking Corporation** in its HK\$1.4 billion equity investment in The Bank of East Asia, Limited and in its acquisition of 24% stake in China Post & Capital Fund Management Co., Ltd. from Beijing Chang'an Investment Group Co., Ltd.; **Sumitomo Mitsui Banking Corporation** and **SMBC Nikko Securities Inc.** in their minority investment in, and business and capital alliance with, Moelis & Company; **Sumitomo Mitsui Financial Group** in connection with its US\$7.8 billion acquisition of Nikko Cordial Securities Inc. and the domestic debt and equity underwriting business of Nikko Citigroup Limited; and **TPG Capital, Inc.** in its US\$170 million acquisition of a 14% stake in TOMY Company, Ltd. and its US\$300 million investments in NIS Group and its Chinese subsidiaries;

- **Health Care: Fujirebio Inc.** in its business combination with SRL Inc. to form Miraca Holdings Inc. and its US\$110 million acquisition of Innogenetics NV from Abbott Laboratories; **Goldman Sachs**, acting as financial advisor to Millennium Pharmaceuticals, Inc., in its US\$8.8 billion acquisition by Takeda Pharmaceutical Company Limited; **Miraca Holdings, Inc.** in a US\$725 million acquisition of the anatomic pathology business of Caris Life Science, Inc. and in its agreement to form a genetic testing service joint venture company with Baylor College of Medicine; and **Otsuka Pharmaceutical Co., Ltd.** in its US\$886 million acquisition of Astex Pharmaceuticals, Inc., its US\$3.5 billion acquisition of

Avanir Pharmaceuticals, Inc. and its US\$430 million acquisition of Visterra, Inc.;

- **Retail and Other Services: Aeon Inc.** in the disposal of its debt and 54% equity stake in The Talbots, Inc.; **AirAsia Berhad's** investment vehicle in the formation of the joint venture AirAsia Japan with Rakuten, Inc. and others; **The Coca-Cola Company** in the business combination of its four Japanese bottling affiliates; **CSK Holdings Corporation** in its corporate restructuring; **JX Nippon Mining & Metals Corporation** in its acquisition of the remaining 48.5% stake in Caserones Copper Mine in Chile from Mitsui & Co., Ltd. and Mitsui Mining & Smelting Co., Ltd.; **Kawasaki Kisen Kaisha Limited** in its acquisition of a 51% stake in Air Tiger Express Companies, Inc.; **Macquarie Airports** and **Macquarie Bank Limited** in their US\$390 million acquisition of a 19.89% stake in Japan Airport Terminal Co. Ltd.; **Morgan Stanley Japan Limited** in its US\$2.4 billion acquisition via an auction of 13 hotels in Japan from All Nippon Airways, Co., Ltd.; **Prospect Co., Ltd.** in its unsolicited offer for a controlling stake in Yutaka Shoji Co., Ltd.; **Recruit Co., Ltd.** in its acquisition of Indeed, Inc., the leading U.S. operator of global online jobs search; and **Visa Inc.'s** SPV on its acquisition of all remaining shares in GP Network Corporation from TSYS Japan LLC and other minority shareholders.

Publications

Co-Author, "As Shareholder Activism Grows in Japan, New Amendment Places Limits on Foreign Investors," *Skadden, Arps, Slate, Meagher & Flom LLP*, January 2020

Author, "Employee Retention Issues Arising Out of the Acquisition of US Companies," *M&A Review*, July 2011

Co-Author, "The Overview of the Current Application of the UK Takeover Regulation and its Implication to the Japanese TOB Regulation," *The Journal of the Japanese Institute of International Business Law*, July 2010

Co-Author, "Corporate Governance at the Coalface: Comparing Japan's Complex Case on Hostile Takeovers and Defensive Measures," in L. Nottage, L. Wolff & K. Anderson (eds)

"Corporate Governance in the 21st Century - Japan's Gradual Transformation" (2008)

Co-Author, "Issues Involved in Designing the Non-Voting Preferred Stock to Be Listed," *Com. L. Rev. (Shoji Homu)*, July 2008

Co-Author, "Issues Relating to Japanese Proxy Fight Rules in a Hostile Takeover Situation" *Com. L. Rev. (Shoji Homu)*, March 2008

Co-Author, "New U.S. Foreign Investment Regulation and Practical Observations," *Com. L. Rev. (Shoji Homu)*, October 2007

Co-Author, "Record Date Rights Plan - A New Approach," *Mergers & Acquisitions Research Report (MARR)*, June 2005

Co-Author, "Treatment of U.S. Shareholders in Japanese Tender Offers," *Com. L. Rev. (Shoji Homu)*, 2003