

Partner, Washington, D.C.

Mergers and Acquisitions



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Education

J.D., The University of Texas School of Law, 2011 (High Honors; Order of the Coif; Chancellors Honor Society; Articles Editor, *Texas Law Review*; Managing Editor, *Texas Review of Law & Politics*)

B.A., with distinction, University of Virginia, 2006

Bar Admissions

District of Columbia

Experience

Law Clerk, Hon. Ed Carnes, U.S. Court of Appeals for the Eleventh Circuit (2011-2012)

Micah Kegley concentrates his practice on advising public and private companies, special committees, private equity sponsors and financial advisors on mergers, acquisitions, divestitures, joint ventures and other significant transactions. Mr. Kegley has considerable experience counseling on health care, distribution services and energy transactions. He also advises public companies on corporate governance, shareholder engagement and activism, and securities law matters. Representative matters include:

- Centene Corporation in a number of transactions, including its:
 - \$17.3 billion acquisition of WellCare Health Plans, Inc. (including the related divestitures of IlliniCare Health Plan, Missouri Care and WellCare of Nebraska)
 - \$2.2 billion acquisition of Magellan Health, Inc.
 - acquisitions of Apixio, Community Medical Group, MHM Services, PANTHERx Specialty Pharmacy and the Medicaid membership of NextLevel Health Partners
 - \$1.35 billion sale of Magellan Rx to Prime Therapeutics
 - \$750 million sale of Magellan Specialty Health to Evolent Health, Inc.
 - sales of Casenet, Centurion, HealthSmart and U.S. Medical Management
 - cooperation agreement with Politan Capital Management
- Molina Healthcare, Inc. in its \$350 million acquisition of ConnectiCare, a leading health plan in the state of Connecticut
- The Advisory Board Company in its strategic review process and resulting \$2.6 billion multiparty sale of its health care business to OptumInsight, Inc. and education business to Vista Equity Partners
- FC PAC Holdings, LLC, a medical-services holding company sponsored by a consortium of private equity funds, in its acquisition and subsequent sale of Hospice Compassus
- RHA Health Services, Inc., a provider of intellectual and developmental disabilities, behavioral health and substance abuse care, in the sale of its Utah-based operations
- a consortium of private equity funds in its sale of RHA Health Services, Inc. to Blue Wolf Capital Partners
- Performance Food Group Company in a number of transactions, including its:
 - \$2.1 billion acquisition of Cheney Bros, Inc.
 - \$2.5 billion acquisition of Core-Mark Holding Company, Inc.
 - \$2 billion acquisition of Reinhart Foodservice, LLC
 - acquisitions of José Santiago, Inc., Merchants Foodservice and Cash-Wa Distributing Co.
 - cooperation agreement with Sachem Head LP
- the Audit Committee of Viper Energy, Inc. in Viper's acquisition of certain mineral and royalty interests from Diamondback Energy, Inc.

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- Dynegy Inc. in a number of transactions, including its:
 - \$1.74 billion stock-for-stock merger with Vistra Energy
 - \$3.3 billion acquisition of Engie's U.S. fossil generation portfolio, including (i) the formation of a joint venture with Energy Capital Partners (ECP) to effect the acquisition, (ii) Dynegy's subsequent \$375 million purchase of ECP's interests in the joint venture and (iii) Dynegy's \$150 million sale of common stock to an affiliate of ECP
 - TECO Energy, Inc. in its \$6.5 billion sale to Emera Inc.
 - Infigen Energy Ltd. in its \$275 million sale of its equity interests in 18 U.S. wind farms and U.S.-based asset management and operations business to ArcLight Capital Partners
 - Allegiant Travel Company in its \$1.5 billion acquisition of Sun Country Airlines
 - Alexander & Baldwin, Inc. in its \$2.3 billion sale to a joint venture formed by MW Group and funds affiliated with Blackstone Real Estate and DivcoWest
 - Intelsat S.A. in its \$3.1 billion sale to SES S.A.
 - PJT Partners LP as financial advisor to the strategic review committee of Frontier Communications Partners Inc. in Frontier's pending \$20 billion sale to Verizon Communications Inc.
 - Sprint Nextel Corporation in its \$21.6 billion sale of a 78% stake to Softbank Corporation and its \$3.5 billion acquisition of the shares of Clearwire Corporation that it did not already own
 - Global Guardian in its sale to Align Capital Partners
 - Privilege Underwriters, Inc., the holding company for PURE Insurance, in its equity recapitalization with investments from Stone Point Capital and Kohlberg Kravis Roberts & Co., and in XL Group Plc's minority investment in Privilege Underwriters
 - Del Frisco's Restaurant Group in its \$325 million acquisition of Barteca Holdings
 - Digital Media Solutions, LLC in its \$757 million de-SPAC transaction with Leo Holdings Corp.
 - the special committee of Fifth Street Asset Management Inc. in a strategic review process, which resulted in Fifth Street's \$320 million asset sale of its business development company advisory business to Oaktree Capital Management, L.P.
 - Fifth Street Finance Corp. in its settlement with activist investor RiverNorth Capital Management, LLC
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