

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 in the areas of mergers and acquisitions, securities law and general corporate matters in a variety of industries, including health care and energy. Mr. Kegley represents acquirers, targets and special committees in significant transactions, including public and private acquisitions and divestitures, going-private transactions, auctions, public company and private company tender offers, joint ventures, corporate venture capital and cross-border transactions. Representative matters include:

- 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
- Centene Corporation in a number of transactions, including its:
 - \$19.6 billion acquisition of WellCare Health Plans, Inc. (including the related divestitures of IlliniCare Health Plan, Missouri Care and WellCare of Nebraska)
 - \$2.5 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
- 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.
- 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
 - \$480 million sale of two power plants to LS Power
 - \$180 million sale of one power plant to Rockland Capital
- 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
- 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
- Gannett Co., Inc. in its unsolicited proposed but terminated acquisition of Tribune Publishing Company and Gannett's related proxy contest to withhold votes from Tribune's director nominees
- Global Guardian in its sale to Align Capital Partners

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- 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
 - JLL Partners in its acquisition of a majority interest in Aviation Technical Services
 - LCY Chemical Corp (Taiwan) in its terminated \$700 million inversion transaction to combine its styrenic block copolymer business with Kraton Performance Polymers, Inc.
 - Performance Food Group Company in a number of transactions, including its:
 - \$2.5 billion acquisition of Core-Mark Holding Company, Inc.
 - \$2 billion acquisition of Reinhart Foodservice, LLC
 - acquisition of Merchants Foodservice
 - 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
 - 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
 - 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
 - TECO Energy, Inc. in its \$6.5 billion sale to Emera Inc.