



T: 212.735.2770
F: 917.777.2770
lou.kling@skadden.com

Education

J.D., New York University, 1977
(Order of the Coif; *New York University Law Review*)

M.A., Mathematics, University of Illinois, 1974

B.A., New York University, 1973
(*magna cum laude*; Phi Beta Kappa)

Bar Admissions

New York

Publications

Negotiated Acquisitions of Companies, Subsidiaries and Divisions (co-authored with E. Nugent), New York Law Journal Press, 1991 (Updated semi-annually)

"Stapled Financing in the Aftermath of Delaware's *Del Monte* Decision," *Skadden's 2012 Insights*, January 2012

"Summary of Acquisition Agreements" (co-authored with E. Nugent and M. Goldman), *51 University of Miami Law Review* 779, 1997

Lou Kling has been one of the leading M&A lawyers in the United States over the past 30 years. Until becoming of counsel at the end of 2015 (when he was named a "Senior Statesman" by *Chambers*), he consistently had been one of a small number of attorneys included in its highest-ranked tier of M&A attorneys. He has been included in *Euromoney's* listing of the leading M&A lawyers in the world and repeatedly has been recognized as a leading lawyer in corporate and M&A transactions by *Chambers Global* and *Chambers USA*, and also has been listed in *The Best Lawyers in America*, *The Legal 500 U.S.*, *Lawdragon 500 Leading Lawyers in America*, *IFLR1000* and *Who's Who Legal — M&A*. In 2016, Mr. Kling was named to the *Lawdragon Hall of Fame* in the *Dealmakers* category.

He has been an adjunct professor at University of Virginia School of Law for the past nine years, and also has taught courses at Cornell Law School, as well as appearing numerous times as a guest lecturer at Harvard, Yale and NYU Law Schools. He is the co-author (with his partner) of *Negotiated Acquisitions of Companies, Subsidiaries and Divisions*, a two-volume treatise, which has been the leading work in its field for more than 25 years.

Until recently (as part of his moving to an of counsel role at the firm), Mr. Kling served for more than 15 years as the head of the firm's Financial Oversight and Audit Committee, as the head (or co-head) of the firm's Opinion Committee and as a member of the firm's Policy Committee.

Mr. Kling has worked on dozens of multibillion-dollar transactions for companies such as DuPont, Express Scripts, 21st Century Fox (formerly named News Corporation), Ford, Warner Lambert, McDonnell Douglas, Chris-Craft, Lockheed Martin, Howard Hughes Medical Institute, Jefferson Smurfit and Xerox. He also has worked on numerous small- and mid-cap transactions. While he has primarily represented corporate buyers and targets, he also has represented numerous private equity groups, as well as financial advisors (including Goldman Sachs, Morgan Stanley, First Boston/Credit Suisse, Merrill Lynch and Salomon Brothers). He also has represented borrowers and issuers in billions of dollars of financings.

Some transactions Mr. Kling has handled include representing:

- **Express Scripts, Inc.** in its:

- \$29.1 billion acquisition of Medco Health Solutions, Inc. *The Am Law Daily* selected Mr. Kling as a "Dealmaker of the Week" for his role on this transaction. This deal also was recognized in the 2012 *Financial Times* "US Innovative Lawyers" report;
- proposed, but terminated, \$25 billion hostile exchange offer and proxy fight for Caremark; and
- \$4.675 billion acquisition of WellPoint Inc.'s NextRx subsidiaries;

- **E. I. du Pont de Nemours and Company** in:

- its highly publicized successful proxy contest with activist investor Trian and its founder, Nelson Peltz. This was commended for "Protecting Clients' Business" by the *Financial Times* in its 2015 North America "Innovative Lawyers" report. Mr. Kling also was named a Dealmaker of the Year by *The American Lawyer* for this representation;

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- the tax-free spin-off of its performance chemicals business into a separate, publicly traded company;
 - its \$4.9 billion sale of DuPont Performance Coatings to The Carlyle Group;
 - its \$7.4 billion acquisition of Danisco, one of Denmark's largest companies;
 - its \$8 billion divestiture of its pharmaceutical operations to Bristol-Myers;
 - its \$10 billion acquisition of Pioneer Hi-Bred International; and
 - its \$18 billion divestiture of Conoco;
- **News Corporation** (now renamed 21st Century Fox) in its:
- \$80 billion unsolicited proposed, but terminated, acquisition of Time Warner;
 - \$12 billion spin-off of its newspapers, information services and certain other operations;
 - \$5.6 billion acquisition of Dow Jones; and
- \$11 billion buyback of its stock from Liberty Media in exchange for cash, several regional sports networks and a controlling interest in DIRECTV;
- **NDS Group Ltd.** and its owners, **Permira Funds** and **News Corporation**, in its \$5 billion sale to Cisco Systems, Inc.;
- **Apax Partners** in its \$1.6 billion leveraged buyout of Tommy Hilfiger;
- **Goldman Sachs Private Equity, Kelso & Company** and others in their \$3.7 billion leveraged buyout of Adesa;
- **Ford Motor Company** in its \$10 billion recapitalization;
- **Woodside Petroleum** in its \$1.2 billion hostile tender offer and proxy fight for Energy Partners;
- **Warner-Lambert** in its proposed (but unsuccessful) \$72 billion merger of equals with American Home Products and in its \$90 billion acquisition by Pfizer; and
- **McDonnell Douglas** in its \$13.3 billion merger with Boeing.