

Michael E. Leiter

Skadden

Partner, Washington, D.C.

National Security; CFIUS; Cybersecurity and Data Privacy;
Congressional Investigations; Artificial Intelligence



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Education

J.D., Harvard Law School, 2000
(*magna cum laude*; President (Editor-in-Chief), *Harvard Law Review*)

A.B., Columbia University, 1991

Bar Admissions

District of Columbia

Colorado

Massachusetts

U.S. Court of Appeals for the
First Circuit

Government Service

Director, National Counterterrorism
Center (2007-2011)

Deputy Chief of Staff, Office of the
Director of National Intelligence (2005-
2007)

Deputy General Counsel and Assistant
Director, President's Commission on
the Intelligence Capabilities of the
United States Regarding Weapons of
Mass Destruction (2004-2005)

Assistant U.S. Attorney for the Eastern
District of Virginia (2002-2005)

Naval Flight Officer, U.S. Navy (1991-1997)

Michael Leiter heads the firm's CFIUS and National Security Practices. He represents clients in a broad range of transactions, investigations and incidents involving U.S. national security. In addition, he focuses on aerospace and defense mergers and acquisitions, and government relations and investigations.

Mr. Leiter has significant experience navigating national security reviews before CFIUS and negotiating complex mitigation agreements across the full range of business sectors, having represented corporations, private equity, venture capital and sovereign wealth funds. In recognition of his work, Mr. Leiter has been named a Top Advisor by *Foreign Investment Watch*, a listing recognizing "top global CFIUS experts." He has also been recognized as a leading lawyer by *Chambers Global* and *Chambers USA*, as well as by Lawdragon as one of its 100 Leading AI & Legal Tech Advisors.

Mr. Leiter has assisted clients in matters involving the Defense Counterintelligence Security Agency, export controls, aerospace and defense, government services-related mergers and acquisitions, advanced technologies and artificial intelligence, and government contracting. In addition to his transaction practice, Mr. Leiter has extensive experience with all aspects of cybersecurity based on his previous private sector experience and through serving in senior national security positions in the federal government in which he oversaw numerous legal and operational aspects of cybersecurity. He routinely works with clients on issues that include cybersecurity preparedness, breach response, and board and corporate leadership counseling.

His recent transactional experience includes representing, among others:

- Amadeus IT Group in its \$1.5 billion acquisition of TravelClick, Inc. from Thoma Bravo, LLC
- Black Diamond Capital Management in its acquisition, in partnership with Investindustrial, of Hexion's phenolic specialty resins, hexamine and European-based forest products resins business, with operations in the U.S. and Europe
- The Blackstone Group L.P. and Lendmark Financial Services, LLC in the sale of Lendmark to investment funds affiliated with Lightyear Capital LLC and the Ontario Teachers' Pension Plan
- Boston Dynamics, Inc. in Hyundai Motor Group's acquisition of an 80% stake from SoftBank Group
- Broadcom Corporation in connection with its \$5.5 billion acquisition of Brocade Communications Systems
- a Chinese technology company in connection with a CFIUS review of its acquisition of a social media app
- Endgame in its acquisition by Elastic, N.V.
- First Solar in connection with:
 - the sale of its U.S.-based utility-scale solar project platform to Leeward Renewable Energy Development, LLC, a portfolio company of OMERS
 - its sale of a portfolio of development-stage solar projects to EDP Renewables North America, a subsidiary of Energias de Portugal
- General Motors in connection with its \$2.25 billion sale of a minority interest in its autonomous driving business
- Greentech Capital Advisors in its acquisition by Nomura Holdings, Inc.
- Hanwha Aerospace in its acquisition of EDAC and its investment related to Karem Aerospace

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- Key Safety Systems in its \$1.6 billion acquisition of substantially all of the assets and operations of Takata Corporation as part of Takata's Chapter 11 case
- Massachusetts Mutual Life Insurance Company in the \$2.35 billion sale of its retirement plan business to Empower Retirement
- MPM Holdings Inc., a global silicones and advanced materials company, in its \$3.1 billion acquisition by SJL Partners LLC, KCC Corporation and Wonik QnC Corporation
- Mubadala Investment Company, along with Silver Lake, as part of a consortium of investors in a \$2.25 billion investment in Waymo LLC, a self-driving technology company owned by Alphabet, Inc.
- Nasdaq, Inc. in the sale of its U.S. fixed income business to an affiliate of Tradeweb Markets Inc.
- OPC Energy as lead consortium investor in the \$685 million acquisition of Competitive Power Ventures from Global Infrastructure Partners
- Rockwell Collins in its \$30 billion acquisition by United Technologies Corporation
- Sekisui in its acquisition of AIM Aerospace
- SK hynix, Inc. in its \$9 billion acquisition of the NAND memory and storage business of Intel Corporation
- Sprint Corporation in its \$59 billion merger with T-Mobile
- ST Telemedia Pte. Ltd. in its acquisition of a majority stake of 2nd Watch, Inc.
- Thales in its acquisition of Gemalto

Prior to joining Skadden, Mr. Leiter was president of Leidos Defense, a \$2.5 billion business unit of Leidos, which provides technology and solutions to the U.S. Department of Defense and allied nations globally. He joined Leidos in 2014 as chief strategy officer and executive vice president for business development and head of M&A, and negotiated, its acquisition of Lockheed Martin's Information Systems and Global Solutions business — an approximately \$5 billion transaction. Immediately after leaving the government in 2011, he served as head of global government and cyber solutions and senior counselor to the chief executive officer at Palantir Technologies, based in Palo Alto.

Mr. Leiter has served in a number of senior national security positions in the federal government. He was the director of the National Counterterrorism Center (NCTC) from 2007 until 2011 for both Presidents Bush and Obama, where he led the primary organization in the U.S. government for analysis and integration of all terrorism intelligence, both domestically and overseas. In addition, he reported directly to the president for strategic operational planning of all U.S.

counterterrorism activities, to include the integration of military, intelligence, cyber, diplomatic, financial and homeland security programs and operations. In this role and in his private sector capacities, he worked extensively with senior government officials and corporations across Europe, the Middle East, Asia, Australasia and Africa, and also coordinated global intelligence and law enforcement investigations involving the U.S. and allies around the world.

Before NCTC, Mr. Leiter helped establish the Office of the Director of National Intelligence, serving as its deputy chief of staff responsible for oversight of the U.S. intelligence community, including the CFIUS process and all legislative affairs.

Mr. Leiter continues to serve as an advisor to multiple organizations in and outside of government, including being the chairman of the RAND Corporation's Board of Trustees, a member of the American Law Institute's Adviser's Group on Data Privacy, the Department of Defense's Threat Reduction Advisory Committee, the NCTC Director's Advisory Board, the Aspen Institute's Homeland Security Advisory Group, and the Columbia University Data and Society Council. He previously served as NBC News' senior national security, cybersecurity and counterterrorism analyst and is a member of the Council on Foreign Relations. Mr. Leiter currently is part of The Washington Post's Cybersecurity 202 Network, a "group of high-level digital security experts" tasked with voting in surveys on pressing issues in the sector. In November 2020, he testified before the U.K. House of Commons regarding the nation's National Security and Investment Bill.

He has previously served as a senior adviser to Monument Capital Group; a member of the Board of Directors of GardaWorld Government Services; a member of several NSA advisory panels; a member of the National Academies Committee on Responding to Presidential Policy Directive 28; The Feasibility of Software to Provide Alternatives to Bulk Signals Intelligence Collection; a member of the Board of Trustees of the National Defense Industrial Association; and as the inaugural Scholar-in-Residence at New York University Law School's Center on Law and Security.

Prior to his work in national security positions, Mr. Leiter was an Assistant United States Attorney for the Eastern District of Virginia, where he investigated and brought to trial a wide range of federal crimes, including racketeering, capital murder and money laundering. He also was a law clerk to Associate Justice Stephen G. Breyer of the Supreme Court of the United States and Chief Judge Michael Boudin of the U.S. Court of Appeals for the First Circuit.

Before attending law school, Mr. Leiter served as a naval flight officer aboard EA-6B Prowlers, an electronic warfare and signals intelligence carrier-based jet, during which time he participated in combat and peacekeeping operations in the former Yugoslavia and Iraq.

Selected Publications

“FCC Council on National Security Launches Investigation of Businesses Linked to the Chinese Communist Party,” *Skadden Publication*, April 11, 2025

“Trump Revives and Expands the Battle Over Digital Services Taxes,” *Skadden Publication*, February 28, 2025

“‘America First Investment Policy’ Aims To Reshape CFIUS and ‘Reverse CFIUS,’” *Skadden Publication*, February 24, 2025

“The Return of Steel and Aluminum Tariffs: Prelude to a Trade War?” *Skadden Publication*, February 18, 2025

“Reciprocal Tariffs: Presidential Memorandum Orders Investigations but No Immediate Action or Duties,” *Skadden Publication*, February 17, 2025

“Trump’s Tariffs on Canada, Mexico and China: Update and Analysis,” *Skadden Publication*, February 6, 2025

“Executive Briefing: Latest Updates on the Trump Administration,” *Skadden Publication*, February 3, 2025

“National Security: Trump Orders Review of Export, Supply Chain, ‘Reverse CFIUS’ Rules,” *Skadden Publication*, January 30, 2025

“Decoding Tariff Threats: What Importers Can Expect on Day 1 and Beyond,” *Skadden’s 2025 Insights*, January 14, 2025

“Fortifying US Data: Proposed Rule Would Establish a New Regime To Restrict or Prohibit Certain Data Transactions With Countries of Concern,” *Skadden Publication*, December 17, 2024

“U.S. Treasury Creates The ‘Reverse CFIUS’ Program, A (Limited) Great Wall On Outbound Investment,” *The M&A Lawyer*, November-December 2024

“President-Elect Trump Announces Intent To Impose Tariffs on Goods Imported From Canada, Mexico and China,” *Skadden Publication*, November 27, 2024

“Most AI National Security Regs Likely To Remain in Place Under the Next Administration,” *Skadden Publication / The Informed Board*, Fall 2024

“US Treasury Creates the ‘Reverse CFIUS’ Program, a (Limited) Great Wall on Outbound Investment,” *Skadden Publication*, November 8, 2024

“How Defense Contractors Can Prepare Now for CMMC Implementation,” *Skadden Publication*, August 12, 2024

“Declassified: DoD Extends Its Vetting of Foreign-Owned and -Controlled Contractors To Cover Some Unclassified Contracts,” *Skadden Publication*, July 24, 2024

“CFIUS Proposes Expanded Real Estate Jurisdiction,” *Skadden Publication*, July 12, 2024

“One Step Closer to a Limited ‘Reverse CFIUS’ Program,” *Skadden Publication*, June 28, 2024

“Skadden Discusses CFIUS Proposal to Expand Its Authority, Tighten Time Frames, and Boost Penalties,” *The CLS Blue Sky Blog*, May 15, 2024

“US Announces New Tariffs on Chinese-Origin Goods, With an Exclusion Process,” *Skadden Publication*, May 15, 2024

“A Fracturing Data Environment: Executive Order Portends Major Changes to US Data Management,” *Fintech Law Report*, March/April 2024

“CFIUS’ Proposed Rule: More Questions, Tighter Time Frames and Higher Penalties,” *Skadden Publication*, April 24, 2024

“Does Your Company’s Reorganization or Spin-Off Require FDI Approval?” *Bloomberg Law*, April 2024

“A Fracturing Data Environment: Executive Order Portends Major Changes to US Data Management,” *Skadden Publication*, March 6, 2024

“AI in 2024: Monitoring New Regulation and Staying in Compliance With Existing Laws,” *Skadden’s 2024 Insights*, December 13, 2023

“‘Small Yard and High Fence’: US National Security Restrictions Will Further Impact US-China Trade and Investment Activity in 2024,” *Skadden’s 2024 Insights*, December 13, 2023