

Brian J. McCarthy

Skadden

Of Counsel, Los Angeles

Mergers and Acquisitions



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Education

J.D., Fordham University
School of Law, 1978

B.A., Tufts University, 1975
(*magna cum laude*)

Associations

Member, Executive Committee,
Business and Corporations Law
Section, Los Angeles County Bar
Association (1992-Present)

Bar Admissions

California
New York

Brian J. McCarthy's practice concentrates on corporate and securities matters, with particular emphasis on mergers, acquisitions, corporate governance issues and restructurings.

Mr. McCarthy has acted as counsel to numerous companies and investment banking firms in mergers, acquisitions and tender offers, both friendly and hostile, including the representation of Activision, Inc. in its business combination with Vivendi Games; The Walt Disney Company in its acquisitions of Lucasfilm Ltd. and Pixar Animation Studios; Jimmy Iovine and Andre Romelle Young (Dr. Dre) as controlling shareholders of Beats Electronics LLC in its acquisition by Apple Inc.; Advanced Medical Optics, Inc. in its acquisition of VISX, Incorporated; Caesars Entertainment Corporation in its acquisition by Eldorado Resorts, Inc.; E. & J. Gallo Winery in its acquisition of a wine and spirits brand portfolio and winemaking facilities from Constellation Brands; Esterline Technologies Corporation in its acquisition by TransDigm Group Incorporated; Credit Suisse First Boston as financial advisor to Oracle Corporation in its acquisition of PeopleSoft, Inc.; Freedom Communications, Inc. in its sale of its television and newspaper assets; Entertainment Partners in its acquisition by TPG Capital, L.P.; the special committee of Wesco Financial Corporation in its sale to Berkshire Hathaway Inc.; Cost Plus, Inc. in its sale to Bed Bath & Beyond Inc.; MGM Grand, Inc. in its acquisition of Mirage Resorts, Incorporated; and The Times Mirror Company in its sale to Tribune Company. Mr. McCarthy also has represented special committees of boards of directors as well as several investment banking clients, buyers, sellers and management groups in leveraged buyouts and related financings.

In addition to his mergers and acquisitions practice, Mr. McCarthy provides general corporate counseling to a number of corporations, both public and private. He also represents issuers, borrowers, underwriters and institutional lenders in corporate finance transactions and restructurings.

From September 2000 to April 2002, Mr. McCarthy was chief operating officer and general counsel at Pacific Capital Group, Inc. During this time, he had significant involvement in private equity investing. He is a frequent panel speaker on corporate and securities law topics. In addition, he has published articles on mergers and acquisitions in the *Daily Journal* and *HealthSpan*, among other publications.

Mr. McCarthy has been:

- repeatedly included in *Chambers Global: The World's Leading Lawyers for Business*, *Chambers USA: America's Leading Lawyers for Business*, *IFLR1000* and *The Best Lawyers in America*
- frequently named *Best Lawyers'* Los Angeles Mergers and Acquisitions Lawyer of the Year (2024, 2022 and 2016) and Los Angeles Corporate Governance Lawyer of the Year (2024, 2021, 2015 and 2013), in addition to previously receiving the publication's Lawyer of the Year recognition in numerous years for Securities/Capital Markets Law and Corporate Law
- named to the *Daily Journal's* list of the 100 Most Influential Lawyers in California and the *Los Angeles Business Journal's* lists of Who's Who in L.A. Law and top 40 Most Influential M&A Advisors in Los Angeles, as well as one of the Top 100 Entertainment Attorneys by *The Hollywood Reporter* and a winner of the California Lawyer Attorneys of the Year (CLAY) Award by *California Lawyer* magazine, which honors attorneys whose work has had a significant impact on the law
- recognized by Lawdragon as one of its Legends of Law and one of its 500 Leading Dealmakers in America, as well as a BTI Client Service All-Star by The BTI Consulting Group and a 2023 USA Thought Leader for M&A and Corporate Governance and a 2022 Global Leader in Corporate Governance and M&A by *Who's Who Legal*