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Education

J.D., Harvard Law School, 1986
(*cum laude*)

B.S., Chemical Engineering, Cornell
University, 1983 (with distinction)

Bar Admissions

New York

Publications

"How Taxpayers Are Taking to Tax
Reform So Far," *Law360*, August 9, 2018

"Impact of US Tax Reform on Mergers
and Acquisitions: New Opportunities
and Pitfalls," American Bar Association's
Business Tax Quarterly, April 13, 2018

"European Commission Presents
'Fair Taxation of the Digital Economy'
Package," *Skadden, Arps, Slate,
Meagher & Flom LLP*, March 26, 2018

"Impact of US Tax Reform on Insurance
Companies," *Skadden, Arps, Slate,
Meagher & Flom LLP*, February 20, 2018

"US Tax Reform Enacts the Most
Comprehensive Changes in Three
Decades," *Skadden's 2018 Insights*,
January 23, 2018

Sally A. Thurston advises multinational clients on a wide range of tax matters, including the tax aspects of mergers and acquisitions, joint venture formations, restructurings, divestitures and spin-offs, with a particular focus on the U.S. tax aspects of cross-border transactions, cash repatriation techniques and investment structures. She is co-head of Skadden's global diversity committee and a member of the firm's policy committee.

Ms. Thurston is representing:

- **Pfizer Inc.** in connection with its joint venture with GSK with respect to their respective consumer health operations. Previously, she represented Pfizer in connection with its aborted \$160 billion acquisition of Allergan, its proposed acquisition of AstraZeneca PLC through a newly formed U.K. holding company, the spin-off of its animal health business into a separate publicly traded company (Zoetis) via an initial public offering and in the divestiture of its infant-nutrition business to Nestlé S.A.;
- **L'Occitane** in connection with its pending acquisition of the Elemis business of Steiner Leisure Limited; and
- **WABCO Holdings Inc.** in its \$7 billion acquisition by ZF Friedrichshafen AG.

Ms. Thurston also has represented:

- **Corning Inc.** in its \$900 million acquisition of substantially all of the communication markets division of 3M Company;
- **Amadeus IT Holding SA** in its acquisition of Navitaire LLC, a wholly owned subsidiary of Accenture, and in its acquisition of TravelClick Inc. from Thoma Bravo for \$1.52 billion;
- **Endurance Specialty Holdings Ltd.** in its acquisition of Montpelier Re Holdings Ltd., its aborted acquisition of Aspen Insurance Holdings Limited and its \$6.3 billion all-cash acquisition by Sampo Holdings, Inc.;
- **XL Group Ltd** in its \$15.3 billion all-cash acquisition by AXA SA;
- **Bucherer** in its acquisition of U.S.-based watch retailer Tourneau;
- **Patheon N.V.** in its US\$7.2 billion acquisition by Thermo Fisher Scientific, Inc.;
- **Moody's Corporation** with respect to its US\$3.3 billion acquisition of Bureau van Dijk Electronic Publishing BV (the Netherlands) and its recent acquisition of Reis, Inc.;
- **TAL International Group, Inc.** in its merger-of-equals with Triton Container International Limited;
- **The Middleby Corporation** in its acquisition of AGA Rangemaster Group plc, \$1 billion acquisition of the Taylor Company and several other acquisitions;
- **Merck KGaA** in connection with its acquisition of Sigma-Aldrich Corporation and its acquisition of Millipore Corporation; and
- **Marubeni Corporation** in its acquisition of Gavilon Group LLC.

In addition to her experience in mergers and acquisitions, Ms. Thurston regularly advises multinational pharmaceutical and medical device companies in connection with general tax planning matters. She also represents clients in connection with international debt and equity offerings, and has substantial experience representing offshore insurers and reinsurers and their shareholders.

Sally A. Thurston

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In the United States, Ms. Thurston advises clients on taxable and tax-free acquisitions and divestitures and has significant experience in the partnership taxation area. She also regularly counsels private equity clients in connection with acquisitions and divestitures of portfolio companies.

Ms. Thurston lectures frequently on various international and U.S. tax matters. She has been selected for inclusion in *Chambers Global: The World's Leading Lawyers for Business*, *Chambers USA: America's Leading Lawyers for Business*, *Tax Directors Handbook*, *The Best Lawyers in America* and Lawdragon 500 Leading Lawyers in America, in which she was profiled, along with four fellow Skadden attorneys, in an extended interview on cross-border M&A and the global dealmaking environment.