

Counsel, Washington, D.C.

National Security; CFIUS



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## Education

J.D., Indiana University, Maurer School of Law, 1999 (*cum laude*)

B.S.B., Indiana University, Kelley School of Business, 1996 (with honors and distinction)

## Bar Admissions

District of Columbia  
Illinois  
Indiana

## Government Service

Law Clerk, Hon. Robert L. Miller, Jr., United States District Court for the Northern District of Indiana (1999-2001)

Malcolm Tuesley has significant experience representing clients in national security reviews before the Committee on Foreign Investment in the United States (CFIUS) and assisting clients with related issues, including mitigation of foreign ownership, control or influence (FOCI) under industrial security regulations; export control compliance; and government contracting. Mr. Tuesley has been involved with negotiating national security agreements with the U.S. government for some of the largest and most complex transactions in the defense, energy, financial services, telecommunications and technology sectors.

Recent representations include:

- **The AES Corporation** and **Alberta Investment Management Corporation** (AIMCO) in their acquisition of sPower for \$1.6 billion (enterprise value);
- **Anaren, Inc.** in its \$775 million acquisition by TTM Technologies, Inc.;
- **Apex Technology Co., Ltd.** as a member of a buyer consortium in its \$4 billion acquisition of Lexmark International Inc. This was the second-largest outbound acquisition in the technology sector ever completed by a Chinese investor and the third-largest U.S. public takeover ever completed by a Chinese investor. This transaction was named one of *China Business Law Journal's* 2016 Deals of the Year;
- **BlackBerry** with compliance issues regarding access to classified information, Defense Security Service compliance issues and evaluation of potential transactions;
- **Fidelity & Guaranty Life** in its \$1.8 billion acquisition by CF Corporation;
- **Fortress Investment Group LLC** in its \$3.3 billion acquisition by SoftBank Group Corp.;
- **Hewlett Packard Enterprise Company** with the CFIUS aspects of its \$8.8 billion sale of its software business to Micro Focus International plc;
- **Intel Corporation** in its \$4.2 billion joint venture with TPG Capital, L.P. to form an independent cybersecurity company called McAfee;
- **LANXESS AG** in its \$2.5 billion acquisition of Chemtura Corporation;
- **Nesta Investment Holdings, L.P.**, a consortium of five investors, in its \$11.7 billion going-private acquisition of Global Logistic Properties Limited;
- **The Saudi Arabian Public Investment Fund** in its \$3.5 billion investment in Uber Technologies, Inc.;
- **A Singapore sovereign wealth fund** in joint ventures with investors to acquire over 2.1 million square feet of office assets in the Washington, D.C. metropolitan area for \$1.1 billion;
- **Veritas Capital** in its \$755 million acquisition of the capital services business of Chicago Bridge & Iron Company N.V.;
- **An affiliate of Veritas Capital** in its \$690 million acquisition of the government IT services business of Harris Corporation;
- **Wendel** and its portfolio company **AlliedBarton Security Services LLC** in AlliedBarton's merger with Universal Services of America, Inc.; and
- **XIO Group** in its \$1.1 billion acquisition of J.D. Power and Associates, Inc. from McGraw Hill Financial, Inc.

# Malcolm J. Tuesley

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Other notable representations include the following, among others:

- **Sprint Nextel Corporation** in its:
  - \$21.6 billion sale to SoftBank Corporation (recognized as the “Global M&A Deal of the Year: Grand Prize” by *The American Lawyer* and in the Corporate & Commercial category in the *Financial Times*’ 2013 U.S. “Innovative Lawyers” report); and
  - \$2.2 billion acquisition of the 50 percent stake in Clearwire Corporation.
- **Alcatel**, a wireline and wireless telecommunications company in France, in its \$13.4 billion merger of equals with Lucent Technologies Inc.;
- **Bain Capital** and **Golden Gate Capital** as co-lead investors in their \$7 billion take-private of BMC Software, Inc.;
- **A123 Systems, Inc.**, a maker of advanced lithium ion batteries, in its sale to Wanxiang Group Companies;
- **L-1 Identity Solutions**, a manufacturer and provider of biometrics capture hardware and software, in its sale to Safran SA;
- **China Three Gorges Corporation** in its acquisition of a 21.35 percent stake in Energias de Portugal S.A. for €2.69 billion;
- **EMC Corporation** in the contribution of its Iomega Network Attached Storage Device division to a joint venture with Lenovo;
- **LSI Corporation** in its \$6.6 billion acquisition by Avago Technologies Ltd.;
- **Applied Materials, Inc.** in its \$29 billion merger of equals with Tokyo Electron Limited;
- **Marubeni Corporation** in its \$5.3 billion acquisition of Gavilon Group LLC, a distributor of agricultural and energy commodities; and
- **DigitalGlobe, Inc.** in its \$900 million merger with GeoEye, Inc., an information technology provider for the aerospace and defense industry.

In addition, Mr. Tuesley has served as regulatory counsel to several major broadcast networks in connection with the FCC’s media ownership review proceedings. He also has advised clients with respect to all aspects of FCC regulations affecting broadcast and cable television and assisted them on legislative matters. Mr. Tuesley has substantial experience representing licensees in enforcement proceedings, especially in connection with the FCC’s broadcast indecency rules. He also has extensive experience representing clients before various committees of the U.S. Congress.

Mr. Tuesley has been selected for inclusion in *Chambers USA* and *Chambers Global*.

## Publications

“Legislation Proposes Sweeping New Foreign Investment Review Authorities,” *Skadden, Arps, Slate, Meagher & Flom LLP*, November 10, 2017

“Trump Administration Highlights Limitations of CFIUS Process,” *Trade Security Journal*, July 2017

“Trump Administration Highlights Limitations of CFIUS Process,” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 19, 2017

“National Security Investigation of Imported Steel Could Be Prelude to Similar Actions Against Other Imports,” *Skadden, Arps, Slate, Meagher & Flom LLP*, April 24, 2017

“CFIUS and Foreign Investment Reviews in 2017 and Beyond,” *Skadden’s 2017 Insights*, January 30, 2017

“Skadden Explains CFIUS’s Annual Report To Congress Highlights Decrease In Investigations, Need For Transparency,” *The CLS Blue Sky Blog*, March 8, 2016

“CFIUS’s Annual Report to Congress Highlights Decrease in Investigations, Need for Transparency,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 1, 2016

“CFIUS Trends Inform Cross-Border Activity,” *Skadden’s 2014 Insights — Regulatory Developments*, January 2016

“What Every General Counsel Needs to Know to Comply With New BEA Reporting Requirements,” *Skadden, Arps, Slate, Meagher & Flom LLP*, April 13, 2015

“President Obama Announces New Cybersecurity Sanctions Regime,” *Skadden, Arps, Slate, Meagher & Flom LLP*, April 7, 2015

“CFIUS’s Annual Report to Congress Details Longer Process, More Aggressive Risk Mitigation,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 3, 2015

“New Reporting Requirements Planned for US Financial Services Providers Doing Business With Non-US Persons,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 2, 2015

“Implications of National Security Reviews on Foreign Acquisitions of US Businesses,” *Skadden’s 2015 Insights — Regulatory*, January 2015

“Important but Frequently Overlooked Reporting Requirements for Inbound and Outbound Direct Investment Involving US Entities,” *Skadden, Arps, Slate, Meagher & Flom LLP*, January 16, 2015