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Education

J.D., New York University
School of Law, 1993
B.A., Boston University, 1990

Bar Admissions

New York

Adam Waitman represents U.S. and international issuers and investment banks in a wide variety of public and private corporate finance matters. His experience includes equity offerings; initial public offerings; high-yield and investment grade debt offerings; hybrid securities transactions; liability management transactions such as exchange offers, debt tender offers and consent solicitations, acquisition financings; and other corporate transactions. Mr. Waitman also advises issuers in connection with corporate governance, U.S. securities laws and general corporate matters. Significant representations include:

- CEMEX, S.A.B. de C.V., one of the largest building materials companies in the world, in numerous transactions, including:
 - the \$1.1 billion carve-out IPO and listing on the Bolsa de Valores de Colombia of its Central and South America unit, CEMEX Latam Holdings, S.A., which was the highest ranked transaction in the “Finance — Latin America” category in the *Financial Times*’ 2013 “US Innovative Lawyers” report;
 - a financial restructuring of \$7.3 billion of U.S. dollar-, euro-, yen- and Mexican peso-denominated debt in private cross-border exchange offers and consent solicitations for existing bank debt and private placement notes, which was named “Corporate Liability Management Deal of the Year” by *LatinFinance* in 2013;
 - Rule 144A/Regulation S offerings of U.S. dollar- and Euro-denominated high-yield senior secured notes aggregating more than \$11 billion;
 - Rule 144A/Regulation S offerings of convertible subordinated notes aggregating \$2.4 billion;
 - debt exchange offers in which more than \$2.3 billion of new high-yield debt was exchanged for old debt, as well as several debt tender offers; and
 - a \$1.8 billion registered offering of CEMEX’s ADSs, as well as CEMEX’s 1999 IPO on the NYSE;
- Endo Health Solutions Inc. in several matters, including advising on the financing and capital structure issues in its migration to Ireland in connection with its acquisition of Paladin Labs, Inc., a Canadian company, through the formation of Endo International plc, a new Irish holding company, which included the issuance of \$700 million of high-yield notes, a \$1.5 billion term loan facility and a \$750 million revolving credit facility and related inter-company debt, consent solicitation and exchange offer transactions; as well as in several prior acquisition financings through the issuance of high-yield notes;
- The NASDAQ OMX Group, Inc. in a registered €600 million offering of senior notes listed on Nasdaq OMX Copenhagen to finance its acquisition of the eSpeed trading platform from BGC Partners, Inc.;
- Sealed Air Corporation in a number of financings, including debt tender offers and several Rule 144A/Regulation S offerings of senior notes;
- Macquarie Infrastructure Management (USA) Inc., as selling shareholder, in a registered \$414 million combined primary/secondary public offering of LLC interests of Macquarie Infrastructure Company LLC;

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- St. Jude Medical, Inc. in registered offerings of \$1.6 billion of senior notes;
 - Viacom Inc. in a \$602 million registered secondary offering of its common stock by National Amusements, Inc.;
 - Korea Electric Power Corporation in connection with the restructuring of eight series of Yankee/global bonds valued at approximately \$3 billion, 11 series of Eurobonds valued at approximately \$800 million and four series of Samurai bonds valued at approximately \$725 million;
 - EnerSys in a number of financings, including a registered offering of convertible senior notes and registered primary and secondary offerings of common stock; and
 - the underwriters in several registered primary and secondary offerings of the common stock of Stifel Financial Corp. and Atlas Air Worldwide Holdings, Inc.