# Thomas F. Wood

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Tax



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**Education**

LL.M., New York University School of Law, 2012

J.D., University of Virginia School of Law, 2008

B.A., University of Missouri, 2005

**Bar Admissions**

New York

District of Columbia

Thomas Wood represents clients on a broad range of tax matters, with a particular emphasis on U.S. and cross-border transactions and corporate tax planning.

Mr. Wood's practice focuses on the tax aspects of mergers, acquisitions, divestitures, joint ventures, internal restructurings and transactions involving financially troubled businesses. He has significant experience representing clients in transactions involving tax-free spin-offs, split-offs and other tax-efficient dispositions. Mr. Wood also regularly advises on debt and equity offerings, financial instruments and investment fund issues.

In recognition of his work, Mr. Wood has been named one of *Lawdragon*'s 500 Leading Global Tax Lawyers.

Select representations include:

- **Liberty Media Corporation** in connection with the tax aspects of:
  - its split-off of the Atlanta Braves and the real estate surrounding the Braves' stadium into a separate, publicly traded company, in a transaction valued at $2.7 billion. The new company will be called Atlanta Braves Holdings Inc. and will hold all the business and assets associated with the baseball team, Truist Park stadium and the surrounding mixed-use development project
  - the $4.8 billion spin-off of its cable assets into a separate, publicly traded company called Liberty Broadband Corporation
- **Convera** in connection with its $910 million acquisition of Western Union Business Solutions
- **Vectrus, Inc.** in its $2.1 billion merger with The Vertex Company
- **Iora Health, Inc.** in its $2.1 billion acquisition by 1Life Healthcare, Inc.
- **Altaba Inc.** in connection with various matters, including its:
  - sale of up to $2 billion in shares of Yahoo Japan Corporation to SoftBank Corp. (Japan)
  - self-tender offer for 24% of its shares in exchange for Alibaba Group Holding Limited (China) shares and cash
  - proposed liquidation and dissolution
- **GCI Liberty, Inc.** in connection with the tax aspects of its $8.7 billion acquisition by Liberty Broadband Corporation
- **Eli Lilly and Company** as special tax counsel in a tax-efficient separation of its global animal health business into a new public company, Elanco Animal Health Incorporated, which was accomplished through a series of transactions, including a carve-out IPO by Elanco and a subsequent tax-free split-off of Eli Lilly's remaining interest in Elanco
- **Party City Holdco Inc.** in its out-of-court debt restructuring, including a debt-for-debt and equity exchange offer and issuance of new secured debt by Anagram, a wholly owned subsidiary
- **DXC Technology Company** in connection with the tax aspects of the merger of its U.S. public sector business via a reverse Morris trust transaction with KeyPoint Government Solutions, Inc. and Vencore Holding Corp. to form a separate, publicly traded company called Perspecta

- **Liberty Interactive Corporation** in connection with the tax aspects of:
  - its split-off of Liberty Expedia Holdings, Inc.
  - its acquisition and tax-free split-off of General Communication, Inc. This transaction was named Americas Media and Entertainment Tax Deal of the Year at *International Tax Review*'s Americas Tax Awards
- **Liberty Expedia Holdings, Inc.** in connection with the tax aspects of its acquisition by Expedia Group, Inc.
- **Yahoo! Inc.** in the $4.5 billion sale of its operating business to Verizon Communications Inc.
- **Computer Sciences Corp.** in connection with the tax aspects of its merger with Hewlett Packard Enterprise's enterprise services business in a reverse Morris trust transaction
- **Becton, Dickinson and Company** in:
  - its $12.2 billion acquisition of CareFusion Corporation
  - the tax-free spin-off of its diabetes care business into an independent, publicly traded company called Embecta Corp.
- **Spectra Energy Corp.** in connection with the tax aspects of its $28 billion merger with Enbridge Inc. (Canada)
- **Roust Corporation** in its prepackaged restructuring, which received court approval at the sole hearing in the case, just seven days after the debtors filed for Chapter 11 relief. This is the fastest billion-dollar prepackaged restructuring in history
- **General Electric Company** in connection with restructuring transactions related to the strategic realignment of GE Capital

Mr. Wood frequently writes and lectures on tax-related topics, including issues involving corporate taxation, transaction structuring and recent tax legislation proposals. He has been invited to speak before organizations such as the American Bar Association, Tax Executives Institute and Broadband Tax Institute. Additionally, he has lectured at the University of Michigan Law School and the Howard University School of Law.