

Mergers & Acquisitions

Who We Are



King & Spalding is consistently ranked among leading M&A practices. Our M&A Practice Group advises clients on transactions in the United States and throughout the world and includes a fully integrated team of lawyers in the U.S., Europe, Asia and the Middle East. Our practice focuses on complex transactions, where clients count on our significant experience to ensure that their transactions are handled effectively and efficiently.

Client Service - What Sets Us Apart

Whether acting for large publicly held corporations or privately held companies, our client service and responsiveness are what clients say set us apart. We provide partner-led deal teams, offering hands-on advice for complicated transactions. Our goal is to build long-term relationships with clients and work together to help them grow successfully and meet the challenges of today's business environment. Attentive service and responsive, proactive advice are the hallmarks of King & Spalding's M&A Practice Group, and these traits allow us to provide client-friendly legal advice. According to *Chambers USA*, sources say King & Spalding's Corporate/M&A practice is "first-class – it has the deepest bench in town."

King & Spalding earned a Top 20 ranking by Bloomberg for Global Private Equity by volume in the second quarter of 2016.

Product Experience

Public Company Transactions

- Acquisitions
- Auctions/Divestitures
- Spin-offs
- Tender and Exchange Offers
- Proxy Contests
- Going Private Transactions
- LBOs/MBOs
- Special Committee Representations
- Recapitalizations
- Financial Advisor Representations

Private Company Transactions

- Acquisitions
- Auctions/Divestitures

Partnering

- Strategic Investments
- Joint Ventures
- Corporate Venturing
- Intellectual Property Licensing

Corporate Governance

- Sarbanes-Oxley and Dodd-Frank Acts
- Takeover Defense
- Rights Plans
- Board Preparation and "Best Practice" Advice
- Representation of Board Committees, including Audit Committees



Chambers USA
recognized King
& Spalding in 44
practice rankings in
2016, including a
nationwide ranking
for Corporate/M&A.

Industry Experience

- Biotech, Healthcare & Pharmaceuticals
- Consumer Products
- Energy & Natural Resources
- Financial Institutions
- Manufacturing & Industrial Products
- Media & Entertainment/Professional Sports
- Real Estate
- Retail & Restaurants
- Technology & Telecommunications
- Transportation & Logistics

Recent Representative M&A Matters

- Represented Post Properties, Inc. as it entered into a definitive agreement to be acquired by Mid-America Apartment Communities, Inc. in an all-stock merger valued at approximately \$4 billion.
- Represented Total System Services, Inc. as it completed its acquisition of TransFirst from Vista Equity Partners, a transaction with a cash purchase price of \$2.35 billion.
- Represented Marubeni-Itochu Tubulars America Inc. in its \$600 million acquisition of Sooner Inc.
- Represented Carmike Cinemas, Inc. as it entered into a definitive agreement to be acquired by AMC Entertainment Holdings, Inc. in an all-cash merger valued at approximately \$1.1 billion.
- Represented Rosneft in its \$600 million acquisition of Novokuibyshevsk Petrochemical Company.
- Represented Roper Technologies, Inc. in its acquisition of Aderant Holdings, Inc. from private equity firm Madison Dearborn Partners in a transaction valued at approximately \$695 million.
- Advised Mahindra & Mahindra Financial Services, the financial services arm of Mahindra & Mahindra, in connection with a U.S. joint venture with the Rabobank Group, whereby Rabobank and Mahindra have a 51% and 49% interest, respectively, in the joint venture.
- Represented WIL Research on its sale to Charles River Laboratories International, Inc., for approximately \$585 million in cash.
- Representation of GE Oil & Gas in the sale of a 50% interest in GE's pipeline inspection and integrity business to Al Shaheen Energy Services, a wholly-owned subsidiary of Qatar Petroleum, and negotiation of a strategic joint venture with respect to such business.
- Represented GE Oil & Gas in its \$550 million acquisition of Cameron Industrial Corporation.
- Represented Hanesbrands in its \$600 million acquisition of Maidenform Brands, Inc.
- Represented Immucor, Inc. in its \$1.9 billion sale by tender offer to an affiliate of TPG Capital, L.P.
- Represented LS Power in its \$1.05 billion acquisition of a portfolio of four natural gas-fired generating assets from NextEra Energy Inc.
- Represented Roark Capital Group in its \$1.75 billion acquisition of the parent company of Carl's Jr. and Hardees.
- Represented Rock-Tenn Company in its \$4 billion acquisition of Smurfit-Stone Container Corporation.
- Represented Roper Industries, Inc. in its \$1 billion acquisition of Managed Health Care Associates, Inc.
- Represented Total System Services in its \$1.4 billion acquisition of Netspend Holdings, Inc.
- Advising Occidental Petroleum Corporation in connection with its joint venture with Elementis plc: Contribution of certain assets used in connection with their respective businesses in the UK and in the US to a joint venture between them and grant of future put and call options over the business.
- Advised the outside directors of Emdeon Inc. in connection with its merger with affiliates of Blackstone Capital Partners VI L.P. under which Blackstone acquired a controlling interest in Emdeon valued at approximately \$3 billion.

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