

Opened in 1987, Skadden's Tokyo office was the firm's first international office. We operate as a *gaikokuho kyodo jigyo* (foreign law joint enterprise) with *bengoshi* who are licensed to practice law and appear in Japanese courts, advising on a wide range of matters involving domestic and international clients.

Our Tokyo office has extensive experience representing a broad spectrum of Japanese, U.S., European and other international clients in highly diverse and complex cross-border transactions involving global markets. These transactions include mergers, acquisitions and joint ventures; capital markets and structured finance transactions; shareholder activism matters; and real estate-related acquisitions, joint ventures, and debt and equity financings. We also assist clients in restructurings and in the formation of investment funds.

Skadden is ranked in several categories by *Chambers Global* and *Chambers Asia Pacific* for our work in Japan, including for Capital Markets and Corporate/M&A. Skadden also has been ranked repeatedly as a leading firm for M&A in Japan by *The Legal 500* and *Asian Legal Business*. Our partners have also been recognized in *Asia Business Law Journal's* "Japan A List."

### **Mergers, Acquisitions and Joint Ventures**

Building on our strength as one of the world's leading M&A firms, we have structured and negotiated a wide variety of public and private mergers, acquisitions and joint ventures involving Japanese entities in the United States, Japan, Europe and other parts of the world.

### **Capital Markets and Structured Finance**

Skadden's Tokyo-based attorneys represent investment banks and Japanese and non-Japanese issuers in a variety of public and private finance transactions. These matters have included securities offerings under Rule 144A and Regulation S, global share offerings, convertible and exchangeable securities offerings, American depositary receipt transactions, debt offerings, hybrid securities offerings, medium-term note programs and listings on the New York Stock Exchange and Nasdaq. We also represent Japanese banks, as well as Japanese and foreign investment banks, J-REITs and other originators and issuers, in the securitization of yen- and dollar-denominated assets, including commercial loans, automobile loans and longer-term assets, such as real estate located in the United States and Japan. *Chambers Asia Pacific 2025* ranks us in Band 1 for Capital Markets: International: US Law. We also are ranked in Tier 1 for Capital Markets: Equity – Foreign Firms in Japan by *IFLR1000 2024*.

### **Investment Funds**

Our Tokyo attorneys have participated in the creation of various investment funds and private equity vehicles seeking to invest in Japanese companies, real estate-related investments and distressed debt. We also provide guidance on fund structuring, licensing and regulatory matters to offshore fund managers seeking to offer funds in Japan. Our international presence and knowledge of complex securities laws, local regulatory laws and international tax matters also position the firm to handle investment fund transactions.

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## **Corporate Governance and Shareholder Engagement and Activism**

We advise Japanese corporations and their boards of directors, as well as financial advisors, in their engagements with institutional and activist shareholders. Our attorneys advise clients on developing outreach initiatives and related communications plans aimed at engendering closer relationships with shareholders, as well as on forming an advance team of internal personnel and outside professionals devoted to understanding and planning for activism-related issues before they arise. When an activist situation happens, our attorneys work closely with our clients to evaluate proposals and all available strategic alternatives and work to either secure a negotiated settlement or wage a successful proxy fight.

## **Corporate Restructuring**

Skadden attorneys have deep experience in every major trend in corporate restructuring and reorganization in Japan, including internal corporate restructurings, spin-offs, divestitures and other techniques for refocusing value. In addition, we advise companies on Chapter 11 proceedings, as well as financial institutions as creditors in workouts and other bankruptcy-related situations.