

Partner, New York

Mergers and Acquisitions; Fintech



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## Education

J.D., Fordham University School of Law, 1996 (Order of the Coif)

M.B.A. and B.B.A., Pace University (combined degree program), 1991

## Bar Admissions

New York

Marie L. Gibson concentrates primarily on mergers and acquisitions and general corporate matters. She has represented acquirers, targets and financial advisors in U.S. and international deals, including public and private transactions as well as negotiated and contested acquisitions.

Ms. Gibson regularly advises on proxy contests and corporate governance issues, assists distressed businesses and counsels on other general corporate matters. Although her practice is broad-based, she has extensive experience in the health care and energy industries. In recognition of her work, Ms. Gibson has been named Woman Dealmaker of the Year by The M&A Advisor and repeatedly honored as a Financial & Corporate Star by *LMG Life Sciences*. She also has been selected to *The Deal's* Women in Dealmaking list, recognized as one of *Crain's New York Business's* Notable Women in Law and named a BTI Client Service All-Star.

Significant representations include:

- MasterBrand, Inc. in its \$520 million acquisition of Supreme Cabinetry Brands, a portfolio company of GHK Capital Partners
- Triumph Group Inc. in its:
  - \$725 million sale of its product support business to AAR CORP.
  - sale of operations and assets relating to its Global 7500 wing manufacturing program to Bombardier
- Purdue Pharma L.P. in its:
  - sale of the assets of Avrio Health L.P. to Atlantis Consumer Healthcare for \$400 million via an auction process pursuant to Section 363 of the Bankruptcy Code
  - sale of an active pharmaceutical ingredient (API) manufacturing facility and corresponding negotiation of a long-term API supply agreement with the facility purchaser
- Castle Harlan in its \$550 million sale of its portfolio company Tensar to Commercial Metals Company
- Foamix Pharmaceuticals Ltd. in its innovative cross-border merger with Menlo Therapeutics and in the sale by the resulting company, Vyne Therapeutics, of its dermatology products to Journey Medical, as well as in Foamix's transformation to a biopharma company focused on developing immuno-inflammatory assets
- Rite Aid Corporation in its \$4.38 billion sale of stores to Walgreens Boots Alliance, as well as its planned combination (later terminated) with Albertsons Companies Inc.
- A. Schulman, Inc. in its \$2.25 billion acquisition by LyondellBasell N.V.
- Moody's Corporation in its:
  - €3 billion acquisition of Amsterdam-based information services provider Bureau van Dijk
  - \$278 million acquisition of Reis Inc.
- Various contract development and manufacturing organizations in multiple transactions in Europe and the U.S., including with AstraZeneca, Astellas, Elanco, GlaxoSmithKline, Noramco, Novartis, Pfizer, Schering-Plough and UCB
- Nasdaq in its equity investment in eBX LLC, which operates Level ATS, a U.S. equity "dark pool" trading venue, and the subsequent merger of Level ATS and Luminex

# Marie L. Gibson

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- Intrawest Resorts Holdings in its \$1.5 billion sale to a new entity formed by Aspen Skiing Co. and KSL Capital Partners
  - Anheuser-Busch InBev in its \$20.1 billion acquisition of the remaining stake of Grupo Modelo, S.A.B. de C.V. it did not previously own
  - DigitalGlobe, Inc., a provider of earth imagery and geospatial information solutions, in its \$900 million merger with GeoEye, Inc., an information technology provider for the aerospace and defense industry
  - Bausch Health Companies, Inc. (formerly known as Valeant Pharmaceuticals International, Inc.) in multiple acquisitions and licensing agreements, including its:
    - \$8.7 billion merger with Bausch & Lomb
    - \$1 billion acquisition of Sprout Pharmaceuticals
    - acquisition of Amoun Pharmaceuticals, Egypt's largest pharmaceutical company
    - acquisition of Synergetics, Inc.
    - \$440 million acquisition of Obagi Medical Products
    - \$312 million acquisition of OraPharma from Water Street Healthcare Partners, LLC
    - \$425 million acquisition of Dermik, a developer of dermatological products, from sanofi-aventis
    - \$345 million acquisition of Ortho Dermatologics from Janssen Pharmaceuticals, Inc., an affiliate of Johnson & Johnson
    - acquisition of the North American rights to Elidel® and Xerese™ from Meda AB
    - \$300 million acquisition of the U.S. and Canadian rights to Zovirax® from GlaxoSmithKline plc
  - Collagen Matrix Inc., a manufacturer of collagen- and mineral-based extracellular matrices for tissue and organ repair and regeneration, in its sale to Metalmark Capital LLC, a private equity firm
  - Mylan Inc. in a variety of matters, including its:
    - \$1.6 billion acquisition of the Agila injectables businesses from Indian pharmaceutical company Strides Arcolab Limited
    - acquisition of India-based Matrix Laboratories Ltd.
    - attempted acquisition of King Pharmaceuticals
    - defense against an unsolicited offer by Carl Icahn to acquire Mylan and a related proxy fight
  - Greenhill & Co., Inc. in its acquisition of Cogent Advisors
  - Castle Harlan, Inc., a private equity firm, in its acquisition of IDQ Holdings, Inc. from Arsenal Capital Partners
  - Carnegie Hall in a variety of corporate matters
  - MDS Inc. in the \$650 million sale of its analytical technologies business to Danaher Corporation
  - Delphi Corporation in a variety of corporate matters relating to its Chapter 11 case, including the stalking horse bid that eventually led to its exit from bankruptcy
  - Fairfield Greenwich Group in a variety of matters, including the transfer of its fund of funds business to Sciens Capital Management, LLC, and its merger with Banque Bénédict Hentsch, a private Swiss bank
  - Citigroup Inc. in its \$31 billion acquisition of Associates First Capital Corp., a consumer finance company
  - Anheuser-Busch Companies, Inc. in its \$52 billion acquisition by InBev N.V. (Brazil-Belgium). This deal was named U.S. M&A Deal of the Year at the *Financial Times* and *Mergermarket M&A Awards Americas*
  - Bentley Pharmaceuticals, Inc. in its \$360 million sale to Teva Pharmaceutical Industries Limited and the related spin-off of CPEX Pharmaceuticals, Inc.
  - VISX, Incorporated in its successful proxy contests with Carl Icahn
- Ms. Gibson has represented numerous companies in the energy sector, including:
- TECO Energy in its sale to Emera in a deal valued at \$10.4 billion
  - CMS Energy Corporation in the:
    - sale of its ownership interests in businesses in the Middle East, Africa and India to the Abu Dhabi National Energy Company
    - sale of its natural gas gathering and processing field services business to a Morgan Stanley Capital Partners portfolio company
  - New England Electric Systems in its merger with National Grid Group plc and its acquisition of Eastern Utility Associates
  - National Grid in its acquisition of KeySpan Corporation
- Ms. Gibson co-chairs Skadden's *Pro Bono* Committee and is a member of the firm's Diversity, Equity & Inclusion and Associate Training committees. In addition, she serves as chair of the board of Lawyers Alliance of New York and is a member of the Alumnae Committee of Pace University. She earned a certified public accountant license and practiced as an auditor at Price Waterhouse prior to attending law school. She also has been a visiting clinical lecturer in law at Yale Law School, where she has taught classes on drafting and negotiating merger and acquisition agreements.
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