

Michael S. Hamilton

Skadden

Partner, Houston and New York

Corporate



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Education

J.D., The University of Texas
School of Law, 2008

B.S., Boston University, 2005

Bar Admissions

New York

Texas

Michael Hamilton has a broad practice with experience representing public and private clients across various industries in a diverse range of corporate and transactional matters, including capital markets transactions, SEC reporting obligations, governance matters and M&A transactions.

Mr. Hamilton's capital markets experience includes advising on IPOs, secondary offerings, "shelf" offerings, "at-the-market" offerings and Rule 144A offerings, as well as private placement transactions, tender offers, exchange offers, consent solicitations, redemptions, and other corporate reorganization and liability management transactions.

He also has substantial experience in advising public companies on disclosure requirements, employment compensation matters, stock exchange requirements, and other corporate and securities representations. In addition, Mr. Hamilton represents public and private clients in M&A-related matters, including advising on capital structure and acquisition financing transactions.

Mr. Hamilton's significant representations include:

- Pfizer Inc. and its subsidiary Pfizer Investment Enterprises Pte. Ltd. in Pfizer Investment's \$31 billion offering of notes in eight tranches
- FedEx Corporation in its debt-for-debt exchange offers and consent solicitations to amend the terms of approximately \$16 billion worth of notes across 22 tranches
- BlackRock, Inc.:
 - in connection with its \$12.5 billion acquisition of Global Infrastructure Partners, including its offerings of \$500 million of 4.7% notes due 2029, \$1 billion of 5% notes due 2034 and \$1.5 billion of 5.25% notes due 2054
 - in financing matters related to its £2.55 billion acquisition of Preqin, including its offering of \$800 million of 4.6% notes due 2027, \$500 million of 4.9% notes due 2035 and \$1.2 billion of 5.35% notes due 2055
 - in connection with its proposed \$12 billion acquisition of HPS Investment Partners
- Royal Caribbean Cruises Ltd. in numerous transactions, including its offerings of \$1 billion of 9.25% senior notes due 2029, \$1 billion of 8.25% senior secured notes due 2029, \$700 million of 7.25% senior notes due 2030 and \$1.25 billion of 6.25% senior notes due 2032
- Cardinal Health in its offerings of \$650 million of 5.125% notes due 2029 and \$500 million of 5.45% notes due 2034
- Air Products & Chemicals, Inc. in its inaugural green bond offerings of \$600 million of 4.8% notes due 2033 and €700 million of 4% notes due 2035
- MasterBrand, Inc. in financing matters related to its acquisition of Supreme Cabinetry Brands, Inc., including its offering of \$700 million of 7% senior notes due 2032
- Performance Food Group Company in financing matters related to its acquisition of Cheney Bros, Inc., including its offering of \$1 billion of 6.125% senior notes due 2032
- NXP Semiconductors N.V. in the establishment of a \$2 billion commercial paper program
- Centene Corporation in its acquisition of Magellan Health, Inc.

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- Brookfield Infrastructure Partners in financing and corporate matters in connection with its acquisition of Triton International Limited
 - Elon Musk in connection with financing matters related to his \$44 billion acquisition of Twitter, and Twitter in connection with financing matters
- Mr. Hamilton's noted representations prior to joining Skadden include:
- a digital health care company in its \$3.8 billion merger with a special purpose acquisition company (SPAC)
 - a medical technology company in its proposed but abandoned \$2.8 billion merger with a SPAC
 - a digital technology and cybersecurity company in its proposed but abandoned \$1.4 billion merger with a SPAC
 - a NYSE-listed chemicals company in its \$2.5 billion acquisition by a strategic purchaser
 - a NYSE-listed fintech company in its \$425 million modified Dutch auction tender offer for its common stock
 - a NYSE-listed chemicals company in numerous capital markets and bank financing transactions, including multiple private placements of senior unsecured notes and the refinancing of its asset-based and term loan credit facilities
 - a NYSE-listed manufacturer of specialized industrial products and equipment in its public offering of senior unsecured notes worth \$400 million
 - a NYSE-listed manufacturer and aftermarket service provider of flow control systems in its public offering of senior unsecured notes worth €500 million
 - a multinational food production company in its private placement of senior unsecured notes worth \$500 million
 - alternative investment firms in numerous debt, equity and equity-linked investments in public and private companies, including investments in SPACs and distressed investments
 - a NYSE-listed real estate investment trust in two public offerings by its operating partnership of senior unsecured notes worth an aggregate of \$750 million
 - a NYSE-listed real estate investment trust in multiple public offerings of common stock for aggregate net proceeds of \$796.9 million
 - a NYSE-listed manufacturer and aftermarket service provider of flow control systems in its \$800 million unsecured revolving credit facility
 - a NYSE-listed RV manufacturer in a \$2.85 billion debt financing (consisting of a \$2.1 billion term loan facility and a \$750 million secured asset based loan facility) in connection with an acquisition