

Partner, New York

Mergers and Acquisitions; Private Equity



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Education

J.D., Columbia Law School, 2011
(James Kent Scholar)

B.S., Georgetown University, 2005
(*cum laude*)

Bar Admissions

New York

Publications

"Putting the Best Spin on Corporate Splits," *The M&A Lawyer*, March 2023

"Boards and M&A: Playing, and Winning, the Game of Regulatory Risk," *The M&A Lawyer*, October 2022

"Navigating M&A Divestiture Complexities," *New York Law Journal*, October 2017

Kyle Hatton regularly advises public and private companies, private equity firms and financial institutions on a variety of corporate matters, including mergers, acquisitions, joint ventures and shareholder activism, as well as strategic portfolio reviews, corporate governance and policy issues. He has extensive experience counseling on mergers of equals, regulatory remedies, divestitures, business separations and spin-offs.

Examples of Mr. Hatton's representations include:

- DuPont in numerous transactions, including its:
 - \$130 billion merger of equals with The Dow Chemical Company
 - business swap with FMC Corporation exchanging portions of DuPont's crop protection business for FMC's health and nutrition business and cash
 - \$45.4 billion reverse Morris trust spin-off and merger of its nutrition and biosciences business with International Flavors & Fragrances Inc.
 - \$11 billion sale of DuPont's mobility and materials business to Celanese
 - proposed (but terminated) \$5.2 billion acquisition of Rogers Corporation
 - \$1.75 billion acquisition of Spectrum Plastics
 - \$1.8 billion sale of DuPont's Delrin business to funds managed by The Jordan Companies
 - announced intent to separate — via tax-free spin-offs — into three stand-alone public companies focused on its electronics, water and diversified industrials businesses
 - proxy contest with Trian Partners
- DowDuPont in the separation of its materials science, agriculture and specialty products businesses through the \$39 billion spin-off of Dow, Inc. and \$19 billion spin-off of Corteva, Inc.
- Holcim Ltd. in the planned separation and U.S. listing of its North American business
- Twenty First Century Fox in connection with its \$85 billion sale to The Walt Disney Company; its pre-merger \$23 billion spin-off of Fox Corporation; its response to an unsolicited acquisition proposal by Comcast Corporation; and its \$15 billion sale of its stake in Sky plc to Comcast and previously proposed acquisitions of the publicly held portion of Sky it did not already own
- Willis Towers Watson plc in its proposed (but terminated) \$90 billion business combination with Aon plc, and in the \$4 billion sale of its treaty reinsurance business to Arthur J. Gallagher & Co.
- International Flavors & Fragrances, Inc. in numerous transactions, including:
 - the pending \$2.9 billion sale of its pharma solutions business to Roquette
 - the \$810 million sale of its cosmetics ingredients business to Clariant
- Apartment Investment and Management Company in its \$10.4 billion reverse spin-off of Apartment Income REIT Corp.; in its defense against a consent solicitation and a proxy contest by Land & Buildings Investment Management; and in various acquisitions, dispositions and joint venture transactions

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- Apartment Income REIT Corp. in its \$10 billion going-private sale to Blackstone and in numerous acquisitions, dispositions and joint venture transactions
 - Apax Partners in numerous transactions, including its acquisitions to create Bonterra LLC; its sale of ECi Software Solutions to Leonard Green & Partners; its acquisition of a majority stake in a joint venture with Accenture centered on the Duck Creek global insurance software business; and its acquisition of a controlling interest in FullBeauty Brands
 - News Corporation in its \$950 million tender offer and purchase of Move, Inc.
 - Mars, Inc. in its \$9.1 billion acquisition of VCA, Inc. and \$2.9 billion acquisition of Procter & Gamble's pet food business and related structuring activities
 - The Scotts Miracle-Gro Company in the separation of its lawn service business and contribution thereof to a joint venture with TruGreen, a Clayton, Dubilier & Rice portfolio company, and a subsequent leveraged recapitalization
 - The National Hockey League in agreements with team owners and third parties regarding ownership changes, financing and league rules
 - Protective Insurance Corporation's special committee of the board of directors in connection with its response to control share transactions and business combinations proposed by a group of shareholders controlling in excess of 40% of outstanding voting shares; and its sale to The Progressive Corporation
 - Kelso & Company in its acquisition and subsequent sale of Physicians Endoscopy
 - Bally Technologies in its \$3.1 billion sale to Scientific Games Corporation
 - SHFL entertainment in its \$1.3 billion sale to Bally Technologies
 - VGT Corporation in its \$1.3 billion sale to Aristocrat Leisure Limited
 - TPG in its acquisition of Assisted Living Concepts
 - ANGI Homeservices Inc. in its acquisition of Handy Technologies, Inc.
 - IAC/InterActiveCorp in its acquisition of ValueClick, Inc.'s Owned and Operated Websites segment