

Partner, New York

Mergers and Acquisitions



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Education

J.D., University of Pennsylvania Law School, 2006

Certificate of Business and Public Policy, Wharton School of the University of Pennsylvania, 2006

B.A., Columbia University, Columbia College, 2003

Bar Admissions

New York

New Jersey

Selected Publications

"US M&A Levels Remain Healthy," *Harvard Law School Forum on Corporate Governance*, January 9, 2023

"M&A Opportunities May Prevail for the Diligent This Year," *Law360*, January 2, 2023

"US M&A Levels Remain Healthy, but Due Diligence and Deal Protections Will Become Even More Critical," *Skadden's 2023 Insights*, December 13, 2022

Maxim Mayer-Cesiano is a corporate attorney, focusing primarily on mergers and acquisitions in all manner of strategic and private equity transactions. Across a wide range of industries, Mr. Mayer-Cesiano has advised public and private clients, financial institutions, private equity sponsors, portfolio companies, family offices and special committees on a variety of U.S. and cross-border transactions. These have included mergers, acquisitions, takeovers (negotiated and contested), dispositions, auctions, carve-out transactions, strategic investments, special purpose acquisition company (SPAC) transactions, recapitalizations, reorganizations and joint ventures. He also regularly advises clients on shareholder activism, takeover preparedness, corporate governance, securities law, SEC disclosure and general corporate matters. In addition, he has represented investment banks as financial advisors in M&A transactions and serves as a principal M&A partner in the firm's Israel practice.

Mr. Mayer-Cesiano has been named an Emerging Leader by The M&A Advisor and recognized in *IFLR1000*.

Selected examples of his representations include:

Consumer Products

- LL Flooring Holdings (f/k/a Lumber Liquidators) in its sale of 219 stores, a distribution center and certain other assets to F9 Investments, LLC as part of its voluntary Chapter 11 filing
- a Mexican sporting goods retailer in its acquisition of a minority interest in, and option to acquire up to 100% of, a major sporting goods distributor in Latin America
- Keurig Dr Pepper in a variety of transactions, including its acquisitions of the Big Red and Core brands, its \$863 million investment in Nutrabolt and its strategic partnership and \$300 million investment in La Colombe Coffee Roasters, as well as several of its partnership ventures, including for the Athletic Brewing, Adrenaline Shoc, Don't Quit, Tractor Beverage and Vita Coco brands
- Waldencast plc in a variety of matters, including its \$1.2 billion three-way business combination with Obagi Cosmeceuticals (outside of China) and Milk Makeup
- JAB Holding Company in a wide variety of transactions, including its acquisitions of Panera Bread Company (\$7.5 billion), D.E Master Blenders (\$9.8 billion), Krispy Kreme Doughnuts (\$1.35 billion), Einstein Noah Restaurant Group (\$374 million), Caribou Coffee Company (\$340 million) and Bruegger's Bagels; the combination of the coffee businesses of D.E Master Blenders and Mondelēz International to form Jacobs Douwe Egberts, and the subsequent combination of Peet's Coffee & Tea with Jacobs Douwe Egberts to form JDE Peet's; its acquisition of an additional 20% of the outstanding common stock of Coty Inc. to increase its stake to 60%; and its investment in Gardyn
- WhistlePig in a variety of transactions, including its partnership transactions with BDT Capital Partners and LVMH Moët Hennessy, and the related liquidity transactions
- Keurig Green Mountain in its merger with Dr Pepper Snapple Group to form Keurig Dr Pepper
- The Hershey Company in its \$1.6 billion acquisition of Amplify Snack Brands
- Krispy Kreme Doughnuts in its acquisition of Insomnia Cookies
- Permira Funds in a variety of transactions, including its acquisition of a majority interest in John Masters Organics

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- Coty in its reverse Morris trust combination with the fine fragrances, color cosmetics and hair color businesses of The Procter & Gamble Company
 - Jos. A. Bank Clothiers in its unsolicited, but subsequently agreed upon, \$1.8 billion acquisition by The Men's Wearhouse, as well as its terminated acquisition of the parent company of the Eddie Bauer brand
 - Anheuser-Busch InBev in its \$20.1 billion acquisition of the remaining stake of Grupo Modelo that it did not previously own
 - Cliffstar Corporation in its sale to Cott Corporation
 - Revlon in a variety of transactions, including its self-tender offer for its common stock in exchange for preferred stock and its self-tender offer for its senior notes for cash
 - Hudson News Company in its sale to Advent International

Life Sciences and Health Care

- the special committee of the board of directors of Taro Pharmaceuticals in the \$1.6 billion acquisition of Taro by Sun Pharma
- Endo International in a variety of transactions, including its pre-arranged Chapter 11 bankruptcy, its sale of the American Medical Systems male urology portfolio, its acquisition of Indevus Pharmaceuticals and its terminated acquisition of NuPathe
- JAB Holding Company in a wide variety of transactions, including its acquisitions of Compassion-First Pet Hospitals and National Veterinary Associates
- Becton, Dickinson & Company in a variety of transactions, including the formation of its global respiratory business joint venture with Apax Partners; its sale of its interest in such joint venture with Apax Partners; and its sale of certain assets to Merit Medical
- Miraca Life Sciences in its acquisition of PLUS Diagnostics
- Shionogi & Co. in a variety of transactions, including its sale and licensing of the rights to HIV treatments it developed with ViiV Healthcare (a joint venture between GlaxoSmithKline and Pfizer) in return for a 10% stake in ViiV and royalties on the worldwide sales of such treatments, and a subsequent exclusive collaboration and license agreement with ViiV Healthcare, for a third-generation investigational integrase strand transfer inhibitor with potential use in ultra long-acting HIV regimens
- Valeant Pharmaceuticals International in a variety of transactions, including its \$425 million acquisition of Dermik, a developer of dermatological products, from Sanofi-Aventis; and its \$345 million acquisition of Ortho Dermatologics from Janssen Pharmaceuticals, Inc., an affiliate of Johnson & Johnson
- Fortress Investment Group in its sale of Iroko Holdings

Fintech and Financial Services

- Pagaya Technologies in its \$8.5 billion business combination with EJV Acquisition Corp.
- JPMorgan Chase in connection with its relationship with Visa
- eToro Group in its proposed (but terminated) business combination with FinTech Acquisition Corp. V
- Bitfury in connection with its relationship with Cipher Mining
- Information Builders in its acquisition by TIBCO Software
- Affiliated Managers Group in its investment in Boston Common Asset Management
- DST Systems in its \$5.4 billion acquisition by SS&C Technologies
- OneMain Holdings in the acquisition of a 40% stake by an investor group led by Apollo Global Management and Vårde Partners, and in IEG Holdings' unsolicited exchange offer
- Citigroup Inc. in its sale of Citi Technology Services to Wipro Technologies
- Altaba in connection with its self-tender offer for up to approximately 24% of its shares of common stock in exchange for 0.35 American depositary shares of Alibaba Group

Industrials, Chemicals and Energy

- Kaman in a variety of matters, including its \$1.8 billion sale to Arcline Investment Management, its investment in Near Earth Autonomy and its acquisition of Bal Seal Engineering
- HPX Corp. in connection with its business combination with Emergência Participações S.A.
- Stanley Black and Decker in its \$1.5 billion acquisition of Consolidated Aerospace Manufacturing
- Air Products and Chemicals in a variety of acquisitions, including gasification technologies from Royal Dutch Shell and General Electric, and Baker Hughes' Rotoflow business
- Lanxess AG in its \$2.7 billion acquisition of Chemtura Corporation
- Merck KGaA, Darmstadt, Germany, in a variety of transactions, including the sale of its crop biosciences business to Novozymes and its \$17 billion acquisition of Sigma-Aldrich Corporation
- Wasserstein & Co. in its acquisition of High Pressure Equipment Company
- PensionDanmark in its 50% equity investment in an affiliate of E.ON that owns and operates wind farms in Pennsylvania and Texas
- Energy Answers in connection with certain corporate matters

Software, Technology and Other

- the special committee of the board of directors of Arco Platform in the \$1.5 billion acquisition of Arco by General Atlantic and Dragoneer Investment Group (the 2024 *Latin Lawyer* Deal of the Year in the M&A: Public Companies category)
- ByteDance in a variety of minority investments in U.S. technology companies, including For Fun Labs
- Alexander Shustorovich and his affiliated companies in connection with obtaining control of IMG Artists
- Steven A. Ballmer in connection with his interests in certain corporate transactions
- Criteo in its acquisition of Mabaya
- Sierra7 in its acquisition of HMS Technologies
- Samanage in its sale to SolarWinds
- Sentinel Data Centers in the sale of its data center business to Digital Realty Trust and its joint venture with Kelso & Co.
- IAG Research in its sale to The Nielsen Company
- the special committee of the board of directors of Golden Telecom in the \$4.3 billion acquisition of Golden Telecom by Open Joint Stock Company Vimpel-Communications (Russia)
- SL Green Realty Corp. in various corporate matters
- Al Jazeera Americas in connection with its wind-down
- Qatar Investment Authority in connection with certain corporate matters

Mr. Mayer-Cesiano is actively involved in Skadden's training, recruiting and thought leadership programs, in addition to serving on the editorial board of the firm's director-targeted publication, *The Informed Board*. He provides *pro bono* legal services to a variety of New York-based clients, including asylum seekers and various nonprofit organizations, and has advised on mergers of nonprofit organizations. He also serves on the board of directors of Mobilization for Justice (formerly MFY Legal Services), a nonprofit organization that offers free legal assistance to low-income New Yorkers to resolve legal problems in the areas of housing and foreclosure; civil, disability and aging rights; bankruptcy; tax; consumer; employment; government benefits; immigration; and kinship care.