

Michael J. Zeidel

Skadden

Partner, New York

Capital Markets



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Education

J.D., Syracuse University College of Law, 1995 (*magna cum laude*; Member, *Syracuse Law Review*; Order of the Coif)

B.A., George Washington University, 1992 (*cum laude*; Phi Beta Kappa)

Bar Admissions

New York
Connecticut

Michael Zeidel represents investment banks, corporate clients, and private equity sponsors and their portfolio companies in a variety of U.S. and international transactions, including public and private offerings of equity, high-yield and investment grade securities.

Mr. Zeidel has extensive experience advising on IPOs, acquisition financings and liability management transactions, including tender offers, exchange offers, consent solicitations and other significant corporate transactions. He also counsels corporate clients of all sizes across a variety of industries on an ongoing basis, assisting with the review and preparation of SEC filings, corporate governance matters and interactions with security holders, stock exchanges and other regulatory bodies.

Mr. Zeidel has been repeatedly selected for inclusion in *Chambers Global* and *Chambers USA*, where he was described as “*experienced and commercially minded*,” as well as “*strong across all capital instruments*.” He has also been named one of Lawdragon’s 500 Leading Dealmakers in America, recognized as a “*leading lawyer*” in *IFLR1000* and noted as “*highly recommended*” in *The Legal 500 U.S.*, where he was cited as a “*considerable authority in underwriter-side equity transactions*” and for his work representing issuers and underwriters in high-yield offerings. He regularly speaks at conferences and seminars on a variety of corporate finance and governance-related topics and frequently is quoted in *The Wall Street Journal*, *Financial Times*, *Law360*, *Institutional Investor* and other publications.

Significant transactions include:

- Activision Blizzard, Inc. in a number of offerings of senior notes
- Aircastle Limited in multiple offerings of senior notes
- Barclays as placement agent in the \$600 million common stock offering by Doral Financial Corporation, a portion of which was contingent financing, in connection with a proposed acquisition of assets and liabilities from the FDIC
- Chiquita Brands International, Inc. in multiple offerings of senior notes, including the high-yield financing to fund its acquisition of the fresh express packaged salad and fresh cut fruit business from Performance Food Group Company
- the initial purchasers in the \$2 billion offering of senior notes of Genentech, Inc.
- CME Group Inc. in its \$1.2 billion offering of senior notes in two tranches, the proceeds of which were used to fund CME’s acquisition of NEX Group, plc
- Credit Suisse, Barclays, JPMorgan and UBS as the underwriters in the \$530 million common stock offering of Allscripts Healthcare Solutions, Inc. by Misys PLC
- Credit Suisse, RBC and Sandler O’Neill as the underwriters in the \$334 million offering of common stock by First Merit Corporation, which followed the purchase and assumption of \$3 billion of assets and liabilities from the FDIC, as receiver of Midwest Bank
- Del Frisco’s Restaurant Group in its \$103.5 million offering of common stock, the proceeds of which were used to fund Del Frisco’s acquisition of Barteca, the owner of the Barcelona and bartaco restaurants
- DRS Technologies, Inc. in its offerings of \$350 million of senior notes, \$250 million of senior subordinated notes and \$300 million of convertible notes, the proceeds of which were used to fund the acquisition of Engineered Support Systems, Inc.

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- EVRAZ North America (a subsidiary of EVRAZ plc) in its \$350 million offering of senior secured notes and in its proposed IPO
 - Forester (U.S.A.) Real Estate Group, Inc. in multiple offerings of senior secured notes and convertible notes
 - the underwriters in the \$2.25 billion equity offering by New GGP Inc., the successor to General Growth Properties, Inc., (the offering provided a portion of the exit financing for the largest real estate bankruptcy in history), as well as the underwriters in an offering of GGP's preferred stock
 - Green Bancorp in its \$85 million IPO
 - Hasbro, Inc. in its \$500 million offering of senior notes
 - HealthSouth in its \$300 million offering of senior notes
 - the intermediaries in connection with multiple private sales of Facebook, Twitter and Palantir equity securities
 - Martin Marietta Materials, Inc. in a number of financings, including multiple offerings of senior notes and at-the-market programs
 - Masonite International Corporation in its offering of \$275 million of senior notes and \$100 million reopening, and the underwriters in Masonite's proposed IPO and multiple offerings of senior notes
 - NYMEX Holdings, Inc. in its \$384 million IPO, multiple secondary offerings and acquisition of the COMEX trading rights
 - OFG Bancorp, the holding company of Oriental Bank, in Oriental Bank's US\$550 million acquisition of the Puerto Rico and U.S. Virgin Islands banking operations of The Bank of Nova Scotia
 - PHH Corporation in a number of financings, including multiple offerings of senior notes and convertible notes as well as tender offers, consent solicitations and other liability management transactions
 - QIWI plc in its \$212 million IPO with a listing on the NASDAQ and Moscow Stock Exchange (QIWI is the first Russian operating company to complete an IPO under the JOBS Act and the first foreign company to list on a Russian exchange)
 - Rite Aid Corporation in a number of financings, including multiple offerings of senior notes, senior secured notes, convertible notes and preferred stock, as well as exchange offers, tender offers, consent solicitations and private placements of equity securities and the \$1.8 billion high-yield financing to fund its acquisition of Envision RX and the \$1.7 billion high-yield financing to fund its acquisition of the Brooks and Eckerd drugstores
 - Rain CII Carbon LLC, a subsidiary of Rain Commodities Limited (India), in its offering of senior secured notes in two tranches: a \$400 million offering and a €210 million offering, the proceeds of which were used to finance a portion of Rain CII Carbon's acquisition of RÜTGERS from funds advised by Triton
 - Stryker Corporation in its \$600 million offering of 3.650% notes due 2028
 - UBS and Deutsche Bank as joint bookrunning managers of the IPO by Amira Nature Foods Ltd. (a first-of-its-kind transaction involving the IPO of a new offshore parent holding company with an Indian operating company)
 - UBS and Piper Jaffray as joint bookrunning managers of the \$72 million IPO by Renewable Energy Group
 - the underwriters in multiple offerings of convertible notes by Aegean Marine Petroleum Network, Inc.
 - the underwriters in a number of financings by Crown Castle International, Inc., including multiple offerings of common stock, senior notes and at-the-market programs
 - the underwriters in an offering of convertible notes by Gain Capital
 - the underwriters in the IPO and subsequent follow-on offering by Evolus, Inc.
 - the underwriters in a number of financings by Host Hotels, including multiple offerings of senior notes, exchangeable notes, common stock and at-the-market programs
 - the underwriters in an offering of subordinated notes by People's United Bank
 - Valeant Pharmaceuticals in its \$1 billion offering of senior notes and in its \$10 billion offering of senior notes, the proceeds of which are being used to finance its acquisition of Salix Pharmaceuticals. The notes were issued in four tranches, including a \$1.5 billion offering of Euro notes. The offering was one of the largest high-yield offerings ever completed
- Mr. Zeidel leads the capital markets department's knowledge strategy initiatives, including its thought leadership, knowledge management and client communications.
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Selected Publications

“2025 SEC Filing Deadlines and Financial Statement Staleness Dates,” *Skadden Publication*, October 30, 2024

“SEC Grants Broker-Dealers Permanent Exemptive Relief From Rule 15c2-11 for Fixed-Income Securities Sold Under Rule 144A Safe Harbor,” *Skadden Publication*, November 7, 2023

“SEC Division of Corporation Finance Publishes Guidance for Registrants as Government Shutdown Looms,” *Skadden Publication*, September 28, 2023

“2024 SEC Filing Deadlines and Financial Statement Staleness Dates,” *Skadden Publication*, September 26, 2023

“SEC Adopts T+1 Settlement Cycle for Most Securities Transactions but Permits T+2 for Firm Commitment Offerings,” *Skadden Publication*, February 20, 2023

“2023 SEC Filing and Staleness Calendars and Annual Regulatory Review,” *Skadden Publication*, December 20, 2022

“A Playbook for Borrowers Facing Economic and Debt Market Pressures,” *Skadden’s 2023 Insights*, December 13, 2022

“SEC Delays by Two Years Implementation of Rule 15c2-11 for Private Issuers of Rule 144A Debt Securities,” *Skadden Publication*, December 12, 2022

“Skadden on Revisiting Share Repurchases in Volatile Times,” *The CLS Blue Sky Blog*, April 12, 2022

“Revisiting Share Repurchases in Volatile Times,” *Skadden Publication*, March 17, 2022

“2022 SEC Filing and Staleness Calendars and Annual Regulatory Review,” *Skadden Publication*, December 14, 2021

“Nasdaq Permits Primary Direct Listings and Proposes Relaxation of Pricing Limits,” *Harvard Law School Forum on Corporate Governance*, June 24, 2021

“Nasdaq Permits Primary Direct Listings and Proposes Relaxation of Pricing Limits,” *Skadden Publication*, June 2, 2021

“SEC Proposes Amendments to Rule 144 and Form 144,” *Skadden Publication*, January 7, 2021