Tom Brower

Partner

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T: +1 650.849.5324
Palo Alto



Tom Brower is a partner in the Palo Alto office of Gibson Dunn and a member of the firm's Finance, Private Equity, Aerospace and Defense and Environmental, Social and Governance (ESG) Practice Groups.

Tom's practice focuses on advising private equity sponsors and their portfolio companies, corporate borrowers, investment and commercial banks and other financial institutions in a variety of domestic and cross-border debt financing transactions, including leveraged acquisitions and recapitalizations, recurring revenue facilities, sustainability-linked credit facilities, asset-based financings and working capital facilities.

Representative Clients and Transactions

Private Equity Representations

- Arlington Capital Partners: Financings for its portfolio company Tyto Athene in connection with its acquisitions of AT&T Government Solutions, Qbase, Key Solutions and stackArmor
- ATL Partners: Financings in connection with its acquisition of Aero Accessories & Repair and its subsequent acquisitions of AOG Technologies, Aero Instruments & Avionics, AirGroup America, Approved Air Parts, New Generation Aerospace and Tri-County Aerospace
- Aurora Capital Partners:
    - Financings in connection with its acquisition of Inhance Technologies and its subsequent acquisition of Advance Research Chemicals
    - Financings in connection with its acquisition of Curtis Bay Medical Waste Services and its subsequent acquisitions of Sharps Compliance, Go Green Solutions and Oncore Healthcare Solutions
    - Financings in connection with its acquisition of Universal Pure and subsequent acquisition of the high-pressure processing assets of Dora's Naturals
    - Financings in connection with its acquisition of Impact Environmental Group and its subsequent acquisitions of UK Container Maintenance, Tarp Depot, Capital Compactors, Maxbox and CRD Graphics
    - Financings in connection with its acquisition of Lubrication Engineers and subsequent acquisitions of the industrial brands and products of Royal Purple, RSC Bio and Southwestern Petroleum Lubricants
    - Financing for its portfolio company Spray-Tek
    - Financing for its portfolio company Strategic Retail Partners

Capabilities

Finance
Aerospace and Defense
Private Equity

Credentials

Education

University of Virginia - 2015 Juris Doctor
Indiana University - 2012 Master of Arts
Washington & Lee University - 2008 Bachelor of Arts

Admissions

New York Bar
California Bar

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- Financings for its portfolio company Ironsite (formerly known as Automated Gate Services) and its subsequent acquisition of Sloan Security Group
- Financings for its portfolio company Grace Hill and its subsequent acquisitions of The Shadow Agency, Realync and Hello Data
- Financing in connection with its acquisition of First Legal
- Financings in connection with its acquisition of GenServe and subsequent acquisitions of Odyssey Power and Power and Energy Services
- Financing in connection with its acquisition of Anova

- Cortina Partners
  - Financing in connection with its acquisition of Idaho Helicopters
  - Financing for its portfolio company Standard Fiber
- Evergreen Coast Capital:
  - Financing in connection with its take private acquisition of Gigamon and subsequent refinancing
  - Financing for its former portfolio company ASG Technologies
- *L* Catterton:
  - Financing in connection with its take private acquisition of Del Frisco's Restaurant Group (and subsequent spin-off of the Double Eagle Steakhouse and Del Frisco's Grille businesses to Landry's)
  - Financings for its portfolio company bartaco
  - Financings for its portfolio companies Barcelona Wine Bar and Corsica Wine Bar
- Liberty Hall Capital Partners:
  - Financing in connection with its acquisition of Paxia
  - Financing for its portfolio company Dunlop Aircraft Tyres
  - Financing for its portfolio company Accurus Aerospace in connection with its acquisition of Ferra Engineering
- OceanSound Partners:
  - Financings in connection with its acquisition of Digital Management, subsequent acquisitions of Aurotech and Ambit Group and spin-off of its private sector business segment to Encora
  - Financings for its portfolio company SMX and subsequent acquisitions of Creaol Consulting, Outside Analytics and cBEYONData
  - Financing in connection with its acquisition of Antenna Research Associates
- Rhône Group: Financing in connection with its acquisition of Copperweld
- Serent Capital: Financing in connection with its acquisition of ManageAmerica
- Sumeru Equity Partners: Financings for its portfolio company GoGuardian in connection with its acquisitions of Edulastic and TutorMe
- Tower Arch Capital:
  - Financing in connection with its acquisition of Documotion Research
  - Financings for its portfolio company Lifeport
  - Financing for its portfolio company Creedence Energy Services
  - Financings in connection with its acquisition of Intelligent Technical Solutions and subsequent acquisition of Digital Seattle

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- TPG: Financing for its former portfolio company DreamBox Learning in connection with its acquisition of Reading Plus
- Veritas Capital:
    - Financing in connection with its acquisition of Frontgrade Technologies (formerly known as CAES Space Systems) and subsequent acquisitions of Aethercomm, IDSI and Tricom Research
    - Financing for its portfolio company Finalsite

Public Company Representations

- Academy Sports + Outdoors (NASDAQ: ASO): $1 billion ABL facility
- CACI International (NYSE: CACI):
    - $3.25 billion term loan and revolving credit facilities
    - $800 million term loan and $500 million senior unsecured bonds to finance the acquisition of ARKA Group
    - $1 billion senior unsecured bonds
    - $750 million term loan to finance the acquisition of Azure Summit Technology
    - $350 million accounts receivable factoring program
- Consensus Cloud Solutions (NASDAQ: CCSI): $225 million delayed-draw term loan and revolving credit facilities
- Enact Holdings (NASDAQ: ACT):
    - $750 million senior unsecured bonds
    - $435 million revolving credit facility
- StepStone Group (NASDAQ: STEP): $225 million revolving credit facility in connection with its acquisition of Greenspring Associates
- Tutor Perini (NYSE: TPC):
    - $600 million term loan and revolving credit facilities
    - $400 million senior unsecured bonds
- United Therapeutics (NASDAQ: UTHR): $2.5 billion revolving credit facility
- Welltower (NYSE: WELL):
    - Financing in connection with its acquisition of Quality Care Properties
    - $6.25 billion sustainability-linked revolving credit facilities
    - $3.75 billion term loan and revolving credit facilities
    - CAD 2.75 billion delayed-draw term loan facilities
    - $1 billion delayed-draw term loan facility

Arranger/Lender Representations

- JPMorgan Chase:
    - As lead-left arranger and agent, $3.1 billion term loan and revolving credit facilities in connection with Cohesity's acquisition of the data privacy business of Veritas Technologies
    - As joint lead arranger, $1.295 billion term loan, delayed-draw term loan and revolving credit facilities in connection with Astrana Health's (NASDAQ: ASTH) acquisition of Prospect Health System

Publications

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- Author, “Constitutions as Counter-Curses: Revenue Allocation and the Resource Curse,” 24 *Journal of Law & Policy* 291 (2016)
- Author, “Reframing Kurtz’s Painting: Colonial Legacies and Minority Rights in Ethnically Divided Societies,” 27 *Duke Journal of Comparative and International Law* 35 (2016)
- Author, “The Tide of the Times? A Sectoral Approach to Latin America’s Resistance to the Investor-State Arbitration System,” 56 *Virginia Journal of International Law* 183 (2016)
- Author, “Shango Unchained? State (In)Capacity, Urban Bias, and the Power Africa Initiative,” 5 *Brazilian Journal of Public Policy*, no. 3 (2015)

Speaking Engagements

- “Financing-Related Provisions in Acquisition Agreements,” BARBRI CLE Webinars (July 29, 2025)
- “Financing-Related Provisions in Acquisition Agreements,” BARBRI CLE Webinars (March 13, 2024)
- “Financing-Related Provisions in Acquisition Agreements,” BARBRI CLE Webinars (August 12, 2021)

Tom graduated Order of the Coif from the University of Virginia School of Law in 2015, where he was a member of the Submissions Review Board and Managing Board for the *Virginia Journal of International Law*. While at UVA, he served as a judicial intern in the chambers of The Honorable Frederick J. Scullin, Jr., Senior Judge of the United States District Court for the Northern District of New York and as an intern in the Department of Legal Affairs of the Overseas Private Investment Corporation (now part of the U.S. International Development Finance Corporation). In 2012, Tom received a Master of Arts in Political Science from Indiana University and, in 2008, graduated *summa cum laude* from Washington & Lee University with degrees in Politics and Economics and was elected to Phi Beta Kappa.

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