

Matt Donnelly

Partner

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New York Washington, D.C.

Matt Donnelly is a partner in the New York and Washington, D.C. offices of Gibson Dunn and a member of the firm's Tax Practice Group. Matt represents public and private companies on a broad range of U.S. federal and state income tax matters, with a concentration on domestic and international mergers and acquisitions, dispositions, spin-offs, Reverse Morris Trust transactions, joint ventures, financing transactions, capital markets transactions, restructurings, and internal reorganizations.

In addition, Matt regularly advises clients on tax issues relating to the development, financing, acquisition, and disposition of energy and real estate projects.

Matt is a Fellow of the American College of Tax Counsel and a member of the Executive Committee of the New York State Bar Association Tax Section. He is also Conference Co-Chair of Practising Law Institute's Understanding the Corporate Alternative Minimum Tax conference. In addition, Matt is an adjunct professor at Howard University School of Law, where he has taught corporate tax law since 2017, and at Georgetown University Law Center, where he has taught since 2020 and since 2024 has taught a first-of-its-kind course on tax incentives under the Inflation Reduction Act of 2022. Matt regularly speaks and writes on tax-related topics, including for the International Fiscal Association and at the New York State Bar Association Tax Section's Annual Meeting, USC's Gould School of Law's Tax Institute, the American Petroleum Institute Federal Tax Forum, Practising Law Institute's Tax Planning for Domestic & Foreign Partnerships, LLCs, Joint Ventures & Other Strategic Alliances conference, the World Hydrogen North America conference, the Tulane Tax Institute, and the University of Chicago Federal Tax Conference. Matt was featured in the inaugural *Lawdragon 500 Leading Global Tax Lawyers* (2025).

Matt is the author of *The Imperfect Approach*, 102 Taxes 25 (Mar. 2024), presented at the University of Chicago Federal Tax Conference (2023), and *Observations on Certain Investment Tax Credit Provisions in the Inflation Reduction Act of 2022*, 75. Maj. Tax Planning 5-1 (2023), prepared for the USC Gould School of Law's Tax Institute (2023). Matt is also the co-author of three reports by the New York State Bar Association Tax Section (Report on Section 704(b) (2024); Report on Partnership Aspects of the Proposed PTEP Regulations (2025); and Report on the Prohibited Foreign Entity Rules (2026)). He has also contributed to chapters in several treatises, including *Business Separation Transactions: Spin-Offs, Subsidiary IPOs and Tracking Stock and Partnerships, Joint Ventures and Strategic Alliances*.

Matt received his law degree with high honors from the University of Iowa College of Law, where he also served as the Editor in Chief of the *Iowa Law Review* and won a Burton Award for Distinguished Legal Writing. Matt received a B.S.J. from Northwestern University, where he served as Editor in Chief of *The Daily Northwestern*. He is admitted to practice in New York and the District of Columbia.

Representative matters include:*



Capabilities

Tax
Aerospace and Defense
Cleantech
Energy and Infrastructure
Infrastructure
Investment Funds
Mergers and Acquisitions
Oil and Gas
Power and Renewables
Private Equity
Projects
Real Estate

Credentials

Education

Northwestern University - 2010 Master of Laws (LL.M.)
University of Iowa - 2009 Juris Doctor
Northwestern University - 2003 Bachelor of Science

Admissions

District of Columbia Bar
New York Bar

Private Equity and Fund Transactions

- Numerous representations for Veritas Capital, including its pending acquisition of Global Healthcare Exchange, its \$2.45 billion acquisition of NCR Voyix's cloud-based digital banking business, its \$10.5 billion acquisition of Cotiviti with KKR, its \$3.1 billion acquisition of the Wood Mackenzie business from Verisk, the acquisition of the CAES business from Cobham, the acquisition of Sequa Corporation from entities affiliated with Carlyle Partners, and the acquisition by Finalsight (a Veritas portfolio company) of the Blackboard K-12 division of Anthology
- Numerous fund-level and portfolio company-level representations for KKR, Ares Capital, BTG Pactual, Crestview Partners, MidOcean Partners, Quad-C Management, Arlington Capital Partners, Trilantic Capital Partners, ATL Partners, Grain Management and FTV Capital

Spin-off, Split-off, Reverse Morris Trust (RMT) and Tracking Stock Transactions

- Biogen in connection with its spin-off of Bioverativ Inc.
- Citrix Systems Inc. in connection with the Reverse Morris Trust disposition of its GoTo business to LogMeIn
- Leidos in connection with the Reverse Morris Trust acquisition of Lockheed Martin's Information Systems and Global Services business
- EMC Corporation in connection with its acquisition by Dell for cash and tracking stock

Other Public and Private Company Transactions

- Algonquin Power & Utilities Corp. on the \$2.5 billion sale of its renewable energy business (excluding hydro) to LS Power
- Marriott International, Inc. in several transactions
- Essential Utilities in its pending \$63 billion merger with American Water
- CACI International, Inc. in several transactions, including its pending \$2.6 billion acquisition of ARKA Group and its \$1.275 billion acquisition of Azure Summit Technology
- Lupa Systems in numerous representations
- Liberty Media and related (and formerly related) companies in several transactions, including GCI Liberty in its \$8.7 billion acquisition by Liberty Broadband, Qurate Retail Inc. in its \$2 billion dividend to public stockholders of a new class of cumulative redeemable preferred stock and cash, Liberty Media in its \$1.5 billion reattribution of assets and liabilities among Formula One Group and Liberty SiriusXM Group, and Liberty Expedia Holdings, Inc. in its acquisition by Expedia Group, Inc.
- Mars Incorporated in several transactions, including in connection with the worldwide integration of Mars Wrigley Confectionery
- Two Sigma Investments LLC in connection with its participation in the formation of Hamilton Re Ltd. and the acquisition of SAC Re Ltd.

Tax Credit Financing and Energy Transactions

- Numerous representations of buyers and sellers of federal tax credits pursuant to the Inflation Reduction Act of 2022
- Numerous representations of tax-equity investors in solar and wind energy projects
- Sunnova Energy Corporation in several tax-equity funds and related credit facilities, as well as in connection with its acquisition of Lennar Corporation's residential solar platform

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- NRG Energy, Inc. in connection with a \$900 million issuance of pre-capitalized trust securities, a \$5.5 billion bridge financing for acquisition of Direct Energy, the first-ever U.S. issuance of sustainability-linked bonds, and numerous other financing transactions
- EDP Renewables North America LLC in connection with tax-equity financing of 200 MW Meadow Lake VI and 199 MW Prairie Queen wind projects

*Includes matters handled prior to joining Gibson Dunn

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