Sebastian L. Fain

Partner

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New York



Sebastian L. Fain is a partner in the New York office of Gibson Dunn and co-head of the Firm's Cross Border M&A practice. His practice focuses on M&A, activism defense, and corporate governance. His experience is centered on domestic and cross-border M&A, including public company mergers, private equity acquisitions, joint ventures, complex business carve-outs and divestitures, hostile takeovers and defense, carve-out IPOs, spin-offs, and split-offs. Sebastian also counsels boards of directors and C-suites on the most important issues facing companies, such as activism defense, governance and disclosure issues and special committee representations. He also has extensive experience representing clients in complex commercial agreements and in capital markets transactions, such as IPOs, secondary offerings, block trades, high-yield bond offerings, and exchange offers.

Sebastian has been named as a Dealmaker of the Year and finalist for Corporate Lawyer of the Year by *The American Lawyer and one of the Top 250 Lawyers in America by Forbes.* In addition, he has been recognized as a Leading Lawyer for Corporate/M&A by, among others, *Bloomberg 40 Under 40*, *Lawdragon, The Legal 500, IFLR1000,* and as a Rising Star by the *MCAA*.

Sebastian also had essays, op-eds and articles published in *The Financial Times, Reuters, Law360, The Recorder, The Deal, ABA Business Law, Harvard Law School Forum on Corporate Governance, Deal Lawyers, The M&A Journal,* and *Insights.*

Sebastian is admitted to practice in the State of New York.

Experience:*

Healthcare:

- AstraZeneca on its:
  - $2.4 billion acquisition of Fusion Pharmaceuticals.
  - acquisition of Amolyt Pharma
  - $1.2 billion acquisition of Gracell Biotechnologies Inc.
  - $1.1 billion acquisition of Icosavax.
  - joint Research and Collaboration Agreement with Cellantics SA
  - acquisition of LogicBio® Therapeutics, Inc.
  - $39 billion acquisition of Alexion Pharmaceuticals.
- Merck on its $9.2 billion acquisition of Cidara Therapeutics.
- Jefferies as lead financial advisor to Ventyx Biosciences in its $1.2 billion sale to Lilly.

Capabilities

Mergers and Acquisitions
Betting and Gaming
Capital Markets
Consumer Products and Retail
Energy and Infrastructure
Financial Institutions
Life Sciences
Media, Entertainment, and Technology
Oil and Gas
Power and Renewables
Private Equity
Real Estate Investment Trust (REIT)
Securities Regulation and Corporate Governance
Shareholder Activism
Tech and Innovation

Credentials

Education

Harvard University - 2008 Juris Doctor
Harvard University - 2003 Bachelor of Arts

Admissions

New York Bar

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GIBSON DUNN

- CK Life Sciences on its sale of Polynoma to TransCode Therapeutics.
- SERB Pharmaceuticals on its take-private of Y-mAbs Therapeutics, Inc.
- The founder and CEO of Babylon on its $4.2 billion business combination with SPAC Alkuri Global.
- Abbott Laboratories on its:
    - $25 billion acquisition of St. Jude Medical.
    - spin-off of AbbVie Inc.

Media and Technology:

- Universal Music Group on its:
    - majority Investment in Mavin Global.
    - spin-off from Vivendi SE and listing of 60% of its share capital on Euronext Amsterdam at a $40 billion valuation and concurrent sale of 10% of Vivendi's holding in UMG to Pershing Square.
    - $3.36 billion sale of 10% of its equity by parent Vivendi to Tencent and related option for Tencent Music to acquire a piece of UMG's China business.
- Committee of independent directors of the board of Qualtrics on the $12.5 billion all-cash sale of the company to a private equity consortium (the largest private equity transaction of the year).
- London Stock Exchange on its:
    - acquisition of AcadiaSoft.
    - acquisition of MayStreet.
- CarLotz on its sale to Shift Technologies.
- Cazoo on its $7 billion business combination with US SPAC AJAX I, including a concurrent $800m PIPE.
- Pivotal Acquisition Corp and its sponsor MGG Capital on its combination with KLDiscovery.
- Expedia on its $671 million sale of its majority interest in eLong to Ctrip and other investors.
- CBS on the $225 million sale of its international outdoor advertising business to affiliates of Platinum Equity.
- Alibaba on its $7.8 billion stock repurchase from Yahoo! and restructuring of Alipay with Yahoo! and Softbank.
- Promotora de Informaciones SA (PRISA) on its combination with Liberty Acquisition Holdings Corp. (at the time, the largest-ever SPAC deal).
- Polaris Acquisition Corp on its acquisition of Hughes Telematics.

Logistics and Transportation:

- Euronav NV on its successful defense against a proxy contest launched by minority shareholder CMB in opposition of Euronav's $4.2 billion merger with Frontline.
- GXO Logistics on its:
    - recommended £762 million cash offer for Wincanton plc.
    - recommended $1.2 billion cash and share offer for Clipper Logistics.
- XPO Logistics on its:

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- $3 billion acquisition of Con-way.
- $1.26 billion PIPE equity raise from Ontario Teachers' Pension Plan, GIC – Singapore's sovereign wealth fund, Public Sector Pension Investment Board, and 12 other institutional investors.
- €3.24 billion acquisition of Norbert Dentressangle S.A.
- $615 million acquisition of New Breed Holding Company.
- $335 million acquisition of Pacer International.

Consumer:

- Japan Tobacco (JT) on its $2.4 billion acquisition of Vector Group Ltd., and its joint venture with Altria Group to market and commercialize heated tobacco stick ("HTS") products in the United States.
- Verlinvest GroupS.A. in connection with a comprehensive financing by Oatly AB.
- Clever Leaves on its business combination with SPAC Schultze Special Purpose Acquisition Corp.
- Global Brands Group on its $1.38 billion sale of a significant part its North American business to Differential Brands Group.
- Starbucks Corporation on its $7.15 billion global coffee alliance with Nestlé.
- Sears on its:
  - $900 million sale of the Craftsman brand to Stanley Black & Decker.
  - formation of Seritage Growth Properties and entry into a $2.5 billion sale-leaseback for 254 stores.
  - spin-off Lands' End.
  - sale of the Kmart brand in Australia and New Zealand to Wesfarmers.

Chemicals and Industrials:

- The Yokohama Rubber Company on its $905 million acquisition of the Goodyear Tire & Rubber Company's off-the-road tire business.
- New Mountain Capital and portfolio company Aceto on its acquisition of Syntor Fine Chemicals.
- Airgas on its $13.4 billion sale to Air Liquide.
- United Technologies on its $3.46 billion sale of its Hamilton Sundstrand industrial products businesses to BC Partners and Carlyle.
- Berry Plastics Corporation and Apollo Management on the $561 million acquisition of Pliant Corporation pursuant to a Chapter 11 plan of reorganization.

Energy and Energy Transition:

- Ara Partners on its acquisition of a majority stake in USD Clean Fuels.
- Solvay on its joint venture with Orbia Group for the production of suspension-grade polyvinylidene fluoride (PVDF), creating the largest capacity for suspension-grade PVDF in North America.
- A major shareholder in ReNew Power on its $8 billion de-SPAC.
- Spectra Energy on its $28 billion merger of equals with Enbridge.
- Atlas Energy on its:
  - spin-off of its non-midstream assets, including its 100% GP interest and incentive distribution rights in its E&P subsidiary, Atlas Resource Partners.

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- $1.8 billion merger with Atlas Energy Resources.
- sale to Targa Resources Corp. for $1.9 billion in cash and stock.

- Sunoco on its $5.3 billion sale to Energy Transfer Partners.

Financial Institutions:

- London Stock Exchange on its:
  - acquisition of AcadiaSoft.
  - acquisition of MayStreet.
- BGC Partners and GFI Group on the $650 million sale of GFI's Trayport business to Intercontinental Exchange.
- Nasdaq on its $1.1 billion acquisition of International Securities Exchange from Deutsche Börse AG.
- NYSE Euronext on its:
  - merger with the Intercontinental Exchange.
  - $23.4 billion agreed merger with Deutsche Börse and defense of unsolicited bid from Nasdaq Group and Intercontinental Exchange.

*Includes representations prior to Sebastian’s association with Gibson Dunn.

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