Michael E. Flynn

Partner

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Orange County



Michael Flynn is a partner in the Orange County office of Gibson Dunn and a member of the firm's Mergers and Acquisitions and Capital Markets Practice Groups. Michael previously served as partner in charge of the Orange County office from 2016-2021. Michael's practice focuses on corporate and securities law with an emphasis on mergers and acquisitions, capital markets transactions, and general corporate representation. He has extensive experience counseling publicly held companies on corporate governance matters, activism matters, defensive measures, disclosure issues, and other complex securities law issues.

Michael's clients include publicly traded and privately held high growth, technology, aerospace & defense, life science, manufacturing, real estate, home building, restaurant, and consumer products companies. He also provides counsel to equity funds and investment banking firms.

Michael received his Juris Doctor degree from Loyola Law School in 1985 and his Bachelor of Arts in Business Administration from the University of Notre Dame in 1982. He is a member of the State Bar of California. He was named one of the Top 100 Attorneys in California by the *Daily Journal* in 2006. Michael has been named a "Super Lawyer" by *Los Angeles Magazine* between 2012 and 2017. Between 2017 and 2021 Michael has been named to the OC 500 by the *Orange County Business Journal.* He is a past president of The Pacific Club, and serves on the Board of Directors of Big Canyon Country Club.

Representative Transactions:

Selected Mergers & Acquisitions Experience:

- Represented Landsea Homes Incorporated in connection with its proposed merger with LF Capital Acquisition Corp. (NASDAQ: LFAC) in a transaction valued at $510 million
- Represented American Technologies, Inc., in its acquisition by TSG Consumer Partners
- Represented EnCore Group (including Encore Interiors, Inc., EnCore International and LIFT by EnCore) in connection with its acquisition by the Boeing Company
- Represented EnCore Composite Structures, Inc. in its sale to AC&A Enterprises Holdings LLC, a portfolio company of AE Industrial Partners LLC
- Represented the financial advisor to Ruby Tuesday, Inc. in its acquisition by NRD Capital for $335 million
- Represented the financial advisor to Bob Evans Restaurants in its acquisition by Golden Gate Capital for $565 million
- Represented Newport Corporation in connection with its $980 million acquisition by

Capabilities

Mergers and Acquisitions

Capital Markets

Private Equity

Securities Regulation and Corporate Governance

Shareholder Activism

Credentials

Education

Loyola Marymount University - 1985 Juris Doctor

University of Notre Dame - 1982 B.A. Business Administration

Admissions

California Bar

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MKS Instruments, Inc.

- Represented PneuDraulics, Inc. in connection with its $325 million sale to TransDigm Group Incorporated
- Represented Eureka Restaurant Holdings, LLC in connection with its rollup of store partnerships and subsequent recapitalization with KarpReilly, LLC
- Represented TRI Pointe Homes, Inc. in connection with its $2.8 billion acquisition of Weyerhaeuser Real Estate Company, a subsidiary of Weyerhaeuser Company
- Represented Lazy Dog Restaurants, LLC in connection with its rollup of store partnerships and subsequent recapitalization with Brentwood Associates
- Represented Bruxie, LLC in connection with its recapitalization with Catterton Partners
- Represented Celtic Leasing Corp. in its acquisition by MB Financial Bank, N.A.
- Represented International Bay Clubs, Incorporated (including its wholly owned subsidiaries Balboa Bay Club, Inc. and The Newport Beach Country Club, Incorporated) in its acquisition by an investor group led by Eagle Four Partners and Pacific Hospitality Group
- Represented Yard House Restaurants in its $200 million acquisition by TSG Consumer Partners
- Represented CKE Restaurants, Inc. in its $1 billion acquisition by Apollo Management L.P.
- Represented TGV Capital Partners in its acquisition of portfolio company Thompson/Center Arms, Inc.
- Represented TGV Capital Partners in its $102 million sale of Thompson/Center Arms, Inc. to Smith & Wesson Holding Corporation
- Represented Mimi’s Café Restaurants in its $182 million acquisition by Bob Evans Farms
- Represented Innovate Partners Inc. in its sale of portfolio company Ultimate Ears, LLC to Logitech International
- Represented Hawker Pacific Aerospace in its acquisition by Lufthansa Technical
- Represented Legacy Pharmaceuticals International in its acquisition of certain businesses from Valeant Pharmaceuticals International
- Represented Z Tejas Restaurants, Inc. in its acquisition by Karp Reilly, LLC

Selected Debt and Equity Security Offerings Experience:

- Represented TRI Pointe Group, Inc. in connection with its offering of $350 million aggregate principal amount of Notes due 2028
- Represented TRI Pointe Group, Inc. in connection with its offer to purchase for cash any and all of its Senior Notes outstanding due 2021
- Represented TRI Pointe Group, Inc. in connection with the offering and sale of $143 million of the Company's common stock by a fund affiliated with Starwood Capital Group
- Represented TRI Pointe Group, Inc. in a public offering of $300 million senior notes
- Represented the distribution agent in a $200 million “At the Market” offering program for Clean Energy Fuels Corp.
- Represented the underwriters in the $46 million follow-on offering of Del Taco Restaurants, Inc.
- Represented the underwriters in the $103.5 million initial public offering of The Habit Restaurants, Inc.

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- Represented TRI Pointe Homes, Inc. in a private placement under Rule 144A of $900 million senior notes
- Represented CKE Restaurants, Inc. in a $150 million private placement of convertible subordinate notes
- Represented Fidelity National Financial, Inc. in a public offering of $250 million principal amount of notes
- Represented CKE Restaurants in a private placement under Rule 144A of $200 million senior subordinated notes
- Represented Fidelity National Financial, Inc. in a $270 million secondary public offering of common stock
- Represented Newport Corporation in a $360 million secondary public offering of common stock

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