Yair Galil

Of Counsel

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New York



Yair Y. Galil is of counsel in the New York office of Gibson, Dunn & Crutcher where he is a member of the Finance, Business Restructuring and Reorganization, and Environmental, Social and Governance (ESG) Practice Groups.

Yair's practice focuses on advising sponsors, issuers, financial institutions and investment funds in a variety of financing transactions, including credit facilities, leveraged acquisitions, dividend recaps, debt buybacks, out-of-court capital restructurings, and debtor-in-possession exit financings. Yair also frequently performs credit analyses on a borrower's debt instruments and advises on vulnerabilities and potential restructuring approaches.

Representative Clients and Transactions

Private Equity Representations

- Center Oak Partners: Financing in connection with its acquisition of Wetzel's Pretzels.
- Evergreen Coast Capital Partners: Financing in connection with the $16 billion acquisition of Nielsen Holdings, plc to Evergreen, an affiliate of Elliott Investment Management L.P.
- Investcorp: Financing for multiple leveraged acquisitions including Paper Source, Health Plus Management, RoadSafe Traffic Systems, Shearer Supply and S&S Truck Parts.
- J.H. Whitney Capital Partners: Financing in connection with the sale of its portfolio company, Alphia, to French private equity firm PAI Partners.
- L Catterton: Refinancing its $255 million senior secured revolving credit facility and term loan facility for portfolio company PatientPoint Health Technologies.
- Littlejohn & Co.: Credit facilities to finance its leveraged acquisitions of PlayPower and Brown Jordan International.
- MidOcean Partners: Multiple acquisitions including GHR Healthcare, LYNX Franchising, QualiTech and Casper's Ice Cream.

Public Company Representations

- Huntington Ingalls Industries (NYSE: HII): $2.55 billion aggregate unsecured credit facilities in connection with the acquisition of Alion Science and Technology.
- Marriott International (NASDAQ: MAR): $3.5 billion bridge loan commitment incurred to support its acquisition of Starwood Hotels & Resorts, and subsequent corporate financings including $4.5 billion revolving credit facility.

Capabilities

Finance
Business Restructuring and Reorganization
ESG: Risk, Litigation, and Reporting

Credentials

Education

Columbia University - 2004 MBA
Columbia University - 2004 Juris Doctor
Columbia University - 1996 Bachelor of Arts

Admissions

New York Bar

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- Merck (NYSE: MRK): Financing related to the successful spinoff of Organon & Co., a global healthcare company.
- ModivCare (NASDAQ: MODV): $325 million senior secured revolving credit facility.
- StepStone Group (NASDAQ: STEP): Refinancing of $300 million secured revolving credit facility.
- Xylem (NYSE: XYL): Multi-billion dollar financing package for its acquisition of Sensus and a first-of-its-kind sustainability-linked $800 million revolving credit facility.

Distressed/Restructuring Representations

- Elevate Textiles: Represented an ad hoc group of term lenders in an out-of-court restructuring deal for the global fabric manufacturer.
- iHeart Communications: Represented an ad hoc group of bondholders representing approximately $2 billion of debt issued by iHeart Communications, Inc.
- Technicolor, S.A.: Represented secured lenders holding over $600 million in debt issued by French media company Technicolor S.A. in its successful cross-border restructuring.

Publications

- Co-Author, "Fungibility of Incremental Term Loans: Calibrating Amortization Terms," *Practical Law Company* (October 3, 2025)
- Co-Author, “INSIGHT: The Next Big Thing in Green Finance – Sustainability-Linked Loans,” *Bloomberg Law* (May 16, 2019)
- Co-Author, “New Guidelines Boost Sustainability-Linked Lending,” *Law360* (March 27, 2019)
- Co-Author, “Mezzanine Financing – Payment Subordination Agreements,” *Bloomberg Law* (April 17, 2018)
- Co-Author, “‘All Assets’ First-Lien/Second-Lien Intercreditor Agreements,” *Bloomberg Law* (March 2018)
- Co-Author, "Loan Covenant Checklist: Restricted Payments," *Practical Law Company* (January 2015)
- Co-Author, "Letter of Credit Migration," *Practical Law Company* (July 2011)
- Co-Author, "Lien Subordination and Intercreditor Agreements," 25 *Review of Banking & Financial Services* No. 5, at 49 (May 2009)
- Author, "MAC Clauses in a Materially Adversely Changed Economy," 2002 *Columbia Business Law Review*, 846 (2002)

Speaking Engagements

- "Evaluating Key Intercreditor Arrangements: First Lien/Second Lien, Split Collateral, Senior/Mezzanine, Unitranche," Strafford Live CLE Webinars (2025)
- “Financing-Related Provisions in Acquisition Agreements,” Strafford Live CLE Webinars (2024)
- "The Role of ESG in Capital Markets," Gibson Dunn CLE Webinar (2022)
- “Sustainability-Linked Loans and Sustainability-Linked Bonds – Trends and Perspectives,” LSTA Webinar (2021)
- "Investment Grade Versus Leveraged Loans: Overview and Structuring," Thomson Reuters Practical Law (2020)
- "Investment Grade Versus Leveraged Loans: Covenants and Pricing," Thomson

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Reuters Practical Law (2020)

- “Lender Protections in Purchase Agreements,” Strafford Live CLE Webinars (2019).
- “Intercreditor Claims and Agreements In and Out of Bankruptcy,” Lorman Education Services – Live Webinar (2018)
- "Secured Lending: Negotiating and Interpreting Best Efforts, Ordinary Course of Business, and Anti-Assignment Provisions," Strafford Live CLE Webinars (2017)

Yair earned his Juris Doctor in 2004 from Columbia Law School, where he was a James Kent Scholar, an Alexander Hamilton Fellow and served on the editorial board of the *Columbia Business Law Review*. He received his M.B.A. from Columbia Business School in 2004 and was elected to Beta Gamma Sigma. Prior to commencing his graduate studies, Yair served from 1996 to 2000 in the Israeli Defense Forces, in which he holds the rank of captain. He graduated from Columbia College as Salutatorian of the class of 1996, with a Bachelor of Arts degree, *summa cum laude*, in Economics and Political Science, and was elected to Phi Beta Kappa. Prior to joining Gibson Dunn, Yair was an associate in the New York office of Jones Day.

Yair is fluent in Hebrew.

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