

MVP: Gibson Dunn's Pamela Lawrence Endreny

By **David Hansen**

Law360 (September 8, 2021, 4:23 PM EDT) -- Pamela Lawrence Endreny led a Gibson Dunn & Crutcher LLP tax team representing Merck in a pair of colossal deals, a \$2.75 billion acquisition of VelosBio and \$9.2 billion sale of Organon & Co., earning her a spot among Law360's 2021 Tax MVPs.

HER BIGGEST ACCOMPLISHMENT THIS YEAR:

Endreny's team guided Merck through the tax aspects of acquiring VelosBio, a San Diego clinical-stage biopharmaceutical developing cancer therapies, strengthening its pipeline of oncology drugs. The team later advised Merck on the tax issues concerning Euro- and dollar-denominated secured and unsecured debt financing in connection with the spinoff of Organon, a global health care company.

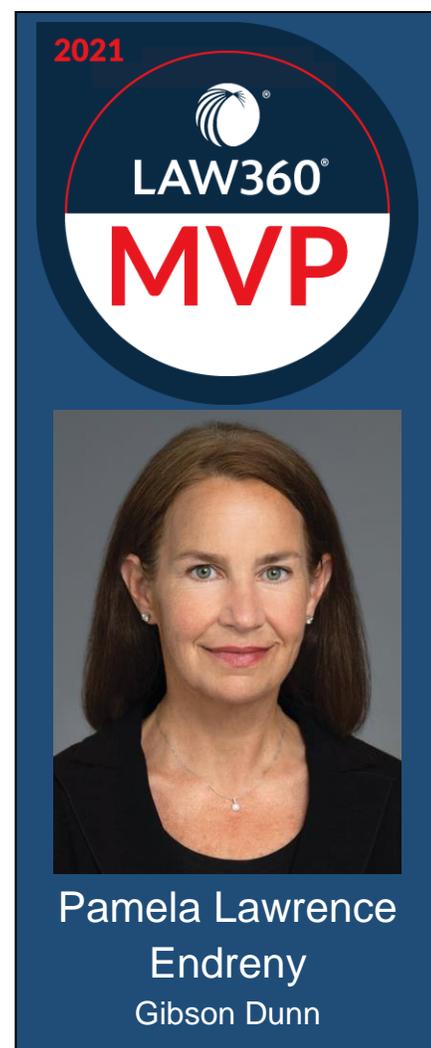
Those aren't the only multibillion-dollar deals Endreny participated in. She advised VMware in Dell Technologies' proposed tax-free sale of its 81% share in the company. The transaction — which required a private letter ruling from the IRS — will result in VMware distributing a special cash dividend of \$11.5 billion to \$12 billion to all shareholders. It was a complicated, multi-step transaction.

"Being able to analyze and navigate that for our client was really satisfying," she said.

Endreny also advised Fifth Wall Acquisition Corp. in its \$2.2 billion acquisition of SmartRent and Fly Leasing Ltd. in its \$2.4 billion sale to an affiliate of Carlyle Aviation Partners. She also served as lead tax adviser to Kraft Heinz in its \$3.35 billion sale of its nuts business — including the iconic Planters brand — to Hormel foods.

HER BIGGEST CHALLENGE:

Working remotely, Endreny said. "So much of practicing tax law depends on collaboration and popping into colleagues' offices or meeting with clients or putting structures up on white boards," she said. "It was a little challenging at first not to have that. I was pretty happily surprised to how well everyone adjusted to the new reality, through Zoom calls and other technologies."



**Pamela Lawrence
Endreny**
Gibson Dunn

"I'm still looking forward to being back in the office one day, but it worked out much better than I thought," she said. "In some ways I feel like I am more connected to some clients and colleagues in other parts of the U.S. or overseas. Ultimately it was a silver lining."

HER PROUDEST MOMENT:

Mentoring. "Recently I was working on a complex multibillion-dollar deal with a junior attorney. I was able to see this person take the lead on the transaction and step into the limelight and be able to shine and contribute," she said. "I have seen this person develop over the years and it was just so satisfying to think I could play that role for someone else."

"I have been fortunate enough to have excellent supporters over the years who created opportunities for me to grow and develop," she said. "I wouldn't be where I am today without those mentors."

WHY SHE'S A TAX ATTORNEY:

Endreny said she found her career almost by chance. "I really couldn't have been more surprised to end up as a tax attorney," she said. "My second year of law school at Columbia my friend talked me into signing up for a basic federal income tax class, which was taught by Anne Alstott. It was her first class that she ever taught, first day, and she went on to have a stellar academic career in tax law. I had no idea what federal income tax law was. She really opened my eyes."

Tax law is basically a set of principles and policies that require a deep understanding of how they apply to real life, she said.

"The thought I could one day hopefully understand it and be able to practice in it and apply it to real life situations was really exciting. After that first class I was pretty much hooked and signed up for every tax class after that."

WHAT MOTIVATES HER:

The relationships at the end of the day keep her motivated, she said.

"When colleagues or clients put their faith in me to help them solve some of their most complicated problems and then being able to do that is really motivating."

HER ADVICE FOR JUNIOR ATTORNEYS:

Put yourself in the other person's shoes, whether they are a client or a colleague, she said. "Understand what that person's perspective is. What are that person's needs, concerns and goals? I found if I can do that, it really enables me to provide the most help in a particular situation."

— As told to David Hansen

Law360's MVPs are attorneys who have distinguished themselves from their peers over the past year through high-stakes litigation, record-breaking deals and complex global matters. A team of Law360 editors selected the 2021 MVP winners after reviewing nearly 900 submissions.