

## Rising Star: Gibson Dunn's Adam Di Vincenzo

By **Melissa Lipman**

*Law360, New York (April 14, 2014, 5:24 PM ET)* -- When the Federal Trade Commission challenged Pinnacle Entertainment Inc.'s \$2.8 billion bid for rival casino operator Ameristar Casinos Inc. three months before the deal's drop-dead date, Gibson Dunn's Adam Di Vincenzo helped Ameristar craft a settlement to keep the transaction from falling apart, landing him a spot on Law360's list of top five young competition attorneys.

The 38-year-old partner and 2014 Rising Star led the Gibson Dunn team representing Ameristar in the antitrust review of the deal. Originally, the parties decided to go for broke, pushing the FTC to clear the transaction as proposed, but in late May, the antitrust watchdog decided the deal would threaten casino competition in St. Louis and Lake Charles, La.

With only three months to go until the parties' September drop-dead date for the deal, Di Vincenzo and his counterparts at Morrison & Foerster LLP, representing Pinnacle, had to decide whether to challenge the FTC complaint or settle, ultimately opting for a deal requiring the sale of one casino in each region worth a total of \$436 million.

To reach that deal in a scant three-weeks time, and have the proposal finalized by mid-August, the companies had to game out a potential plan B while they were still pushing full force for the FTC to clear the deal outright, Di Vincenzo said.

"The main thing is that well ahead of time, you've gotta come up with a very specific plan and push all the parties to do what they need to do and do it quickly," Di Vincenzo said. "For example, you've got to get the buyer ... to get buyers lined up for the properties, and you've gotta get the FTC's staff convinced that your proposed remedy is going to fix the problem as opposed to some other remedy that the parties might not want."

The parties also had to take care not to make any arguments before the FTC voted out the complaint that would hurt the companies later on when trying to work out a settlement, while at the same time balancing the clearance process with the local gaming authorities.

"There is a whole lot of behind-the-scenes work and things that happen outside of the view of the agencies and the public to get ready for all of the possible contingencies that may occur," Di Vincenzo said. "You are planning on your end for the plan B, and how are you going to get this deal done if things don't go your way?"

Di Vincenzo scored another victory before the FTC when he and a team from Gibson Dunn convinced the watchdog to clear Tenet Healthcare Corp.'s acquisition of a California hospital called Emanuel Medical Center.

Not only did the firm have to contend with the FTC's traditional close scrutiny of hospital mergers, but it also had to get up to speed on the facts quickly when it was called in to replace Tenet's existing antitrust counsel.

Still, Di Vincenzo and the other Gibson Dunn attorneys focused on translating the facts of the case into the language the FTC uses to think about hospital deals.

"We knew what we were up against," Di Vincenzo said. "We didn't try to reinvent the wheel for the FTC, we tried to speak to them in their own language ... and led them to the conclusion that there wasn't a competition problem."

Di Vincenzo faced a different set of challenges when he took the lead to coordinate filings in seven jurisdictions around the world for Dole Food Co.'s \$1.6 billion sale of its Asia Fresh and global packaged foods businesses to Itochu Corp.

While the deal itself posed little competitive concern, the biggest hurdle was getting the transaction cleared by the notoriously slow Chinese Ministry of Commerce within four months before a key financing deadline, according to Di Vincenzo.

That meant not just drafting all of the filings with "lightning speed" — a mere 10 days from the announcement to filing with MOFCOM — but also regularly following up with the agency. For Dole, the plan also included having the company's general counsel reach out to the U.S. Departments of State and Commerce to try to push the Chinese to clear the transaction quickly.

"It's not for every client, and it's not for every deal," Di Vincenzo said. "If you're going to lobby ... you've gotta have a pitch to the agencies in particular for the U.S. as to why this deal is important to the U.S. economy ... and you've also got to be very transparent with MOFCOM as to what you're doing."

For other young attorneys looking to get into competition work, Di Vincenzo said the trick was to make sure to try to "get as much responsibility as you can" and to get in front of the regulators as much as possible.

Indeed, that willingness to dive into cases has given Di Vincenzo an "unusual amount of experience for someone his age," according to Sean Royall, who co-chairs Gibson Dunn's antitrust group and has worked with Di Vincenzo for more than a decade.

"The amount of his experience and the level of responsibility he has had and accumulated over a number of years makes him very advanced," Royall said. "He functions as a far more senior lawyer than he really is."

--Editing by Christine Chun.