

Rising Star: Gibson Dunn's Matthew B. Dubeck

Law360, New York (August 7, 2017, 3:22 PM EDT) - Matthew B. Dubeck of Gibson, Dunn & Crutcher LLP has built a strong practice in a short time representing companies and private equity firms, including Platinum Equity and J.H. Whitney & Co., on complicated mergers and acquisitions, among other transactions, and has also carved out a specialty advising on representations and warranties insurance, earning him a spot among Law360's Rising Stars.

WHAT HE LIKES ABOUT PRIVATE EQUITY M&A:

Dubeck majored in computer science as an undergraduate and worked as a software engineer for Microsoft Corp. before beginning law school. He said this background is part of the reason he likes to work on private equity matters, because they're often complex transactions, and when he's drafting the merger agreements, it feels similar to writing a computer program.

"I personally find private M&A to be the most interesting kind of M&A, because every deal is bespoke, and there's often a lot of detailed technical issues that you're dealing with that require creative solutions and creative drafting. That appeals to me."

The caliber of clients is another reason Dubeck enjoys working in private equity. He said he's found the firms to be almost uniformly sophisticated and intelligent, and very on top of the transactions.

"It's a pleasure to work with clients like that because you're not spending a lot of time banging your head against the wall trying to figure things out. You're solving problems collaboratively."

RISING
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STAR



**Matthew B.
Dubeck**
Gibson Dunn

Age: 38

Home base: Los Angeles

Position: Partner

Law school: Georgetown University Law Center

First job after law school: Associate at Hogan & Hartson (now Hogan Lovells)

HIS MOST CHALLENGING DEAL:

Dubeck has worked on some large transactions in his career, including serving on the Gibson Dunn team that represented Marriott International Inc. in its \$13.6 billion purchase of Starwood Hotels & Resorts Worldwide, but he said he's found that the smaller deals can often be the most challenging.

"The thing that's often frustrating for clients is that the small deal can be a whole lot harder and more complicated than the big deal. It makes it all the more challenging because the small deal doesn't have the margin for error, where if you're not careful, legal fees start becoming a significant portion of the transaction value and then the transaction just doesn't work."

He recently represented J.H. Whitney & Co. and Irving Place Capital on their sale of Cabi, a direct seller of women's apparel. He said the deal was complicated, among other reasons, because the firms had each invested through different structures and because the founders and other investors held different levels of equity in the company. In addition, he said, many equity holders were not sophisticated investors, but rather people from the fashion business who had worked for the company in management roles or as consultants, while others had potential earnout opportunities.

"It was sort of the perfect storm. Any one of those things would be a challenging issue to deal with, and this deal just sort of had all of them stacked on top of each other. It was sort of a juggling act, just getting all of the pieces to line-up right took more than your average deal."

HIS PROUDEST MOMENT AS AN ATTORNEY:

Dubeck's proudest moment as an attorney came while working on an unusual pro bono matter. He represented the California Science Center Foundation in its acquisition of the Space Shuttle Endeavour from the National Aeronautics and Space Administration in 2012. He said it was interesting because it was the first time NASA had transferred a space-flown vehicle out of the federal government's ownership, and that there were a lot of logistics involved with the shuttle's arrival in Los Angeles. After landing at Los Angeles International Airport, it was driven 12 miles through the streets to the museum, which required a tremendous amount of coordination to pull off, Dubeck said, but created a special cultural moment for the city.

"It all culminated in what was essentially this enormous parade through largely south central Los Angeles, where the entire city turned out across all income, racial and cultural divides. Everybody lined up on the streets to watch it. Everything just sort of stood still. When I see videos and photos of it, I still get goosebumps and choked up because I feel like it was such a once-in-a-lifetime thing," Dubeck said. "With all due respect to the joys of closing your average corporate transaction, I think they will have difficulty meeting that from a singular moment standpoint."

HIS ADVICE FOR YOUNG ATTORNEYS:

Dubeck said that it's important for attorneys working on private equity deals to be detail oriented and responsive, but that these characteristics are really a prerequisite for the job. In order to distinguish themselves, young attorneys should try to understand the big picture so that they can figure out what

really matters to the client and what doesn't.

“What clients really need is help pruning the tree. What matters to the client is sometimes easy to figure, but the more challenging times are when you need to help the client figure out what should matter to them, and that's where you're really adding value.”

Dubeck added that it's also important for attorneys to constantly re-evaluate their practice and to find areas to concentrate on that both interest them and are also in demand. That's how he decided to start taking on work outside of his core private equity mergers and acquisitions practice, advising on representations and warranties insurance. He said the policies have revolutionized the way private equity deals have been done in recent years and said he wants to understand how they are impacting the terms of the underlying transactions.

“Adding that on top of my core private equity M&A practice lets me touch a lot more deals,” Dubeck said. “It gives me a lot more data points on where the market actually is, and that's been valuable both on my own deals and helping other people navigate those things.”

— *As told to Matthew Perlman*

Law360's Rising Stars are attorneys under 40 whose legal accomplishments belie their age. A team of Law360 editors selected the 2017 Rising Stars winners after reviewing more than 1,200 submissions. This interview has been edited and condensed.

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