



## David K. Lam

Partner, Corporate

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David K. Lam is a corporate partner at Wachtell, Lipton, Rosen & Katz. He focuses on mergers and acquisitions, securities transactions and corporate governance. His practice has included a wide range of matters, including public and private acquisitions and divestitures, domestic and international transactions, carve-out IPOs, spin-offs, split-offs, joint venture transactions and private equity transactions. He also advises numerous companies on takeover defenses, proxy contests and corporate governance matters.

David was selected by *The American Lawyer* as a “Dealmaker of the Year” for 2012 and for 2015, and by *AmLaw Daily* as a “Dealmaker of the Week” in 2015. He is also recognized as one of the [500 leading lawyers](#) in America by *Lawdragon*, and listed as a Super Lawyer in the area of mergers and acquisitions by *Super Lawyers* magazine.

David received his B.A. (economics and molecular biophysics & biochemistry) *summa cum laude* from Yale University, where he was awarded the Arthur Twining Hadley Prize and Russell Henry Chittenden Prize for the highest GPA. He received his J.D. from Yale Law School, where he served as managing editor of the *Yale Law Journal* and articles editor of the *Yale Journal on Regulation*. Upon graduation from law school, Mr. Lam served as a law clerk to the Honorable José A. Cabranes of the U.S. Court of Appeals for the Second Circuit.

He has represented clients in a variety of industries, including:

## *Health Care/Pharmaceuticals*

- **Pfizer** in its \$44 billion acquisition of Seagen, its \$48 billion combination of Upjohn and Mylan to form Viatris, its consumer joint venture transaction with GlaxoSmithKline to form Haleon, its \$11.4 billion acquisition of Array BioPharma, its \$5.2 billion acquisition of Anacor Pharmaceuticals and its agreed \$160 billion acquisition of Allergan plc
- **AbbVie** in its \$10.1 billion acquisition of ImmunoGen and in its \$21 billion acquisition of Pharmacyclics
- **Becton Dickinson** in its spin-off of its diabetes care business, Embecta
- **Celgene** in its agreed \$98 billion merger with Bristol-Myers Squibb
- **C.R. Bard** in its \$24 billion merger with Becton Dickinson
- **Abbott Laboratories** in its \$25 billion acquisition of St. Jude Medical, its \$4.3 billion sale of its vision care business to Johnson & Johnson and its \$55 billion spin-off of AbbVie
- **CareFusion** in its \$12.2 billion merger with Becton Dickinson
- **GlaxoSmithKline** in its unsolicited offer and \$3.6 billion acquisition of Human Genome Sciences
- **The Wyeth board of directors** in its \$68 billion merger with Pfizer
- **Cardinal Health** in its \$1.9 billion acquisition of Cordis from Johnson & Johnson, its joint venture transaction with CVS Caremark, its \$2.1 billion acquisition of Assuramed, its \$1.3 billion acquisition of Kinray, its \$1.5 billion acquisition of VIASYS Healthcare, its \$3.3 billion sale of its Pharmacology Technology Business to an affiliate of the Blackstone Group, its acquisition of P4 Healthcare Solutions, and in its \$4.1 billion spin-off of CareFusion Corporation
- **Sanofi** in its successful €47.8 billion hostile exchange offer for Aventis

## *Financial Services*

- **Nasdaq** in its \$10.5 billion acquisition of Adenza, its \$2.75 billion acquisition of Verafin, its \$1.1 billion acquisition of International Securities Exchange from Deutsche Börse and in its \$705 million acquisition of eVestment
- **American International Group** in its \$2.985 billion sale of ValidusRe to RenaissanceRe Holdings, its \$2.2 billion sale of an equity stake in Corebridge to Blackstone and in the initial public offering of Corebridge

- **BGC Partners** in its reorganization into a simplified corporation, its successful hostile acquisition of GFI Group, its \$650 million sale of Trayport to Intercontinental Exchange, its \$1.234 billion sale of its electronic trading business in U.S. Treasury securities to The NASDAQ OMX Group, Inc. and in its \$1.4 billion reorganization and merger with eSpeed
- **New York Stock Exchange** in its agreed \$23.4 billion cross-border combination with Deutsche Börse, its \$10 billion cross-border combination with Euronext N.V. and its merger with Archipelago
- **MetLife** in the sale of its depository business to GE Capital Retail Bank, its \$1.6 billion split-off of its interest in Reinsurance Group of America and its sale of State Street Research & Management Company to BlackRock
- **Warburg Pincus** in its purchase and sale of equity in Primerica from Citigroup
- **Lazard** in connection with its IPO and related restructuring transactions
- **JPMorgan Chase & Co.** in its acquisition of the banking business of The Bank of New York in exchange for JPMorgan Chase's corporate trust business, and in the restructuring of its joint venture with First Data Corporation
- **Bank of America** in its \$21 billion acquisition of ABN Amro's LaSalle Bank
- **Golden West Financial** in its \$25.5 billion sale to Wachovia

## *Energy*

- **Seventy Seven Energy Inc.** in its \$2.1 billion sale to Patterson-UTI Energy
- **Energy Transfer Equity** in its agreed \$37.7 billion combination with The Williams Companies
- **Atlas Pipeline Partners** and **Atlas Energy** in their \$7.7 billion sale to Targa Resources Partners and Targa Resources Corp
- **Berry Petroleum** in its \$2.5 billion sale to LINN Energy and LinnCo
- **Sunoco** in its \$5.3 billion sale to Energy Transfer Partners and in its IPO and spin-off of SunCoke Energy, a \$1.2 billion company
- **Atlas Energy** in its \$4.3 billion sale to Chevron, its \$1.7 billion joint venture with Reliance Industries, and in the formation of its master limited partnership, Atlas Resource Partners
- **Acciona** in its €43.7 billion acquisition with Enel of Endesa

## *Industrial*

- **Johnson Controls** in its \$16.5 billion merger with Tyco International, its spin-off of Adient, its automotive business, its \$1.48 billion sale of its global workplace solutions business to CBRE Group, and its \$965 million sale of its automotive electronics business to Gentex and Visteon
- **Rayonier** in its \$656 million acquisition of Pope Resources and its spin-off of its performance fibers business, Rayonier Advanced Materials
- **Rayonier Advanced Materials** in its \$807 million acquisition of Tembec
- **XPO Logistics** in its \$652 million acquisition of New Breed and in its \$335 million acquisition of Pacer International

### *Real Estate*

- **Regency Centers** in its \$1.4 billion acquisition of Urstadt Biddle Properties
- **Newmark Group** in its initial public offering and spin-off from BGC Partners
- **Washington Prime Group** in its \$4.3 billion acquisition of Glimcher Realty Trust
- **AMB Property Corporation** in its \$15 billion merger with ProLogis
- **Sunrise Senior Living** in its \$3.4 billion sale to Health Care REIT
- **The Mills Corporation** in its \$7.8 billion sale to Simon Property Group and Farallon Capital

### *Other*

- **T-Mobile USA** and **Deutsche Telekom** in the agreed \$146 billion all-stock combination of T-Mobile and Sprint
- **Monsanto** in its \$66 billion sale to Bayer

### Clerkships

Honorable José A. Cabranes, United States Court of Appeals, Second Circuit, 2000 – 2001

### Recent Publications

[Spin-Off Guide - 2021](#), in Harvard Law School Forum on Corporate Governance, June 15, 2021.

[The Resurgence of SPACs: Observations and Considerations](#), in Harvard Law School Forum on Corporate Governance, August 22, 2020.

[Mergers and Acquisitions -- 2018 - With a Brief Look Back](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 29, 2018.

[Mergers and Acquisitions - A Brief Look Back and a View Forward](#), in Bank and Corporate Governance Reporter, Volume 57 Number 6, February 2017.

[Spin-Offs: The Decision to Separate and Considerations for the Board](#), in Practical Law The Journal, September 2014.

[Delaware Supreme Court Declines to Aggregate Series of Dispositions in Deciding Whether They Constitute a Transfer of "Substantially All" of a Company's Assets for Indenture](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, October 19, 2011.

[SEC Brings First Regulation G Enforcement Action](#), in Bank and Corporate Governance Law Reporter Volume 43 Number 5, January 2010.

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