



Gordon S. Moodie

Partner, Corporate

P: 212.403.1180

F: 212.403.2180

GSMoodie@wlrk.com

Gordon Moodie is a partner in the Corporate Department of Wachtell, Lipton, Rosen & Katz, focusing primarily on mergers and acquisitions, corporate governance and securities law matters. Mr. Moodie has represented public and private companies in a variety of industries and transactions, including domestic and cross-border mergers and acquisitions, divestitures, spin-offs, initial public offerings, securities law matters and corporate governance.

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

Technology, Media and Telecommunications

- **Michael Dell and MSD Partners** in the Class V share exchange, the \$67 billion transaction to combine Dell and EMC, and the \$24.5 billion acquisition of Dell together with Silver Lake
- **XO Group** in its \$933 million merger with Wedding Wire
- **Lions Gate** in its merger with Starz and several other strategic transactions
- **Square** in its initial public offering
- **Presidio** in its initial public offering and several strategic acquisitions
- **Leap Wireless** in its \$1.2 billion acquisition by AT&T
- **Harman International** in its acquisition of Symphony Teleca

Retail

- **CST Brands** in the \$4.4 billion merger with Alimentation Couche-Tard
- **Tim Hortons** in its \$12 billion combination with Burger King
- **Saks Incorporated** in its \$2.9 billion acquisition by Hudson's Bay Company
- **Dufry AG** in the acquisition of World Duty Free, the acquisition of The Nuance Group and acquisitions in Greece and South America
- **Casino Guichard** in connection with the initial public offering of Cnova NV
- **Valero** in its spin-off of its retail segment, CST Brands

Chemical and Industrial

- **FMC Corporation** in a number of transactions, including:
 - the acquisition of a significant portion of DuPont's crop protection business and simultaneous sale to DuPont of FMC's Health and Nutrition business
 - the \$1.8 billion acquisition of Cheminova
 - the \$1.6 billion sale of its Alkali chemical business to Tronox
- **Texas Industries** in its \$2.7 billion combination with Martin Marietta
- **Cabot Corporation** in its \$1.1 billion acquisition of Norit N.V.
- **Rohm and Haas** in its \$18 billion sale to Dow Chemical
- **Airgas** in successfully defending against a \$5.8 billion hostile takeover bid by Air Products and Chemicals
- **Noranda Aluminum** in its initial public offering
- **Berry Plastics** in its initial public offering

Other Industries

- **Newmont Mining** in its \$10 billion acquisition of Goldcorp
- **Newfield Exploration Company** in its \$5.5 billion sale to Encana Corporation
- **Kennedy-Wilson Holdings, Inc.** in its \$1.9 billion acquisition of Kennedy Wilson Europe Real Estate Plc
- **Smurfit-Stone Container** in its \$3.5 billion merger with RockTenn Company
- **Duke Energy** in its \$32 billion merger with Progress Energy

Mr. Moodie received a Bachelor of Commerce from Queen's University, graduating first in his class, and a J.D. from Harvard Law School, graduating *magna cum laude* and winning the Victor Brudney Prize.

Mr. Moodie is a member of the New York State Bar Association.

Recent Publications

[Cross Border M&A - 2019 Checklist for Successful Acquisitions in the United States](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 30, 2019.

[Cross-Border M&A -- 2018 Checklist for Successful Acquisitions in the United States](#), in Columbia Law School's Blog on Corporations and the Capital Markets, January 10, 2018.

[Implementation of a Forum Selection Bylaw](#), in Bank and Corporate Governance Law Reporter Volume 50 Number 6, August 2013.

[Rights Plans: 25 Years Later, Still the Most Effective Defense](#), in Insights Volume 26 Number 4, April 2012.

[Understanding RiskMetrics Compensation "GRId"](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, June 1, 2010.

[Understanding RiskMetrics Shareholder Rights "GRId"](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, May 25, 2010.

[Court Upholds Exclusion of 14a-8 Proposal for Deficient Proof of Stock Ownership](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, March 12, 2010.

[SEC Charges Investment Adviser for Proxy Voting Rule Violations](#), in Bank and Corporate Governance Law Reporter Volume 42 Number 5, July 2009.