



Gordon S. Moodie

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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.

Representative transactions include:

- **Pfizer** in the \$48 billion combination of Upjohn with Mylan
- **Michael Dell** in the \$67 billion combination of Dell and EMC and the \$24.5 billion acquisition of Dell
- **Lions Gate Entertainment** in its merger with Starz, its acquisition of Summit Entertainment and in its successful proxy contest against Carl Icahn
- **The Board of Directors of Genesee & Wyoming** in its \$8.4 billion sale to affiliates of Brookfield Infrastructure and GIC
- **Presidio** in its \$2.1 billion sale to BC Partners, initial public offering and strategic acquisitions
- **XO Group** in its \$933 million merger with Wedding Wire
- **Newmont Mining** in its \$10 billion acquisition of Goldcorp
- **Newfield Exploration Company** in its \$5.5 billion sale to Encana Corporation
- **Square** in its initial public offering

- **Leap Wireless** in its \$1.2 billion acquisition by AT&T
- **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
- **FMC Corporation** in 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; and 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
- **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.