



## Victor Goldfeld

Partner, Corporate

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Victor Goldfeld is a corporate partner at Wachtell, Lipton, Rosen & Katz, focusing on domestic and cross-border mergers and acquisitions, divestitures, spin-offs, joint ventures, private equity transactions and other complex corporate and securities law matters. He has represented a broad range of clients in a variety of industries.

His representations include:

### *Industrial*

- **United Technologies Corporation** in the pending all-stock merger of equals of its Aerospace businesses with Raytheon Company; its acquisition of Rolls-Royce's interests in the IAE International Aero Engines joint venture; and numerous other transactions
- **Cooper Industries** in its \$12.6 billion sale to Eaton Corporation; and its reincorporation from Bermuda to Ireland

### *Healthcare/Pharmaceuticals*

- **Mallinckrodt** in its proposed spin-off of its specialty generics business; its \$1.2 billion acquisition of Sucampo Pharmaceuticals; its \$1.3 billion acquisition of Therakos from The Gores Group; its \$2.3 billion acquisition of Ikaria from a Madison Dearborn-led investor group; its \$5.6 billion acquisition of Questcor Pharmaceuticals; and its \$1.4 billion acquisition of Cadence Pharmaceuticals
- **Medtronic** in its \$6.1 billion divestiture of a portion of its patient monitoring and recovery division

to Cardinal Health

- **Abbott Laboratories** in its \$25 billion acquisition of St. Jude Medical; and its \$4.3 billion divestiture of its vision care business to Johnson & Johnson
- **Perrigo Company plc** in its successful defense against a \$26 billion hostile takeover offer by Mylan N.V.
- **Covidien** in its \$50 billion sale to Medtronic; its spin-off of Mallinckrodt; and its reincorporation from Bermuda to Ireland
- **Forest Laboratories** in its \$28 billion sale to Actavis
- **Cardinal Health** in its \$667 million acquisition of Healthcare Solutions Holding

### *Technology, Media and Telecommunications*

- **Cox Automotive** in its \$350 million equity investment in Rivian
- **Searchlight Capital Partners** in its \$2 billion acquisition of Mitel Networks; and its strategic equity investment in the \$4.3 billion acquisition of Rackspace Hosting, Inc. by funds affiliated with Apollo Global Management
- **TEGNA** (formerly **Gannett**) in its sale of CareerBuilder to funds affiliated with Apollo Global Management and the Ontario Teachers' Pension Plan Board; its spin-off of Cars.com; and its spin-off of its publishing division
- **Intelsat** in its terminated combination with OneWeb and \$1.7 billion investment in the combined company by Softbank; and in numerous financing transactions
- **Charter Communications** in its \$10.4 billion acquisition of Bright House Networks from Advance/Newhouse
- **Verizon** in its \$130 billion acquisition of Vodafone's 45% interest in Verizon Wireless
- **Michael Dell** in his \$24.4 billion acquisition, with Silver Lake Partners, of Dell Inc.
- **Och-Ziff, Allen & Co.** and the other shareholders of SESAC in the sale of a majority stake in the company to Rizvi Traverse Management
- **McGraw-Hill** in the formation of the S&P/Dow Jones Indices joint venture with CME Group
- **CenturyLink** in its \$2.5 billion acquisition of Savvis
- **Televisa** in the formation of a Spanish-language movie distribution joint venture with Lionsgate
- **IAC/InterActiveCorp** in its simultaneous spin-offs of Ticketmaster, Tree.com, HSN and Interval Leisure Group

## *Real Estate*

- The special committee of the board of directors of **New Senior Investment Group** in its strategic review and the internalization of New Senior's management from Fortress Investment Group
- **Ventas** in its revised governance arrangements with, and additional investment in, Atria Senior Living in connection with Atria Senior Living's capital raise from Fremont Realty Capital; and its spin-off of most of its post-acute/skilled nursing facility portfolio into an independent, publicly traded REIT
- **Chatham Lodging Trust** in its \$1.3 billion restructuring, with NorthStar Realty Finance, of its joint venture with Cerberus Capital Management
- **AMB Property Corporation** in its \$15 billion merger with ProLogis
- **Penn National Gaming** in its terminated \$50 million stalking horse bid to buy the stalled Fontainebleau casino-resort in Las Vegas

## *Energy*

- **EQT** in its spin-off of Equitrans Midstream; and its \$6.7 billion acquisition of Rice Energy
- **Halliburton** in its terminated \$34.6 billion acquisition of Baker Hughes
- **Atlas Resource Partners** in its \$733 million acquisition of natural gas assets from EP Energy
- **Atlas Energy** in its \$4.3 billion sale to Chevron and simultaneous spin-off, purchase and sale transactions involving Atlas affiliates
- **MidAmerican Energy** in its terminated \$4.7 billion merger with Constellation Energy

Mr. Goldfeld received his B.A. *cum laude* in Philosophy with a minor concentration in Physics from Colgate University in 1999. He received his J.D. *magna cum laude* from New York University School of Law in 2003, where he was an articles editor of the *New York University Law Review* and a member of the Order of the Coif. Following graduation from law school, he served as a law clerk to the Honorable Leo E. Strine, Jr. of the Delaware Court of Chancery and to the Honorable J. Clifford Wallace of the U.S. Court of Appeals for the Ninth Circuit.

Mr. Goldfeld speaks Russian, is a Fellow of the American Bar Foundation and is a member of the New York State and American Bar Associations.

## Clerkships

Honorable J. Clifford Wallace, United States Court of Appeals, Ninth Circuit, 2004 – 2005

Honorable Leo E. Strine, Jr., Delaware Court of Chancery, 2003 – 2004

## Recent Publications

[REIT M&A and Activism: Preparing for Threats in the COVID-19 Environment](#), April 6, 2020.

[Private Equity - Year in Review and 2020 Outlook](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, February 8, 2020.

[Mergers and Acquisitions - 2020](#), in Columbia Law School's Blog on Corporations and the Capital Markets, January 23, 2020.

[REIT M&A in 2020](#), January 6, 2020.

[SEC Provides Updated Guidance on Excludability of Rule 14a-8 Shareholder Proposals, Eschewing One-Size-Fits-All](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, October 19, 2019.

[SEC Proposes Requiring Synergy Disclosure in Pro Formas](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, July 3, 2019.

[Contingent Value Rights \(CVRs\)](#), in Practical Law, 2019.

[SEC to Hold Roundtable on Short-Termism and Interplay with Periodic Reporting System](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, May 28, 2019.

[2018 Private Equity Year In Review](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 17, 2019.

[Mergers & Acquisitions - 2019](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 15, 2019.

[Author of U.S. chapter](#), in Getting the Deal Through: Joint Ventures, Law Business Research, 2019 (and 2018) eds.

[REIT M&A in 2019](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 4, 2019.

[REIT M&A in a Complex Market](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, June 23, 2018.

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

[Market Trends: Tender and Exchange Offers](#), in Lexis Practice Advisor, January 23, 2018.