



## Andrew R. Brownstein

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Andrew R. Brownstein has been a partner at Wachtell, Lipton, Rosen & Katz since 1985 and serves as co-chair of the firm's Corporate group. His practice concentrates on mergers and acquisitions and corporate governance matters, and he has been engaged in many high-profile matters that include cross-border transactions, leveraged buyouts, complex restructuring deals, proxy fights and takeovers. Mr. Brownstein is consistently listed in the top ranks in his areas of expertise by the *Chambers Guide*, *International Who's Who of Business Lawyers* and other similar publications.

Mr. Brownstein's significant representations include: Allergan in its \$83 billion acquisition by AbbVie; Hewlett Packard in its separation into two new publicly traded Fortune 50 companies; Hewlett Packard Enterprise in its \$1.3 billion acquisition of Cray, a \$2.6 billion Reverse Morris Trust transaction with Micro Focus International, and its \$1 billion acquisition of Nimble Storage; Regeneron Pharmaceuticals in the \$11.6 billion secondary offering and repurchase of its shares held by Sanofi; Perrigo in its defense against a takeover bid by Mylan; Johnson Controls in its \$16.3 billion merger with Tyco and the separation of its automotive business; Valspar in its \$11.3 billion acquisition by Sherwin-Williams; Univar in its \$2 billion acquisition of Nexeo Solutions, and in the \$640 million sale of Nexeo Plastics to One Rock Capital Partners; Walgreen Co. in its two-step acquisition of Alliance Boots GmbH for an aggregate value of approximately \$27 billion; ServiceMaster in connection with the spin-off of frontdoor, inc.; ConocoPhillips in its \$33 billion spin-off of its downstream businesses as Phillips 66 and

in its \$35.6 billion acquisition of Burlington Resources, as well as Phillips Petroleum in its \$35 billion combination with Conoco; Forest Laboratories in successive proxy contests with Carl Icahn and in its \$25 billion merger with Actavis; Genzyme in its \$20 billion sale to Sanofi-Aventis; Novartis in its \$49.7 billion multistep acquisition of Alcon; and Schering-Plough in its \$41 billion combination with Merck.

Mr. Brownstein is a 1979 honors graduate of Harvard Law School where he was an articles editor of the *Harvard Law Review*. He holds an M.B.A. degree (1976) from the Wharton School of the University of Pennsylvania and also has undergraduate degrees in English and Economics (1975) from the University of Pennsylvania, where he was elected to Phi Beta Kappa. Following law school, Mr. Brownstein clerked for the Honorable Leonard I. Garth of the U.S. Court of Appeals for the Third Circuit.

Mr. Brownstein is a frequent author and lecturer on corporate-related topics. He has been an adjunct professor of securities law at Rutgers University Law School, serves on the Executive Planning Committee and is past chairman of the Ray Garrett Jr. Corporate and Securities Law Institute at Northwestern University School of Law.

Mr. Brownstein is active in numerous civic and charitable organizations and is a member and past president of the Board of Trustees of the Trinity School in New York City, a member of the Board of Overseers of the Annenberg Center at the University of Pennsylvania and a member of the Board of Directors of the New York City Public Art Fund.

## Clerkships

Honorable Leonard I. Garth, United States Court of Appeals, Third Circuit, 1980 – 1981

## Recent Publications

[The ESG/TSR Activist “Pincer Attack”](#), in Harvard Law School Forum on Corporate Governance, January 26, 2021.

[The New SEC Regulation S-K Rules: Practical Advice for Companies](#), in Harvard Law School Forum on Corporate Governance, October 14, 2020.

[Proposed Rules Relating to the Reporting Threshold for Institutional Investment Managers](#), in Harvard Law School Forum on Corporate Governance, October 6, 2020.

[DOL Proposes Rules Clarifying When ERISA Fiduciaries Need to Vote Proxies](#), in Harvard Law School Forum on Corporate Governance, September 9, 2020.

[SEC Meaningfully Revises Regulation S-K Periodic Disclosure Requirements: Move to Principles-Based Framework Reduces Some Public Company Disclosure Requirements While Adding and Expanding Others](#), in Harvard Law School Forum on Corporate Governance, August 30, 2020.

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

[ISS and Glass Lewis: SEC Adopts Proxy Advisory Reform – Initial Perspectives and Implications](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, August 8, 2020.

[Reopening to a New Normal: Considerations for Boards](#), in Harvard Law School Forum on Corporate Governance, May 19, 2020.

[Institutional Investors Signal a Mix of Tougher Standards and Heightened Flexibility for the 2020 Proxy Season](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, May 2, 2020.

[The Coming Impact of ESG on M&A](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, February 20, 2020.

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

[FTC Discusses Management and Board Roles as Core Elements of Revised Data Breach Enforcement Model](#), in Compliance & Enforcement, a blog of NYU Law's Program on Corporate Compliance and Enforcement, January 10, 2020.

[Risk Management and the Board of Directors](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, November 20, 2019.

[ISS and Glass Lewis Announce Final 2020 Voting Policies](#), in Columbia Law School's Blog on Corporations and the Capital Markets, November 15, 2019.

[SEC Provides New Guidance on Institutional Investors' Proxy Voting Responsibilities and Use of Proxy Advisory Firms](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, August 22, 2019.