



## Gordon S. Moodie

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

Gordon's M&A transactions include representing **MSG Entertainment** in its combination with MSG Networks; **Pfizer** in the \$48 billion combination of Upjohn and Mylan; **Hexcel Corporation** in its announced combination with Woodward Corporation; **Apollo Global Management** in numerous transactions, including its acquisition of Presidio and sale of Presidio to BC Partners; **Michael Dell** in the \$67 billion combination of Dell and EMC and the \$24 billion acquisition of Dell; **Lions Gate Entertainment** in numerous transactions, including its merger with Starz and acquisition of Summit Entertainment; **FMC Corporation** in its acquisition of a significant portion of DuPont's crop protection business and simultaneous sale to DuPont of its Health and Nutrition Business, its \$1.8 billion acquisition of Cheminova and the \$1.6 billion sale of its Alkali chemical business; **Tim Hortons** in its \$12 billion combination with Burger King; **Saks Inc.** in its \$2.9 billion sale to Hudson's Bay; **Kennedy-Wilson Holdings** in its \$1.9 billion acquisition of Kennedy Wilson Europe Real Estate PLC; and **Newmont Mining** in its \$10 billion acquisition of Goldcorp.

Gordon also advises companies in connection with shareholder activism, including in situations involving Elliott Management, Carl Icahn, Starboard, Trian and many others; assists boards of directors and executive teams on self-assessments and corporate governance; represents family offices in connection with investments and transactions; and has worked with growth companies in connection with financings, initial public offerings and other transactions.

Gordon 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. Gordon is a "highly regarded lawyer" by *IFLR1000* and 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.