



Andrew R. Brownstein

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Andrew R. Brownstein is currently Of Counsel at Wachtell Lipton Rosen & Katz, after having been a partner of the firm for over 35 years and Co-Chair of the firm's Corporate Group. His practice concentrates on mergers and acquisitions, corporate governance and board related matters. Mr. Brownstein works closely with senior management teams and boards of directors to address the most sensitive issues facing public and private companies. 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: FIS in the sale of a majority stake in its Worldpay Merchant Solutions business valuing Worldpay at \$18.5 billion; Hewlett Packard Enterprise in its \$14 billion acquisition of Juniper Networks; Univar Solutions in its \$8.1 billion acquisition by Apollo Global Management; MDU Resources in the spin-off of Knife River; Allergan in its \$83 billion acquisition by AbbVie; W. R. Grace in its \$7 billion all-cash sale to Standard Industries and in its consideration of strategic alternatives and response to a proposal by 40 North; Terminix in its \$6.7 billion sale to Rentokil plc; Regeneron Pharmaceuticals in the \$11.6 billion secondary offering and repurchase of its shares held by Sanofi and in its acquisitions of Decibel Therapeutics and Checkmate Pharmaceuticals; Hewlett Packard in its separation into two new publicly traded Fortune 50 companies; ConocoPhillips in its \$13 billion all-stock acquisition of Concho Resources, in its \$33 billion spin-off of its downstream businesses

such as Phillips 66, its \$35.6 billion acquisition of Burlington Resources, as well as Phillips Petroleum in its \$35 billion combination with Conoco; 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; Walgreen Co. in its two-step acquisition of Alliance Boots GmbH for an aggregate value of approximately \$27 billion; 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 Advisors 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

[Risk Management and the Board of Directors](#), in Harvard Law School Forum on Corporate Governance, September 30, 2023.

[Use of Special Committees in Conflict Transactions: An Update](#), in The M&A Journal, Volume 22 Number 6, September 2022.

[Preparing for the 2023 Proxy Season in the Era of Universal Proxy](#), in Harvard Law School Forum on Corporate Governance, November 14, 2022.

[Risk Management and the Board of Directors](#), in Harvard Law School Forum on Corporate Governance, September 17, 2022.

[Mergers and Acquisitions - 2022](#), in Harvard Law School Forum on Corporate Governance, January 27, 2022.

[Investor Priorities in 2022 - Stakeholder Capitalism, Net Zero Transition, Human Capital Management and Long-Term Value Creation](#), in Columbia Law School's Blog on Corporations and Capital Markets, January 25, 2022.

[ESG and M&A in 2022: From Risk Mitigation to Value Creation](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 24, 2022.

[ISS Issues Final Voting Policies for the 2022 Proxy Season](#), in Columbia Law School's Blog on Corporations and the Capital Markets, December 14, 2021.

[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.