



## David C. Karp

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David C. Karp is a corporate partner at Wachtell, Lipton, Rosen & Katz. His practice concentrates on mergers and acquisitions, corporate governance, shareholder activism defense and corporate and securities law matters.

David has advised:

- Broadcom in its \$69 billion agreement to acquire VMware, \$10.7 billion acquisition of the enterprise security business of Symantec, \$18.9 billion acquisition of CA Technologies, \$950 million disposition of Veracode to Thoma Bravo and \$130 billion proposal to acquire Qualcomm
- Square, Inc. in its \$29 billion acquisition of Afterpay Limited and in its initial public offering
- Varian Medical Systems in its \$16.4 billion sale to Siemens Healthineers
- Netgear in the spinoff of Arlo Technologies and the preceding \$163 million IPO of Arlo
- Derek Jeter and an investor group led by him in its acquisition of the Miami Marlins
- CIT Group in the \$10 billion sale of its aircraft leasing business to Avolon Holdings Limited, a

- subsidiary of Bohai Capital Holding and in its \$3.4 billion acquisition of OneWest Bank
- Tesla in its \$2.6 billion acquisition of SolarCity
- Fairchild Semiconductor in its \$2.4 billion acquisition by ON Semiconductor
- Motorola Solutions in its strategic partnership with Silver Lake (including a \$1 billion investment by Silver Lake, and a \$2 billion common stock self-tender offer)
- Cox Automotive in its \$4 billion acquisition of Dealertrack Technologies
- AbbVie Inc. in its \$21 billion acquisition of Pharmacyclics
- PetSmart in a \$8.7 billion leveraged buyout by a private equity consortium led by BC Partners
- NYSE Euronext in its \$8.2 billion acquisition by IntercontinentalExchange, its successful defense against the hostile takeover attempt by Nasdaq OMX, its attempted merger of equals with Deutsche Börse as well as the NYSE in its merger with Euronext, its acquisition of Archipelago, and its initial public offering
- BMC Software in its \$6.2 billion take-private by a consortium of investors including Bain Capital, Golden Gate, GIC and Insight Ventures
- Hess Corporation in the settlement of the proxy campaign waged by Elliott Management
- Motorola Mobility in its \$12.5 billion acquisition by Google
- AOL in the sale of a portfolio of patents to Microsoft for \$1 billion
- Terra Industries in its \$4.7 billion sale to CF Industries
- Merrill Lynch in several multibillion dollar capital raises during the financial crisis

Mr. Karp was named a Dealmaker of the Year by *The American Lawyer* in 2023 for his work advising Broadcom in its \$69 billion agreement to acquire VMware and in 2006 for advising the New York Stock Exchange in its initial public offering. In 2008, the *International Financial Law Review* recognized the cross-border merger of the NYSE Group and Euronext, in which Mr. Karp advised the NYSE Group, as the M&A Deal of the Year. Mr. Karp is regularly recognized by [Expert Guides](#) and [Lawdragon](#), among others, as a leader in his field.

In the area of corporate governance, Mr. Karp served as counsel to the New York Stock Exchange Corporate Accountability and Listing Standards Committee, which drafted the NYSE Listed Company Manual's corporate governance listing standards.

Mr. Karp served as an Adjunct Professor of Law at New York University School of Law where he taught mergers and acquisitions law. He also writes and speaks frequently on corporate governance and merger and acquisition topics.

Mr. Karp earned a J.D. with honors from the University of Chicago Law School in 1993, where he was a member of The University of Chicago Law Review, and an A.B. *magna cum laude* from Harvard in 1990. Following graduation from law school, he clerked for the Honorable J. Daniel Mahoney of the United States Court of Appeals for the Second Circuit.

Mr. Karp is a member of the University of Chicago Law School Council and the NYU Journal of Law & Business Professional Advisory Board.

Mr. Karp is a member of the American Bar Association, where he is a past vice-chair of the International Securities Transactions Committee in the Section of International Law and Practice. He is also a member of the New York State Bar Association and the Association of the Bar of the City of New York. He is a past trustee of the Scarsdale Foundation and a past chairman and member of the Scarsdale Village Planning Board.

## Clerkships

Honorable J. Daniel Mahoney, United States Court of Appeals, Second Circuit, 1993 – 1994

## Recent Publications

[End of the First Proxy Access Campaign](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, December 5, 2016.

[Proxy Access Proposals for the 2015 Proxy Season](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, November 7, 2014.

[Illinois Court Approves Single-Bidder Sale Strategy](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, October 8, 2014.

[Council of Institutional Investors Urges SEC to Require Full Disclosure of Dissident Director Compensation Schemes](#)

, in The Harvard Law School Forum on Corporate Governance and Financial Regulation, May 14, 2014.

[Activist Hedge Fund Abuses Require Immediate SEC Action to Modernize Section 13\(d\) Reporting Rules and Ensure Fair Reporting of Substantial Share Accumulations](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, March 31, 2014.

[ISS Publishes Guidance on Director Compensation \(and Other Qualification\) Bylaws](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, January 16, 2014.

[Shareholder Activism Update: Bylaw Protection against Dissident Director Conflict/Enrichment Schemes](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, May 10, 2013.

[Important Questions About Activist Hedge Funds](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, March 9, 2013.

[Pension Fund Advised by the Harvard Shareholder Rights Project Withdraws Declassification Proposal Amid Lawsuit Challenging Eligibility](#), in Bank and Corporate Governance Law Reporter Volume 49 Number 6, February 2013.

[Disintermediating the Proxy Advisory Firms: Blackrock Takes the Lead](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, January 21, 2012.

[D.C. Circuit Strikes Down Proxy Access Rules](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, July 22, 2011.

[SEC Issues Wide-Ranging Concept Release on Proxy System](#), in Bank and Corporate Governance Law Reporter Volume 45 Number 1, September 2010.

[SEC Adopts Expanded Governance and Executive Compensation Disclosure](#), in Bank and Corporate Governance Law Reporter Volume 43 Number 6, February 2010.

[Derivatives Developments: Private Sector Derivatives Protocols and New Legislation Both Advance](#), in Bank and Corporate Governance Law Reporter Volume 43 Number 6, February 2010.

[The SEC's Expanded Governance and Executive Compensation Disclosure Requirements](#), in Directors & Boards, First Quarter 2010.