



Emily D. Johnson

Partner, Restructuring and Finance

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Emily's practice focuses on all financing aspects of complex corporate transactions, including mergers, acquisitions, divestitures and spin-offs. She partners with clients to design capital structures that weather the ups and downs in the business cycle while providing market-leading flexibility to business decisionmakers. Her experience includes both the investment grade and leveraged markets, as well as bank and direct lending financings and capital markets transactions. She also advises buyers, sellers, investors and creditors in distressed acquisitions, divestitures and restructurings.

Emily is widely acknowledged for her expertise in financing matters. She has been ranked as one of the top three financing lawyers in North America by [MergerLinks](#) for the past two years and has been named as a leading banking and finance lawyer by [Chambers](#). She has been recognized by [Lawdragon](#) as one of the 500 leading lawyers in America each of the past three years. Emily was selected for [Bloomberg Law's 2023 "They've Got Next: The 40 Under 40"](#) awards and has been named a [2022 Young Lawyer of the Year Finalist](#) by *The American Lawyer*, an [Expert Guides 2021 Rising Star](#), a [Law360 2020 Rising Star](#), a [New York Law Journal 2019 Rising Star](#) and a "Rising Star" in the New York metropolitan area by *Super Lawyers* each year from 2013 to 2021.

Emily actively participates in the community and has a vibrant pro bono practice. She serves on the board of Her Justice, an organization that provides free legal services to low-income women in family law and domestic violence-related immigration matters in New York City. Additionally, Emily co-chairs

a subcommittee of the New York State Attorney General's Pro Bono Task Force for Reproductive Health. She also serves as pro bono counsel for the Partnership Fund for New York City as it invests in for-profit and non-profit ventures that create jobs in underserved and diverse communities. Emily has been a Lecturer in Law at Columbia Law School and regularly guest lectures at Duke University School of Law. She has been a David Rockefeller Fellow for the Partnership for New York City and Leadership Counsel on Legal Diversity Fellow.

Significant transactions include, among others:

- **Raytheon Technologies'** (formerly United Technologies) separation into three public companies, its \$120 billion merger of equals with Raytheon Company, its \$30 billion acquisition of Rockwell Collins, its \$18 billion acquisition of Goodrich, its sale of its Mission Critical business and numerous bank and bond financings;
- **IAC/InterActiveCorp** in many transactions, including Dotdash's acquisition of Meredith Corporation's National Media Group, the spin-off of Vimeo Technologies, Inc., the separation of Match Group, Inc. from IAC's remaining businesses, the combination of its HomeAdvisor business with Angie's List, the design and issuance of bespoke exchangeable securities, and numerous bank and bond financings;
- **PENN Entertainment** in many transactions, including its \$2 billion acquisition of theScore, liquidity-enhancing transactions in response to the Covid-19 pandemic, its \$345 million convertible notes issuance, its investment in Barstool Sports, its \$2.8 billion acquisition of Pinnacle Entertainment, the separation of its real estate assets into Gaming and Leisure Properties, the first gaming-focused REIT and numerous bank and bond financings;
- **Otis Worldwide** in its acquisition of Zardoya Otis and various bank financings and euro, yen and dollar bond offerings;
- **Fanatics** in its acquisition of Topps, the design of its capital structure and numerous bank financings;
- **ii-vi** in its acquisition of Coherent and related bank and bond financings;
- **Social Finance** in its merger with Social Capital Hedosophia, its acquisition of Golden Pacific Bancorp and bank and convertible bond financings;
- **Cigna** in its acquisition of MDLive, its \$5.75 billion sale of certain assets to Chubb and its \$67 billion acquisition of Express Scripts;
- **WESCO International** in its \$4.5 billion acquisition of Anixter International;
- **PDC Energy** in its \$1.7 billion acquisition of SRC Energy;

- **TD Ameritrade's** Strategic Development Committee in its \$26 billion merger with Schwab; TD Ameritrade in its \$4 billion acquisition of Scottrade and numerous bank and bond financings;
- **Global Payments** in its \$45 billion merger with Total System Services;
- **Verizon** in its \$130 billion acquisition of Vodafone Group's 45% stake in Verizon Wireless and its \$4.8 billion acquisition of Yahoo!'s operating business and numerous bank financings;
- **Hewlett Packard Enterprise** in the \$8.8 billion Reverse Morris Trust transaction merging its software business into Micro Focus International; and its \$1.3 billion acquisition of Cray;
- **Searchlight Capital Partners** in its \$2 billion acquisition of Mitel Networks Corporation;
- **STERIS Corporation** in its \$1.9 billion acquisition of Synergy Health and numerous bank and private placement financings; and
- **Josh Harris** and **David Blitzler** in their acquisition of the Philadelphia 76ers.

Recent Publications

[Financing Year in Review: The Tide Turns](#), in The Harvard Law School Corporate Governance Forum, January 24, 2023.

[Cross-Border M&A - 2023 Checklist for Successful Acquisitions in the United States](#), in Harvard Law School Forum on Corporate Governance, January 7, 2023.

[Financing Year in Review: A Robust Recovery](#), in Harvard Law School Forum on Corporate Governance, January 13, 2022.

[Financing Year in Review: From Crisis to Comeback](#), in Harvard Law School Forum on Corporate Governance, January 19, 2021.

[ESG Performance and the Credit Markets](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, March 1, 2020.

[Acquisition Financing Year in Review: The Decade of Debt](#), in Columbia Law School's Blog on Corporations and the Capital Markets, January 17, 2020.

[Acquisition Financing Year in Review - From Break-Neck to Brakes-On](#), in Columbia Law School's Blog on Corporations and the Capital Markets, January 14, 2019.

[Will Washington Bail Out Detroit?](#), in Capital Markets Law Journal, Volume 9 Issue 1, January 2014.

[Dealmaking in a Distressed Environment](#), in The Harvard Law School Forum on Corporate Governance and Financial Regulation, April 17, 2013.

[The Constitutional Law of State Debt](#), in Duke Journal of Constitutional Law & Public Policy, Volume 7 Number 1 (2012).