



## Gregory E. Ostling

Partner, Corporate

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Gregory E. Ostling is a corporate partner at Wachtell, Lipton, Rosen & Katz. He focuses primarily on mergers and acquisitions, securities transactions, shareholder activism defense and corporate governance.

Greg has repeatedly been recognized as a leading lawyer by, among others, American Lawyer, AmLaw Daily and Super Lawyers magazines, and is listed in Lawdragon's [500 Leading Lawyers of America](#). He is chairman of the International Mergers & Acquisitions/Joint Ventures Committee of the New York State Bar Association, and frequently speaks on international panels regarding current trends in mergers and acquisitions and corporate governance.

Greg has advised a broad range of public and private companies and financial sponsors in the United States and abroad in a variety of industries, including:

### *Pharmaceutical*

- **Actelion** in its \$30 billion sale to Johnson and Johnson
- **Genzyme's Independent Board of Directors** in its response to an unsolicited takeover bid by Sanofi-Aventis and in the subsequent \$20 billion negotiated sale to Sanofi-Aventis
- **Medivation** in its \$14.6 billion acquisition by Pfizer

- **Idorsia** in its CHF 330 million equity offering

### *Oil and Gas/Energy*

- **Anadarko** in its \$60 billion sale to Occidental
- **Spectra Energy** in its \$28 billion merger with Enbridge
- **Halliburton** in its proposed \$28 billion acquisition of Baker Hughes
- **ConocoPhillips** in its \$13 billion acquisition of Concho Resources, \$15 billion joint venture with EnCana Corporation, \$5 billion joint venture with Origin Energy, and the \$20 billion spin-off of the company's Refining & Marketing businesses
- **Mirant** in its \$3.1 billion merger with RRI Energy
- **Powersecure** in its \$425 million sale to Southern Company
- **United American Energy** in its sale to DLJ Merchant Banking Partners

### *Industrial*

- **MeadWestvaco Corporation** in its \$16 billion merger with RockTenn, its \$1 billion spin/merger of its Consumer & Office Products business with ACCO Brands Corporation and its \$1.5 billion sale of US timberlands to and development joint ventures with Plum Creek and against an activist campaign by Starboard Value
- **Alcoa** in its \$14 billion purchase with the Aluminum Corporation of China of an interest in Rio Tinto
- **Cooper Industries plc** in its reincorporation to Ireland and its \$11.8 billion sale to Eaton
- **Dresser-Rand** in its \$7.6 billion acquisition by Siemens
- **Centex** in its \$3.1 billion sale to Pulte Homes
- **WestRock** in its \$2.5 billion spin-off of its Specialty Chemicals business
- **W.R. Grace & Co.** in its \$7 billion sale to Standard Industries, \$2 billion spin-off of its Construction Products business and its agreement with 40 North to add two directors to the board
- **GCP Applied Technologies** in its \$1.05 billion sale of Darex Packaging Technologies to Henkel and against activist campaigns by Starboard Value
- **Steward & Stevenson** in its \$800 million sale to Armor
- **LSB Industries** against activist campaigns by Starboard Value and Engine Capital

#### *Retail*

- **PVH** in its \$2.9 billion acquisition of the Warnaco Group, \$3 billion acquisition of Tommy Hilfiger, acquisition of the Arrow brand, \$220 million sale of its Heritage Brands business to Authentic Brands Group and various securities offerings
- **Office Depot** in its \$1 billion acquisition of CompuCom
- **Pinault Printemps-Redoute** in its \$1 billion divestiture of its Contract Stationery Business to Office Depot

#### *Media and Entertainment*

- **Gaming and Leisure Properties** in its \$5.1 billion acquisition of Pinnacle Entertainment's real estate assets
- **Knight Ridder** against an activist campaign by Private Capital Management and in the subsequent \$4.5 billion negotiated sale to The McClatchy Company
- **Penn National Gaming** in its \$2.8 billion acquisition of Pinnacle Entertainment, \$575 million

divestiture transaction with Boyd Gaming and its \$315 million sale-leaseback with Gaming and Leisure Properties

- **The National Geographic Society** in its \$725 million expansion of its media joint venture with 21st Century Fox
- **Fanatics** in its acquisition of the sports and entertainment division of Topps
- **Joshua Harris** and **David Blitzer** in their \$320 million acquisition of The New Jersey Devils and the lease to the Prudential Center
- **Rodale** in its \$205 million sale to Hearst
- **AT&T** in its sale of The Salt Lake Tribune to MediaNews
- **IFILM** in the sale of its OTX business to an investor group
- **Martha Stewart Living** in its acquisition of The Wedding List

#### *Financial Services*

- **AG Edwards** in its \$7 billion acquisition by Wachovia
- **Marsh & McLennan** in its \$6.4 billion acquisition of Jardine Lloyd Thomson and its \$1.2 billion sale of Kroll to Altegrity
- **Aspen Insurance** against a \$3.2 billion hostile takeover bid by Endurance
- **RenaissanceRe** in its \$1.5 billion acquisition of Tokio Millenium Re and its \$1.9 billion acquisition of Platinum Underwriters
- Various clients, including the **New York Stock Exchange**, for potential listing on the Shanghai Stock Exchange and the development of a PRC International Board for non-PRC companies
- **Mountainbank Financial** in its sale to The South Financial Group

#### *Technology*

- **AT&T** in its \$44 billion merger with MediaOne, its \$5 billion acquisition of IBM's Global Network Business, its \$1.7 billion acquisition of Vanguard Cellular Systems, its \$11 billion offer of AT&T Wireless tracking stock, its transfer of cable systems with Comcast and its acquisition of an interest in Net2Phone
- **Motorola** against activist campaigns by Carl Ichan, and its initial public offering/spin-off of Freescale Semiconductor and spin-off of Motorola Mobility
- **Instinet** in its \$1.9 billion sale to Nasdaq and its \$174 million sale of Lynch, Jones and Ryan to The Bank of New York

#### *Financial Sponsor*

- **Apollo** in its \$27.8 billion buy-out of Harrah's Entertainment with Texas Pacific Group and sale of Pallecon
- **Goldman Sachs, AIG, Carlyle and Riverstone** in their \$22 billion buy-out of Kinder Morgan
- **Hellman & Friedman** in its acquisition of Blackbaud and LPL Financial Services

Greg received an A.B. in Political Science from Columbia University's Columbia College in 1991, where he was awarded the Leonard J. Pullman Memorial Prize for outstanding scholarship and service, and an M.A. in Educational Theory from Columbia University's Teachers College in 1992. He received a J.D. from the Columbia University's School of Law in 1998, where he was a James Kent Scholar, a Harlan Fiske Stone Scholar and a Teaching Fellow. Greg is involved with a number of civic institutions, including as a Trustee of the Collegiate School. Prior to law school, Greg was a teacher in Taiwan and a semi-professional soccer player. He lives in Manhattan with his wife and three sons.

#### Recent Publications

[Spin-Off Guide - 2021](#), in Harvard Law School Forum on Corporate Governance, June 15, 2021.

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

[Spin-Offs: The Decision to Separate and Considerations for the Board](#), in Practical Law The Journal, September 2014.

[Leveraged Acquisitions: A New Post-Credit Crisis Structure](#), in Deal Lawyers, July/August 2010.

[Protecting Corporations' Tax Assets Through Shareholder Rights Plans](#), in Bank and Corporate

