



Gregory E. Pessin

Partner, Restructuring and Finance

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Gregory E. Pessin is a partner in Wachtell, Lipton, Rosen & Katz's Restructuring and Finance Department. He focuses on representing borrowers with respect to all types of financing for mergers and acquisitions and other transformative corporate transactions. He also regularly represents parties to high-stakes conflicts involving debt and financing issues, and advises investors in and purchasers and sellers of distressed entities.

Greg was recently named the top financing lawyer in North America by *MergerLinks*. The *IFLR1000* recognizes him as a "Market Leader," describing him as "one of the true leaders [and] standout performers" in his field, with a "track record of high profile innovative deals." *Lawdragon* lists Mr. Pessin as one of the 500 Leading Dealmakers in America and one of the 500 Leading Lawyers in America, and the *Legal 500* highlights Greg's reputation for providing "practical and value-added solutions & advice." Mr. Pessin has also recently been recognized by *Expert Guides* and *Super Lawyers*.

In his financing practice, Mr. Pessin has represented, among others:

- **Salesforce** in connection with committed bridge financing and permanent bank and bond financing for its \$27.7 billion acquisition of Slack and its \$6.5 billion acquisition of MuleSoft;
- **Broadcom** with respect to \$32 billion of committed financing to fund its acquisition of VMware, \$18 billion of committed financing to fund its acquisition of CA, Inc. and \$15.5 billion of committed financing to fund its acquisition of the enterprise security business of Symantec Corporation and to refinance

certain debt;

- **AbbVie** on the financing of its acquisition of ImmunoGen and related transactions, including committed bridge financing, a \$5 billion term loan and a \$15 billion offering of senior notes, and on all financing aspects related to its \$21 billion acquisition of Pharmacyclics, including with respect to bridge financing commitments and a \$16.7 billion senior notes offering;
- **Nasdaq Inc.** on a \$5.7 billion bridge financing commitment and its issuance of euro- and dollar-denominated senior notes and entry into a term loan to fund its acquisition of Adenza, on a \$2.5 billion bridge financing commitment and its issuance of senior notes to finance its acquisition of Verafin and on a \$1.1 billion bridge financing commitment and its issuance of dollar- and euro-denominated senior notes to finance its acquisition of International Securities Exchange;
- **XPO Logistics** on more than \$17 billion of financing transactions, including in connection with its €3.24 billion acquisition of Norbert Dentressangle S.A., its \$3 billion acquisition of Con-way and its spin-offs of GXO Logistics and RXO;
- **Cigna** with respect to bridge and permanent financing for its \$67 billion acquisition of Express Scripts;
- **Kimco Realty Corporation** in its \$2 billion acquisition of RPT Realty, in its \$3.9 billion acquisition of Weingarten Realty and on more than \$6.5 billion of other financing transactions;
- **Dick's Sporting Goods** on more than \$3.5 billion of debt-related transactions, comprising credit facilities, senior notes and convertible notes;
- **Marlins Holdings** in connection with the financing of its acquisition of the Miami Marlins;
- **Becton-Dickinson** in connection with the spinoff of Embecta, including on the issuance of \$700 million of secured notes, \$950 million of secured term loans and a \$500 million revolving credit facility;
- **GXO Logistics** on bridge commitments and permanent financing for its £943 million acquisition of Clipper Logistics and with respect to a new \$800 million revolving credit facility and \$800 million of senior notes in connection with its spin-off from XPO Logistics;
- **Thermo Fisher Scientific** in connection with committed financing for its \$7.2 billion acquisition of Patheon N.V., its \$2.1 billion purchase of Dionex, its \$13.6 billion acquisition of Life Technologies and its \$10.6 billion purchase of Fisher Scientific;
- **Pfizer** with respect to \$12 billion of committed bridge financing in connection with the \$48 billion combination of its off-patent drug business with Mylan
- **MDU Resources** on all financing aspects of its spin-off of Knife River Corporation, including on more than \$1 billion of new high-yield bank and bond financings;
- **Cabot Microelectronics Corporation** on secured high-yield financing to fund its \$1.6 billion acquisition of KMG Chemicals, Inc.;

- **Penn National Gaming** on all financing matters relating to its \$2.8 billion acquisition of Pinnacle Entertainment;
- Affiliates of **The Carlyle Group** on their acquisitions of BenefitsMall, CFGI and Duff & Phelps;
- **The J.M. Smucker Company** in its issuance of \$3.5 billion of senior notes and entry into an \$800 million term loan facility in order to finance its acquisition of Hostess Brands and in its issuance of \$3.65 billion of senior notes and its entry into a \$1.75 billion term loan facility in order to finance its acquisition of Big Heart Pet Brands;
- **Tesla** in connection with its \$2.6 billion acquisition of SolarCity;
- **Regency Centers** on financing matters in connection with its \$15.6 billion combination with Equity One;
- **PVH** in connection with its \$3 billion purchase of Tommy Hilfiger and its \$3 billion acquisition of Warnaco;
- **Agilent Technologies** on its spinoff of Keysight Technologies;
- **Abbott Laboratories** on its spinoff of AbbVie (including with respect to \$14.5 billion of senior bank and bridge financings and \$14.7 billion of senior notes);
- **Motorola Solutions Inc.** with respect to its \$1 billion issuance of convertible notes to Silver Lake;
- **Cousins Properties** on financing issues in its merger with Parkway Properties and simultaneous spin-off of the Houston-based assets of both companies and on its acquisition of Tier Reit; and
- **Global Payments** on financing matters in connection with its \$21.5 billion merger with Total System Services.

Greg's roles in high-stakes disputes involving debt and financing issues include representing **Twitter** in litigation with, and ultimate acquisition at the originally agreed \$44 billion purchase price by, Elon Musk; providing expert advice on the central issue in an arbitration relating to a **multi-billion dollar failed cross-border acquisition** in Brazil; and counseling the **senior secured term lenders to Spectrum Brands, Inc.** in a contested bankruptcy in which Spectrum and its junior note holders attempted to reinstate his clients' \$1 billion secured term debt facility.

In the distressed and restructuring space, among other projects, Greg has represented **Google Inc.** as the stalking horse bidder in Nortel Networks' \$4.5 billion sale of its patent assets in a \$363 sale in bankruptcy; **XPO Logistics** as purchaser of 28 logistics service centers from Yellow in a \$363 sale in bankruptcy; **Penn National Gaming** as stalking horse bidder for the Fontainebleau Las Vegas in a \$363

sale in bankruptcy; and **affiliates of Apollo Management** in connection with their acquisition of Aleris International through a pre-negotiated bankruptcy reorganization plan.

Greg received a B.A. from Duke University in 2001, where he was the editor of *The Chronicle*, the daily independent newspaper of the university community. He received a J.D. with honors from The University of Chicago Law School in 2005, where he was named a member of the Order of the Coif and was a member of *The University of Chicago Law Review*. Greg recently served as co-chair of the Law School's 1902 Leadership Committee and is currently a member of the Law School Council.

Recent Publications

[Financing Year in Review: Evolving Markets and New Trends](#), in Harvard Law School Forum on Corporate Governance, February 8, 2024.

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

[Private Equity – 2021 Year in Review and 2022 Outlook](#), in Harvard Law School Forum on Corporate Governance, February 9, 2022.

[White-Collar and Regulatory Enforcement: What Mattered in 2021 and What to Expect in 2022](#), in Harvard Law School Forum on Corporate Governance, February 2, 2022 and [Columbia Law School's Blog on Corporations and the Capital Markets](#), February 10, 2022.

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

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

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

[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.

[Financing the Deal](#), in REITs: Mergers and Acquisitions (Update Author of Chapter 9), Law Journal Seminars Press, 2018.

[Mergers and Acquisitions -- 2018 - With a Brief Look Back](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 29, 2018.

[Acquisition Financing: A Banner Year Behind, and New Opportunities in the Year Ahead](#), in Columbia Law School's Blog on Corporations and the Capital Markets, January 17, 2018.

[Mergers and Acquisitions - A Brief Look Back and a View Forward](#), in Bank and Corporate Governance Reporter, Volume 57 Number 6, February 2017.

[Corporate Bankruptcy and Restructuring 2016/2017](#), in Columbia Law School's Blog on Corporations and the Financial Markets, January 20, 2017.

[Acquisition Financing: the Year Behind and the Year Ahead](#), in Columbia Law School's Blog on Corporations and the Capital Markets, January 18, 2017.

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