



## 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 Mr. Pessin has also recently been recognized by *Expert Guides* and *Super Lawyers*.

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

- **Salesforce.com** 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;
- **Cigna** with respect to bridge and permanent financing for its \$67 billion acquisition of Express Scripts;
- **Broadcom** with respect to \$32 billion of committed financing to fund its pending 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;

- **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;
- **Nasdaq Inc.** 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;
- **AbbVie** 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;
- **Kimco Realty Corporation** in its \$3.9 billion acquisition of Weingarten Realty and on more than \$6 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;
- **XPO Logistics** on more than \$14 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;
- **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;
- **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 \$3.65 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; **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*.

## Recent Publications

[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.