



## Kathryn Gettles-Atwa

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Kathryn Gettles-Atwa is counsel in the Corporate Department at Wachtell, Lipton, Rosen & Katz. Her practice focuses on the securities law aspects of corporate finance, and she has advised a wide range of clients on initial public offerings, public and private debt and equity offerings, exchange offers and tender offers.

Her representations include:

- Diamondback Energy in its public offering of \$5.5 billion of senior unsecured notes in connection with its merger with Endeavor
- PVH Corp. in its public offering of €525 million aggregate principal amount of its 4.125% Senior Notes due 2029
- Pfizer in its \$3.5 billion global offering of ordinary shares and American depositary shares in Haleon and Haleon's concurrent share repurchase from Pfizer
- Lincoln National Corporation in nearly \$2 billion of public notes offerings
- International Game Technology PLC in the spinoff of its Global Gaming and PlayDigital Business, and subsequent combination with Everi Holdings Inc.
- AbbVie in its \$15 billion senior notes offering in connection with its acquisition of ImmunoGen and pending acquisition of Cerevel
- Huntington Bancshares in public offerings of over \$3 billion of its fixed-to-floating rate senior notes
- Santander Holdings USA in \$4.5 billion of fixed-to-floating rate senior notes offerings

- Charles Schwab in over \$6 billion of public notes offerings
- MDU Resources and Knife River in the secondary public offering of Knife River's common stock
- RTX Corporation in its \$10 billion accelerated share repurchase and its related \$6 billion senior notes offering
- The J. M. Smucker Company in its \$3.5 billion senior notes offering in connection with its acquisition of Hostess Brands
- Otis Worldwide in its \$750 million notes offering
- Knife River Holding Company in its \$425 million notes offering in connection with its spinoff from MDU Resources
- Huntington Bancshares in its \$325 million offering of 6.875% Series J Non-Cumulative Perpetual Preferred Stock
- LKQ in its \$2.1 billion acquisition of Uni-Select
- Raytheon Technologies in its \$3 billion senior notes offering
- Global Payments in its \$2.0 billion commercial paper facility
- Santander Holdings USA in its first sustainability notes offering
- Expedia in its cash tender offers for up to \$500 million of senior notes
- Comerica Bank in its offering of fixed-to-floating rate subordinated notes
- Global Payments in its \$2.5 billion senior notes offering in connection with its acquisition of EVO Payments
- ConocoPhillips in its \$1.1 billion A/B exchange offer
- Huntington Bancshares and The Huntington National Bank in their concurrent offerings of an aggregate \$2 billion fixed-to-floating rate and floating rate senior notes
- DICK'S Sporting Goods in its \$1.5 billion senior notes offering
- Dollar Tree in its \$1.2 billion senior notes offering
- Otis Worldwide in its €1.6 billion notes offering
- Raytheon Technologies in its \$2.1 billion senior notes offering and concurrent cash tender offer for up to \$2.1 billion of its outstanding notes
- Otis in its cash tender offer for remaining 49.99% interest in Zardoya Otis, S.A.
- PSEG in its \$96 million A/B exchange offer

- Huntington Bancshares in its series of private notes exchange offers for up to \$760 million of outstanding notes and in its \$500 million private offering of 2.487% Fixed-to-Fixed Rate Subordinated Notes
- Raytheon Technologies in its \$2 billion notes offering
- Lincoln National Corporation in its registered exchange offer and consent solicitation for \$1.2 billion of capital securities
- Constellium in its €300 million sustainability-linked senior notes offering
- Jazz Pharmaceuticals in its \$1.5 billion senior secured notes offering in connection with the acquisition of GW Pharmaceuticals
- AECOM in its cash tender offer and consent solicitation for up to \$500 million in aggregate purchase price of its senior notes
- Otis in its JPY 21.5 billion notes offering
- Hubbell in its \$300 million senior notes offering
- Expedia in its \$1 billion senior notes offering, \$1 billion convertible notes offering, tender offer for \$950 million of its senior notes and redemption of certain outstanding senior notes
- Constellium SE in its \$500 million sustainability-linked senior notes offering
- Constellium SE in its tender offer for its 6.625% Senior Notes due 2025
- Huntington Bancshares in its \$500 million public offering of 4.500% Series H Non-Cumulative Perpetual Preferred Stock
- Rayonier Advanced Materials in its \$500 million senior secured notes offering and \$200 million asset-based revolving credit facility
- ConocoPhillips in its private exchange offers and related consent solicitations for up to \$3.9 billion of notes issued by Concho Resources Inc. in connection with its acquisition of Concho Resources Inc.
- Flutter Entertainment in its \$4.175 billion acquisition of Fastball Holdings' minority stake in FanDuel
- Santander Holdings USA in its cash tender offer for up to \$255 million in aggregate principal amount of certain of its outstanding senior notes
- PSEG in its private exchange offer and consent solicitation for \$500 million of notes issued by PSEG Power LLC
- Raytheon Technologies Corporation in its \$8.2 billion A/B exchange offer
- Carrier in its \$10 billion A/B exchange offer
- Huntington Bancshares in its tender offer for \$400 million of its notes

- Otis in its \$5.3 billion A/B exchange offer
- ANGI Homeservices in its \$500 million senior notes offering and related restructuring transactions
- Lincoln National Corporation in the sale of \$500 million Pre-Capitalized Trust Securities by Belrose Funding Trust
- Huntington Bancshares in its \$500 million offering of 4.450% Series G Non-Cumulative Perpetual Preferred Stock
- Carrier in its \$750 million senior notes offering
- Santander Holdings USA in its \$1 billion senior notes offering
- Huntington Bancshares in its \$500 million offering of 5.625% Series F Non-Cumulative Perpetual Preferred Stock
- WESCO International in its \$2.8 billion senior notes offering in connection with the acquisition of Anixter International
- Raytheon Technologies in its \$2 billion notes offering
- Raytheon Technologies in its private exchange offers and consent solicitations for notes issued by its subsidiaries Goodrich Corporation, Raytheon Company and Rockwell Collins
- WESCO International in its cash tender offer for up to \$600 million of Anixter International's notes, and related consent solicitations, in connection with WESCO's acquisition of Anixter
- Expedia Group in its \$1.2 billion private placement of perpetual preferred stock and warrants and the amendment of its existing \$2 billion revolving credit facility
- Expedia Group in its \$2.75 billion senior notes offering
- Mallinckrodt plc in its \$495 million debt-for-debt exchange
- Otis in its \$1.75 billion commercial paper facility
- Carrier in its \$2 billion commercial paper facility
- Otis in its \$5.3 billion private offering of senior unsecured notes in connection with the separation of Otis and UTC
- United Technologies Corporation in the settlement of its cash tender offer for \$7.3 billion of its outstanding notes and the announcement of its intention to redeem approximately \$8.2 billion in principal amount of its outstanding notes
- Carrier in its \$9.25 billion private offering of senior unsecured notes in connection with the separation of Carrier and UTC
- Huntington Bancshares and The Huntington National Bank in their concurrent offerings of an aggregate of \$1.25 billion fixed rate notes

- eNett in its \$1.7 billion acquisition by WEX, from parent company Travelport
- Abbott Laboratories in a €1.2 billion senior notes offering
- Unit Corporation in its exchange offer for any and all outstanding 6.625% Senior Subordinated Notes due 2021
- Santander Holdings USA in its accelerated tender and exchange offer for any and all outstanding 4.450% Senior Notes due 2021 and 3.700% Senior Notes Due 2022
- Santander Holdings USA in its private offering of senior unsecured notes
- Insulet in its \$700 million convertible senior notes offering with related capped call transactions and existing note exchanges
- TD Ameritrade in its \$500 million senior notes offering
- Lincoln National in its tender offer of up to \$150 million in outstanding senior notes
- Global Payments in its \$3 billion senior notes offering in connection with its acquisition of Total System Services
- Santander Holdings USA in its private offering of senior unsecured notes
- Santander Holdings USA in its \$1 billion public offering of senior unsecured notes
- Santander Holdings USA in its \$1 billion public offering of senior unsecured notes
- TD Ameritrade in its \$1 billion senior notes offering
- AbbVie in its \$6 billion senior notes offering
- Intelsat in its subsidiary's \$2.25 billion senior notes offering
- United Technologies in its \$11 billion notes offering
- Arlo Technologies and its parent NETGEAR in the separation and IPO of Arlo
- Intelsat in its subsidiary's \$1.25 billion senior notes offering
- Santander Holdings USA in its cash tender offer for any and all of its outstanding 2.700% Senior Notes due 2019
- Intelsat in its concurrent offerings of \$200 million of common shares and \$350 million of convertible notes
- Santander Holdings USA in its \$427.9 million private offering of senior unsecured notes
- International Game Technology in a registered offering of its ordinary shares by Credit Suisse in connection with a variable forward transaction entered into by IGT's majority shareholder
- Lincoln National Life Insurance in its registration of structured variable annuity products

Kathryn received her B.A. (1994), her M.A. (1997) and her J.D. (2001) from New York University, where she served as executive editor of the *Journal of Legislation and Public Policy*.

Kathryn is a member of the American Bar Association and the New York City Bar Association.