



## Michael S. Benn

Partner, Restructuring and Finance

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Michael S. Benn is a Partner in Wachtell, Lipton, Rosen & Katz's Restructuring and Finance Department. He represents borrowers, creditors and distressed investors in all types of financing for mergers and acquisitions, spin-offs and other transformative deals and across a wide range of bankruptcy, restructuring and liability management transactions.

Representative acquisition financing matters include:

- **Solventum Corporation** in its \$6.9 billion bond financing and \$3.5 billion bank financing for its spin-off from 3M Company
- **3M** on all financing aspects of its \$5.3 billion combination of its Food Safety business with Neogen Corporation in a Reverse Morris Trust transaction
- **Abbott Laboratories** in various committed and best efforts financings, including in connection with its \$25 billion acquisition of St. Jude Medical and \$2.8 billion term loan to finance its acquisition of Alere Inc.
- **Hubbell Incorporated** in various committed and best effort financing, including in connection with its acquisitions of Systems Control and Meter Readings Holding Group, LLC
- **Barnes Group** in its \$1.65 billion secured credit facilities to fund its acquisition of MB Aerospace
- **Pfizer** with respect to \$12 billion of committed bridge financing in connection with the \$48 billion combination of Upjohn with Mylan
- **United Technologies'** separation of its Otis and Carrier businesses (including the issuance by **Otis** and **Carrier** of \$5.3 billion and \$9.25 billion, respectively, of senior unsecured notes)

- **AbbVie** in 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
- **Johnson Controls'** \$16.3 billion combination with Tyco International plc and spin-off of Adient plc
- **Danone S.A.'s** acquisition of The WhiteWave Foods Company, including with respect to \$13.1 billion of bridge facilities
- **Enhabit, Inc.** in its \$750 million secured credit facilities in connection with its spin-off from Encompass Health Corporation

Mike also frequently represents sellers in financing matters relating to major M&A transactions, including:

- **Fidelity National Information Services** in the sale of a majority stake in its Worldpay Merchant Solutions business to GTCR in a deal valuing Worldpay at \$18.5 billion
- **Maxar Technologies** in its \$6.4 billion acquisition by Advent International
- **National Instruments** in its \$8.2 billion acquisition by Emerson
- **Allergan** in its \$83 billion acquisition by AbbVie
- **Celgene** in its \$98 billion sale to Bristol-Myers Squibb
- **Thomson Reuters** in its strategic partnership with Blackstone for Thomson Reuters Financial and Risk (F&R) business valued at \$20 billion
- **Cantel Medical Corporation** in its \$4.6 billion sale to STERIS

In the special situations and restructuring space, among other projects, Mike has represented:

- An ad hoc group of ABS noteholders led by **Healthcare of Ontario Pension Plan** in connection the Chapter 11 cases of Village Roadshow Entertainment Group and its subsidiaries
- **Medical Properties Trust** in its global settlement with chapter 11 debtor Prospect Medical Holdings and its subsidiaries
- **Regeneron Pharmaceuticals** in its bid to acquire substantially all of the assets of 23andMe for \$256 million in an auction pursuant to Section 363 of the Bankruptcy Code
- An ad hoc group of second lien noteholders in connection with the multi-billion dollar “dropdown” financial restructuring of **AMC Theatres**, including a first of its kind exchangeable notes issuance
- **The RealReal, Inc.** in connection with financing and liability management matters

- **Rayonier Advanced Materials** in various financing matters, including in connection with its secured financing from Oaktree and credit-enhancing intercompany loan
- **Overstock.com** in its acquisition of intellectual property and related assets from Bed Bath & Beyond
- **Capital Group, BlackRock, CI Investments, Manulife, Mesirow** and **CastleKnight** in connection with the contested Chapter 11 cases of Altera Infrastructure L.P.
- **Capital Group, Barings LLC** and **Aegon** in connection with the contested Chapter 11 case of Hertz Global Holdings
- **Bausch Health** as the stalking horse bidder in Synergy Pharmaceuticals' \$363 sale of substantially all its assets

Mike received a B.A. *summa cum laude* and with distinction in all subjects from Cornell University in 2002, where he was a member of Phi Beta Kappa and a Merrill Presidential Scholar. He completed his J.D. at the University of Pennsylvania Law School in 2007, where he was a member of the Order of the Coif and an associate editor of the *University of Pennsylvania Law Review*. He also received an M.A. in theatre studies from Brown University in 2004.

Mike has been named to the “[500 Leading Dealmakers in America](#)” and “[500 Leading Global Bankruptcy and Restructuring Lawyers](#)” by *Lawdragon*. Mike has also been awarded the “Leading Lawyers-Highly Regarded” ranking by *ILFR*, and has been recognized as a “Rising Star” by *Superlawyers*. Mike is a member of the Board of Trustees of The Leffell School and the Executive Committee of Temple Israel Center of White Plains.

## Recent Publications

[Wachtell Lipton Discusses SEC Expansion of Five Business Day Debt Tender Offer Criteria](#), in Columbia Law School's Blog on Corporations and the Capital Markets, July 7, 2026

[Liability Management 2026: For Better or Worse](#), in Harvard Law School Bankruptcy Roundtable, April 7, 2026.

[Corporate Bankruptcy and Restructuring: The Year Ahead](#), in Columbia Law School's Blog on Corporations and the Capital Markets, February 12, 2026.

[Financing Year in Review: Capital, Competition, Creativity](#), January 27, 2026

[Wachtell Lipton Discusses Make-Wholes in Bankruptcy](#), in Columbia Law School's Blog on Corporations and the Capital Markets, July 29, 2025.

[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 Harvard Law School Corporate Governance Forum, January 24, 2023.

[Corporate Bankruptcy and Restructuring: 2021-2022](#), in Columbia Law School's Blog on Corporations and the Capital Markets, February 15, 2022.

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

[Recent Trends in U.S. Corporate Bankruptcy and Restructuring](#), in The International Comparative Legal Guide to: Restructuring & Insolvency, 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.

[Corporate Bankruptcy and Restructuring: 2018-2019](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, February 17, 2019.

[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.

[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.

[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.