



## Steven A. Rosenblum

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Steven A. Rosenblum has been a partner at Wachtell, Lipton, Rosen & Katz since 1989 and serves as co-chair of the firm's Corporate Department. He focuses on mergers and acquisitions, takeover defense, corporate governance, shareholder and hedge fund activism, proxy fights, joint ventures and securities law. Mr. Rosenblum has been recognized by [\*Chambers Global\*](#) as one of the world's leading transactional lawyers and by [\*Lawdragon\*](#) as one of the 500 leading lawyers in America. He has been selected several times as a BTI Client Service All-Star by the BTI Consulting Group for his level of dedication and commitment to exceptional client service.

Mr. Rosenblum's recent significant representations include: Nielsen in its sale to a private equity consortium led by Elliott and Brookfield and in the prior sale of its Connect business to Advent; Zendesk in its sale to a private equity consortium led by Hellman & Friedman and Permira; Kansas City Southern in its sale to Canadian Pacific; Medline in its sale of a majority interest to Blackstone, Carlyle and Hellman & Friedman; 3M in its Reverse Morris Trust transaction combining its food safety business with Neogen; Michael Dell in Mr. Dell's and Silver Lake's buyout of Dell, Inc. (for which Mr. Rosenblum was named Dealmaker of the Year by The American Lawyer), in Dell's acquisition of EMC, in Dell's Class V stock exchange that took Dell public again, and in Dell's spinoff of its interest in VMware; Edgewell Personal Care in several transactions, including the acquisition of Billie; Envision Healthcare in its sale to KKR; Genesco in its proxy fight with Legion; General Motors in its proxy contest with Greenlight

Capital; Verizon in its acquisition of Yahoo's core businesses; Visa in its acquisition of Visa Europe; Target in the sale of its pharmacy business to CVS; Smucker in its acquisition of Big Heart Pet Brands; Energizer in the spinoff of its household products business; Verizon in its acquisition of Vodafone's 45% interest in Verizon Wireless; tw telecom in its sale to Level 3 Communications; Cracker Barrel in its five consecutive proxy fight victories over Biglari Holdings as well as its recent settlement with Biglari; PPG Industries in the split-off and sale of its specialty chemicals business to Georgia Gulf, and in the sale of its joint venture interest in Transitions Optical to Essilor; the board of General Motors in the repurchase of its common stock from the United States Treasury; Ralcorp in its takeover defense and subsequent sale to ConAgra; and Duke Energy in its merger with Progress Energy. Mr. Rosenblum's prior representations include significant transactions for Smurfit-Stone, ITT, Morgan Stanley, General Mills, Ameriprise Financial, Ceridian, ALLTEL, Respiroics and Nextel Partners. He has also previously represented AT&T in a number of transactions, including the acquisitions of McCaw Cellular, Teleport, TCI and Media One, the IPOs and spinoffs of Lucent and AT&T Wireless, and the sales of AT&T Broadband to Comcast and AT&T to SBC, as well as representing AT&T Wireless in its investment from NTT DoCoMo and its sale to Cingular.

Mr. Rosenblum received his J.D. from Yale Law School in 1982 and his B.A. from Harvard College *magna cum laude* and Phi Beta Kappa in 1978. Prior to joining the firm, he was a law clerk to the Honorable Joseph L. Tauro, United States District Court Judge for the District of Massachusetts.

Mr. Rosenblum is a member of the American Law Institute, the American College of Governance Counsel, and the Board of Advisors of the Yale Law School Center for the Study of Corporate Law. He writes and participates in panels and programs on a number of topics, including mergers and acquisitions, shareholder and hedge fund activism, corporate governance, corporate disclosure and proxy reform. He has served as co-chair of the Annual Federal Securities Institute in Miami since 2005.

## Clerkships

Honorable Joseph L. Tauro, United States District Court, District of Massachusetts, 1982 – 1983

## Recent Publications

[Thoughts for Boards: Key Issues in Corporate Governance for 2023](#), in Harvard Law School Forum on Corporate Governance, December 1, 2022.

[Preparing for the 2023 Proxy Season in the Era of Universal Proxy](#), in Harvard Law School Forum on Corporate Governance, November 14, 2022.

[Risk Management and the Board of Directors](#), in Harvard Law School Forum on Corporate Governance, September 17, 2022.

[Dealing with Activist Hedge Funds and Other Activist Investors](#), in Harvard Law School Forum on Corporate Governance, September 2, 2022 and [Columbia Law School's Blog on Corporations and the Capital Markets](#), September 7, 2022.

[Spotlight on Boards: Spring 2022 Update](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, April 21, 2022 and [Columbia Law School's Blog on Corporations and the Capital Markets](#), April 21, 2022.

[Mergers and Acquisitions - 2022](#), in Harvard Law School Forum on Corporate Governance, January 27, 2022.

[Investor Priorities in 2022 - Stakeholder Capitalism, Net Zero Transition, Human Capital Management and Long-Term Value Creation](#), in Columbia Law School's Blog on Corporations and Capital Markets, January 25, 2022

[Stakeholder Governance and Purpose of the Corporation](#), in Harvard Law School Forum on Corporate Governance, January 21, 2022.

[Some Thoughts for Boards of Directors in 2022](#), in Harvard Law School Forum on Corporate Governance, December 28, 2021.

[Dealing with Activist Hedge Funds and Other Activist Investors](#), in Harvard Law School Forum on Corporate Governance, October 6, 2021 and [Columbia Law School's Blog on Corporations and the Capital Markets](#), October 13, 2021.

[Spotlight on Boards](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation,

September 2, 2021, [NYU Law School's Blog on Compliance and Enforcement](#), September 3, 2021, [Columbia Law School's Blog on Corporations and the Capital Markets](#), September 9, 2021 and [Wall Street Lawyer](#), Volume 25 Issue 10, October 2021.

[Spotlight on Boards and Board Oversight of Business Strategy and Risk Management in a Post-Pandemic World](#), in Harvard Law School Forum on Corporate Governance, July 27, 2021.

[Some Thoughts for Boards of Directors: Key Corporate Governance Issues at Mid-Year 2021](#), in Harvard Law School Forum on Corporate Governance, June 28, 2021 and [Columbia Law School's Blog on Corporations and the Capital Markets](#), June 28, 2021.

[The ESG/TSR Activist "Pincer Attack"](#), in Harvard Law School Forum on Corporate Governance, January 26, 2021.

[On the Purpose and Objective of the Corporation](#), in Harvard Law School Forum on Corporate Governance, August 5, 2020.