



## Victor Goldfeld

Partner, Corporate

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Victor Goldfeld is a corporate partner at Wachtell, Lipton, Rosen & Katz, focusing on domestic and cross-border mergers and acquisitions, divestitures, spin-offs, joint ventures, private equity transactions and other complex corporate and securities law matters. He has represented a broad range of clients in a variety of industries. Victor was named a “[Dealmaker of the Year](#)” by The American Lawyer in 2021. He also is recognized as one of the [500 Leading Dealmakers in America](#) by Lawdragon.

His representations include:

### *Healthcare/Pharmaceuticals*

- **Regeneron** in its acquisition of Decibel Therapeutics for up to \$213 million; and its \$250 million acquisition of Checkmate Pharmaceuticals
- **Perrigo Company plc** in its €1.8 billion acquisition of HRA Pharma from Astorg and Goldman Sachs Asset Management; its \$1.55 billion divestiture of its generics Rx pharmaceuticals business to Altaris Capital Partners; and its successful defense against a \$26 billion hostile takeover offer by Mylan N.V.
- **Jazz Pharmaceuticals plc** in its \$7.2 billion acquisition of GW Pharmaceuticals plc
- **Cantel Medical** in its \$4.6 billion merger with STERIS plc
- **Immunomedics** in its \$21 billion sale to Gilead Sciences

- **Mallinckrodt plc** in its proposed \$5.3 billion debt restructuring and resolution of opioid-related claims and Acthar Gel litigation through a voluntary Chapter 11; its proposed spin-off of its specialty generics business; its \$1.2 billion acquisition of Sucampo Pharmaceuticals; its \$1.3 billion acquisition of Therakos from The Gores Group; its \$2.3 billion acquisition of Ikarria from a Madison Dearborn-led investor group; its \$5.6 billion acquisition of Questcor Pharmaceuticals; and its \$1.4 billion acquisition of Cadence Pharmaceuticals
- **Medtronic plc** in its \$6.1 billion divestiture of a portion of its patient monitoring and recovery division to Cardinal Health
- **Abbott Laboratories** in its \$4.3 billion divestiture of its vision care business to Johnson & Johnson; and its \$25 billion acquisition of St. Jude Medical
- **Covidien plc** in its \$50 billion sale to Medtronic; its spin-off of Mallinckrodt plc; and its reincorporation from Bermuda to Ireland
- **Forest Laboratories** in its \$28 billion sale to Actavis plc

### *Technology, Media and Telecommunications*

- **Searchlight Capital Partners** in its pending \$3.1 billion acquisition, with British Columbia Investment Management Corporation, of Consolidated Communications; its earlier \$425 million strategic investment in Consolidated Communications; Searchlight and its portfolio company, Mitel, in the creation of a strategic partnership with, \$650 million asset sale to and \$200 million equity investment in RingCentral; its earlier \$2 billion acquisition of Mitel; and its strategic equity investment in the \$4.3 billion acquisition of Rackspace Hosting by Apollo Global Management
- **Flutter Entertainment plc** in its \$4.2 billion acquisition of Fastball Holdings' 37.2% interest in FanDuel, taking Flutter's stake in FanDuel up to 95%
- **TEGNA** (formerly **Gannett**) in its sale of CareerBuilder to Apollo Global Management and the Ontario Teachers' Pension Plan Board; its spin-off of Cars.com; and its spin-off of its publishing division
- **Charter Communications** in its \$10.4 billion acquisition of Bright House Networks from Advance/Newhouse
- **Verizon** in its \$130 billion acquisition of Vodafone plc's 45% interest in Verizon Wireless
- **Michael Dell** in his \$24.4 billion acquisition, with Silver Lake Partners, of Dell Inc.
- **CenturyLink** in its \$2.5 billion acquisition of Savvis
- **IAC/InterActiveCorp** in its simultaneous spin-offs of Ticketmaster, Tree.com, HSN and Interval Leisure Group

### *Real Estate*

- **Bluerock Residential Growth REIT** in its \$3.6 billion sale to Blackstone Real Estate and simultaneous spin-off of its single-family rental business into a publicly traded REIT
- **Ventas** in its \$2.3 billion acquisition of New Senior Investment Group; its restructuring of its master lease with Brookdale Senior Living; its revised governance arrangements with, and additional investment in, Atria Senior Living in connection with Atria's capital raise from Fremont Realty Capital; and its spin-off of most of its post-acute/skilled nursing facility portfolio into an independent, publicly traded REIT
- **Chatham Lodging Trust** in its \$1.3 billion restructuring, with NorthStar Realty Finance, of its joint venture with Cerberus Capital Management
- **AMB Property Corporation** in its \$15 billion merger with ProLogis

### *Energy*

- **EQT** in its spin-off of Equitrans Midstream; and its \$6.7 billion acquisition of Rice Energy
- **Halliburton** in its terminated \$34.6 billion acquisition of Baker Hughes
- **Atlas Energy** in its \$4.3 billion sale to Chevron and simultaneous spin-off, purchase and sale transactions involving Atlas affiliates
- **MidAmerican Energy** in its terminated \$4.7 billion merger with Constellation Energy

### *Financial Services*

- **Rockefeller Capital Management** in its \$622 million sale of a minority interest to IGM Financial
- **S&P Global** in its \$44 billion acquisition of IHS Markit Ltd.; and in the formation of the S&P/Dow Jones Indices joint venture with CME Group
- **Nasdaq** in its \$2.75 billion acquisition of Verifin Holdings

### *Industrial*

- **Smurfit Kappa plc** in its pending \$20 billion combination with WestRock
- **United Technologies Corporation** in the \$147 billion all-stock merger of equals of its Aerospace businesses with Raytheon Company; its acquisition of Rolls-Royce's interests in the IAE International Aero Engines joint venture; and numerous other transactions
- **Cooper Industries plc** in its \$12.6 billion sale to Eaton Corporation; and its reincorporation from Bermuda to Ireland

## Other

- **The Sands family** in its agreement with Constellation Brands to eliminate the company's Class B common stock

Mr. Goldfeld received his B.A. *cum laude* in Philosophy with a minor concentration in Physics from Colgate University in 1999. He received his J.D. *magna cum laude* from New York University School of Law in 2003, where he was an articles editor of the *New York University Law Review* and a member of the Order of the Coif. Following graduation from law school, he served as a law clerk to the Honorable Leo E. Strine, Jr. of the Delaware Court of Chancery and to the Honorable J. Clifford Wallace of the U.S. Court of Appeals for the Ninth Circuit.

Mr. Goldfeld speaks Russian, is Co-Chair of the International Private Equity & Venture Capital Committee of the American Bar Association's International Law Section and is a Fellow of the American Bar Foundation.

## Clerkships

Honorable J. Clifford Wallace, United States Court of Appeals, Ninth Circuit, 2004 – 2005

Honorable Leo E. Strine, Jr., Delaware Court of Chancery, 2003 – 2004

## Recent Publications

[Mergers and Acquisitions—2024](#), in Harvard Law School Forum on Corporate Governance, January 19, 2024.

[Private Equity in 2023—A Year \(Not\) to Remember](#), in Harvard Law School Forum on Corporate Governance, January 13, 2024

[Takeover Law and Practice: Current Developments](#), in Harvard Law School Forum on Corporate Governance, May 3, 2023.

[Private Equity—2023 Outlook](#), in Harvard Law School Forum on Corporate Governance, March 22, 2023.

[Mergers and Acquisitions—2023](#), in Harvard Law School Forum on Corporate Governance, February 8, 2023.

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

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

[REIT M&A and Strategy in 2022](#), January 3, 2022.

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

[Private Equity – Year in Review and 2021 Outlook](#), in Harvard Law School Forum on Corporate Governance, February 6, 2021.

[REITs in 2021](#), January 11, 2021; also available at [Harvard Law School Forum on Corporate Governance](#).

[REIT M&A and Activism: Preparing for Threats in the Covid-19 Environment](#), April 6, 2020.

[Private Equity - Year in Review and 2020 Outlook](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, February 8, 2020.

[Mergers and Acquisitions - 2020](#), in Columbia Law School's Blog on Corporations and the Capital Markets, January 23, 2020.

[REIT M&A in 2020](#), January 6, 2020.

[SEC Provides Updated Guidance on Excludability of Rule 14a-8 Shareholder Proposals, Eschewing One-Size-Fits-All](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, October 19, 2019.

[SEC Proposes Requiring Synergy Disclosure in Pro Formas](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, July 3, 2019.

[Contingent Value Rights \(CVRs\)](#), in Practical Law, 2019.

[SEC to Hold Roundtable on Short-Termism and Interplay with Periodic Reporting System](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, May 28, 2019.

[2018 Private Equity Year In Review](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 17, 2019.