

M&A Group Of The Year: Sullivan & Cromwell

By Anne Cullen

Law360 (January 17, 2020, 3:18 PM EST) -- The mergers & acquisitions team at Sullivan & Cromwell LLP helped lock in a series of colossal deals over the past year, including Praxair's more than \$70 billion combination with Linde AG and Harris Corp.'s \$35 billion L3 deal, landing the team among Law360's 2019 Mergers & Acquisitions Groups of the Year.

Even though there was a worldwide slowdown in transactions last year, global practice head Francis J. Aquila said it was a fabulous year for his team, as the group kept busy at the helm of a host of massive, multibillion-dollar mergers.

"Rather than having a lot of smaller, mid-market deals, it was the year of the megadeal," Aquila said. "We were one of the top firms in terms of the M&A league tables, but it was concentrated in a relatively small number of transactions."

Aside from steering Praxair Inc. through its more than \$70 billion merger of equals with Linde AG, which closed in late 2018, and helping defense contractor Harris Corp. combine with L3 Technologies in a \$35 billion deal that wrapped in July, Sullivan & Cromwell's M&A practice also snagged headlines by playing a key role in two of the year's biggest financial industry mergers.

The group advised SunTrust Banks Inc. on its \$66 billion marriage with BB&T Corp. — the largest bank merger since the financial crisis — which was unveiled early last year and won clearance from U.S. antitrust regulators before the year-end.

And the practice also helped digital payments company Fiserv complete its acquisition of First Data Corp. in a \$22 billion all-stock transaction.

Aquila, who characterizes himself as "the quintessential M&A generalist," said his team's success stems from a culture of versatility that is ingrained firmwide. Sullivan & Cromwell trains its corporate lawyers to be generalists, and Aquila said this exposure to myriad legal arenas helps keep his team at the forefront of a field that's constantly on the move.

"[That training] makes you a terrific deals lawyer because you're not siloed," Aquila said. "You're actually working on a wide variety of matters and understanding a wide variety of work when you really start to



focus your practice on M&A."

The M&A team consists of a core team of 25 partners, who dedicate most of their time to transactions. They're aided by dozens of the firm's corporate generalists who handle M&A matters as part of their practice.

And the roughly 65 M&A attorneys collaborate across the firm's global offices, which are in the world's major financial centers, including New York, Los Angeles, Washington, D.C., Paris, London, Brussels, Beijing, Hong Kong, Tokyo and Sydney.

New York-based partner Melissa Sawyer said their group is relatively small compared to the amount of M&A-focused attorneys that other major firms have on their roster, but she said that doesn't slow them down.

"We punch way above our weight if you look at our sheer numbers and the number of deals that we get done," Sawyer said.

The firm veteran serves as an example of the versatility Sullivan & Cromwell prides itself on, as she co-leads the firm's corporate governance & activism practice on top of her work within the M&A team. And she agreed with Aquila that their strength lies in their ability to navigate across industries and legal fields.

"If you look at what's happening in the legal industry more generally, I think you'll see that in M&A departments there has been this increasing trend towards specialization by industry and type of deal, and we've really rebelled against that," she said.

She recently guided fine art broker Sotheby's through its purchase by BidFair USA in a take-private deal carrying an enterprise value of \$3.7 billion, and is currently working alongside Aquila on Tiffany & Co.'s \$16.2 billion takeover by French luxury goods conglomerate LVMH.

Another self-described generalist within the group, New York-based partner Matt Hurd, is collaborating with Aquila in the life sciences sector, as the two were tapped to head up Amgen's efforts to snag Otezla — Celgene's psoriasis and psoriatic arthritis drug — in a \$13.4 billion divestiture.

The deal, which is aimed at lessening competition concerns with Bristol-Myers Squibb's Celgene takeover, was the largest single-brand divestiture that the U.S. government has ever required, according to the practice.

Hurd said the perspective Aquila brings to the table enhances the team's ability to tackle these types of complex projects.

"We've managed to keep uniquely in our practice a good group of diverse lawyers working together," Hurd said. "We've got fabulous age diversity in the group."

"[Aquila] was practicing 35 years ago, and he's mentoring partners that will be practicing in 35 years," Hurd added.