

## Lawyers



### Audra D. Cohen

Partner

#### New York

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Audra Cohen is co-Managing Partner of the Firm's General Practice Group globally and serves as a co-head of the Firm's Consumer & Retail and Power and Utility Groups. She has extensive experience representing clients on a broad range of merger and acquisition transactions, including public company mergers, private company transactions and spinoffs, and advising boards of directors on corporate governance and activism matters. As an active member of the Firm's management, Ms. Cohen also serves on the Firm's Diversity Committee.

#### **Selected Representations** **M&A Transactions**

- **Adient** in its agreement with **Yanfeng Automotive Trim Systems** ("YF") to end its Yanfeng Adient Seating ("YFAS") joint venture, under which Adient will sell its interest in YFAS to YF for \$1.5 billion and will acquire YFAS's interests in Chongqing Yanfeng Adient Automotive Components and in Yanfeng Adient (Langfang) Seating, and the restructuring of its previous joint venture relationships with **YF**
- **Andeavor** in its \$35.6 billion acquisition by **Marathon Petroleum** and \$6.4 billion acquisition of **Western Refining**
- **AT&T** in the \$2 billion sale of its incumbent local exchange operations in Connecticut to **Frontier Communications**
- **Avon Products** in numerous transactions
- **C&S Wholesale Grocers** in its acquisition of the wholesale distribution and supply business of **Grocers Supply Company**
- **Collective Brands** and its Board of Directors in its \$2 billion sale to a consortium including **Wolverine Worldwide**, **Blum Capital Partners** and **Golden Gate Capital**
- **Connecticut Water Service** in its \$1.1 billion acquisition by **SJW Group**
- **Diageo** in its agreement with **Casa Cuervo** to acquire full global ownership and control of **Tequila Don Julio** and in Diageo's sale of

#### PRACTICES & CAPABILITIES

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**Consumer & Retail**

**Cybersecurity**

**Power & Utilities**

**Renewable & Alternative Energy**

**General Practice**

**Corporate Governance**

**Environmental, Social and Governance (ESG)**

**Mergers & Acquisitions**

**Private Equity**

#### EDUCATION

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**1992, The George Washington University Law School, J.D.**

**1989, University of Washington, B.A.**

#### BAR ADMISSIONS

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**New York**

**Bushmills** to Jose Cuervo Overseas and **Diageo** (and its predecessor **Grand Metropolitan**) in various transactions

- **Dynegy** in its proposed \$4.7 billion acquisition by **The Blackstone Group**
- **Intercontinental Exchange** in its \$5.2 billion acquisition of **Interactive Data Corporation** and \$8.2 billion acquisition of **NYSE Euronext**
- **Investor group** led by entrepreneur and sports card collector Nat Turner, D1 Capital Partners and Cohen Private Ventures in its \$853 million acquisition of **Collectors Universe**
- **Kraft Foods Group** in its \$55 billion merger with **H.J. Heinz Company** to create **The Kraft Heinz Company**
- **LSC Communications** in its acquisition by **Atlas Holdings** and proposed \$1.4 billion acquisition by **Quad/Graphics**, later terminated
- **NBTY** in its \$3.8 billion acquisition by **The Carlyle Group**
- **Panera Bread** in its \$7.5 billion acquisition by **JAB**
- **Pepco Holdings** in its \$6.8 billion acquisition by **Exelon Corporation**
- **Quality Care Properties** in its acquisition of **HCR ManorCare**, later withdrawn
- **Riverstone Holdings** and **Pattern Energy Group Holdings 2 LP** (Pattern Development) in connection with **Canada Pension Plan Investment Board** (CPPIB) and Riverstone's combination of Pattern Energy Group Inc. and Pattern Development under common ownership following CPPIB's acquisition of Pattern Energy Group
- **Ron Shaich**, founder, chairman, and former CEO of Panera Bread, in connection with his investment vehicle **Act III Holdings'** equity investment in **PAR Technology** with respect to PAR's \$500 million acquisition of **Punchh**; Act III's investment in **BJ's Restaurants**; and Act III's significant equity investment in **Cava Group**, to finance the \$300 million acquisition of **Zoe's Kitchen**
- **RR Donnelley & Sons** in numerous transactions, including its spin-off of its financial print and PRS businesses to create three independent, publicly traded companies and acquisitions of **Consolidated Graphics** and **Bowne & Co.**
- **Wachovia Corporation** in its \$15.1 billion merger with **Wells Fargo & Company**
- **ZF Friedrichshafen** in its \$12.4 billion acquisition of **TRW Automotive Holdings**

#### **Director and Committee Representations**

- **Adient** in its agreement with **Blue Harbour Group**
- Board of directors of **Albertsons** in the \$17.4 billion sale of Albertsons to **SUPERVALU**, **CVS Corporation** and **Cerberus Capital Management**
- Independent directors and strategic review committee of **First Data Corporation** in connection with the \$29 billion buyout by **KKR**

- Transactions committee of the board of directors of **PepsiAmericas** in its \$4.2 billion sale to **PepsiCo**.
- **Sempra Energy** in its cooperation agreement with **Elliott Management** and **Bluescape Energy Partners**
- Special Committee of **Tanker Investments** in connection with its merger with **Teekay Tankers**

### ***Selected Recognitions***

- *Chambers USA* – Recognized in Corporate/M&A – New York
- *The American Lawyer* – co-leader of S&C team advising on 2016 “Deal of the Year” – Kraft merger with Heinz
- Recognized as one of the “45 Under 45” – the best young women lawyers in the 2011 Am Law 200
- *New York Super Lawyers* – “Top Woman Attorney in New York” and a leading lawyer for M&A
- *Euromoney Legal Media Group Expert Guides, Women in Business Law* – Leading Practitioner, Mergers & Acquisitions

### ***Selected Publications and Speaking Engagements***

- “Market Trends 2020/21: PIPEs,” *Lexis Practice Advisor* (co-author, 2021)
- “Accelerating and Evolving Role of ESG and ‘Stakeholder’ Governance,” *PLI’s Preparing for Shareholder Activism: What You Need to be Doing Now 2020* (Panelist, 2020)
- “Planning for the Unpredictable: Proactive Scenario Planning by Boards of Consumer & Retail Companies,” *WomenCorporateDirectors Global Institute* (Panelist, 2020)
- “Public Company M&A Deals,” *37th & 38th Annual Federal Securities Institute* (Panelist, 2019 & 2020)
- “Deal Activism: How Dealmakers Can Prepare for and Respond to Activist Campaigns Against M&A Transactions,” *PLI’s Preparing for Shareholder Activism: What You Need to be Doing Now 2018* (Panelist, 2018)
- “M&A Roundup: Today’s Deal Landscape,” *PLI’s 49th Annual Institute on Securities Regulation* (Panelist, 2017)
- “What’s Trending in M&A?” *PLI’s 48th Annual Institute on Securities Regulation* (Panelist, 2016)
- “Top Ten Regulatory Considerations for Executing Consumer and Retail Deals,” *Bloomberg BNA* (co-author, 2016)
- “Hostile M&A,” *PLI’s Hot Topics in Mergers and Acquisitions 2016* (Panelist, 2016)