

SULLIVAN & CROMWELL LLP

Lawyers



Brian T. Frawley

Partner

New York

T. +1-212-558-4000

F. +1-212-558-3588

frawleyb@sullcrom.com

Brian Frawley is a partner in Sullivan & Cromwell's Litigation Group. His practice focuses on a broad range of complex securities, derivative and commercial litigation, as well as the defense of significant regulatory matters.

Mr. Frawley regularly counsels clients in litigation arising out of mergers and acquisitions, including recent transactions involving Anheuser-Busch InBev, AT&T, Bayer, Columbia Pipeline, Cytex Industries, DISH Networks, Forest City Realty, KCG Holdings, Merck KGaA, NorthStar Asset Management, Novartis, Seattle Genetics, Solera Holdings, Sotheby's, Tiffany, and Tokio Marine, among others. He also frequently represents financial advisors in disputes arising out of mergers or acquisitions, including Barclays, Centerview, Houlihan Lokey, and Lazard, among others.

Mr. Frawley is the co-coordinator of the Firm's mergers and acquisition litigation practice, and the co-author of "*Derivative Actions by Stockholders*," in 4 Business and Commercial Litigation in Federal Courts, Chapter 20.

He also represents corporations and individuals at trial and on appeal in a wide variety of complex business and securities litigation in state and federal courts throughout the country, before arbitration panels, and in investigations and proceedings involving state and federal regulators. Mr. Frawley has represented corporations and individuals in some of the most important federal securities litigations in the country. He regularly advises senior executives and boards of directors on significant litigation and regulatory matters.

Recognitions

- *New York Super Lawyers* (2009-2020)
- *BTI Client Service All-Star* (2015)
- *The Legal 500 United States* (2014-2018)

SELECTED REPRESENTATIONS

PRACTICES & CAPABILITIES

Commodities, Futures & Derivatives

Litigation

Bankruptcy Litigation

Corporate Governance Litigation

Criminal Defense & Investigations

Intellectual Property & Technology Litigation

Securities Litigation

Supreme Court and Appellate

Mergers & Acquisitions

M&A Financial Advisory

EDUCATION

1993, Brooklyn Law School, J.D.

1989, Villanova University, B.M.E.

BAR ADMISSIONS

New Jersey

New York

CLERKSHIPS

The Honorable Thomas C. Platt, United States District Court, Eastern District of New York, 1993-1994

In Commercial Disputes

- Represents Anheuser-Busch InBev in securing the 2020 dismissal with prejudice of a putative federal securities class action litigation relating to disclosures concerning dividend payments and policies
- Represents Danske Bank in securing the 2020 dismissal with prejudice of a putative federal securities class action litigation and related regulatory matters concerning anti-money laundering compliance
- Represents Syneos Health in a putative federal securities class action litigation arising out of the merger of INC Research with InVentiv Health
- S&C represented Unum Group in obtaining dismissal with prejudice of all claims in a putative securities class action filed in the Eastern District of Tennessee. The Sixth Circuit affirmed this dismissal in June 2021.
- Represents the directors of DISH Networks in derivative litigation relating to alleged “do not call” violations
- Represented Morgan Stanley & Co. in a breach of contract action relating to the liquidation of a natural gas futures and options trading account
- Represented eighteen of the world’s largest financial institutions in separate Article 78 and fraudulent conveyance actions in New York State court against MBIA Inc. and its subsidiaries challenging their 2009 multi-billion dollar restructuring
- Counsel to UBS in securities class action and derivative litigation in Alabama courts arising out of UBS’s role as the former investment banker for HealthSouth Corp.
- Represented Lewis Ranieri, a founder and the chairman of Franklin Bank Corp., in matters relating to the failure of Franklin Bank, including securing the dismissal of federal securities law claims against Mr. Ranieri, which was affirmed by the Fifth Circuit
- Counsel to Gildan Activewear in obtaining the dismissal on the merits of all U.S. federal securities fraud claims in multi-jurisdictional securities law proceedings in the United States and Canada
- Counsel to Barclays Bank in connection with various securities litigation arising out of the securitization and sale of residential mortgage backed securities
- Represented two private equity firms in several litigations brought in various state courts by lenders to one of their portfolio companies alleging fraud in connection with an \$80 million loan to the portfolio company

In Merger & Acquisition Disputes

- Represented Tiffany & Co. as plaintiff in litigation against LVMH Moët Hennessy Louis Vuitton stemming from LVMH’s acquisition of Tiffany for approximately \$16 billion, which was completed in

January 2021

- Represented General Growth Properties in stockholder litigation relating to its \$9.25 billion acquisition by an affiliate of Brookfield Properties, including representing its former CEO, Sandeep Mathrani, in securing the 2021 dismissal of a shareholder class action alleging breaches of fiduciary duty and Delaware statutory law in connection with the acquisition
- Counsel to DISH Networks in various litigation arising out of transactions and proposed transactions with Clearwire, EchoStar, LightSquared, and Sprint
- Represented the board of Solera Holdings in successfully resisting expedition and securing the dismissal with prejudice of stockholder litigation challenging its acquisition by Vista Equity
- Represented Valeant Pharmaceuticals in fiduciary litigation and in an insider trading class action arising out of its 2014 unsolicited merger proposal for Allergan
- Counsel to Columbia Pipeline Group and its board in resisting expedition and securing the dismissal of stockholder litigation challenging the acquisition of Columbia Pipeline by TransCanada
- Represented Barclays in derivative litigation in Delaware and California relating to Hewlett-Packard's 2011 acquisition of Autonomy
- Represented NorthStar Asset Management in connection with stockholder litigation relating to its recent merger with Northstar Realty Finance and Colony Capital
- Represented one of the owners of a Broadway theatre venture in San Francisco in litigation relating to the management and operation of that entity
- Counsel to Intercontinental Exchange in class action litigation in New York and Delaware relating to its \$9 billion acquisition of the New York Stock Exchange in 2013, including the successful defense of a preliminary injunction motion in Delaware
- Represented Tokio Marine in class action litigation relating to its acquisition of Delphi Financial, including the successful defense of a preliminary injunction motion in Delaware
- Counsel to The Bank of New York Mellon in a successful arbitration awarding a post-closing price adjustment following a very large asset swap with another major financial institution
- Represented InBev NV/SA and its affiliates in various litigation arising out of InBev's acquisition of Anheuser-Busch Companies, Inc., including the successful defense of a multi-billion dollar international arbitration brought by Grupo Modelo, S.A.B. alleging that the merger violated an investment agreement between, among others, Anheuser-Busch and Grupo Modelo