SULLIVAN & CROMWELL LLP

Lawyers

Catherine M. Clarkin

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Cathy Clarkin is a partner in Sullivan & Cromwell's Capital Markets and Financial Institutions Groups and is co-head of the Firm's Capital Markets Group. She advises clients on a wide variety of capital market transactions across a broad range of industries. Cathy has advised on many high-profile public and private offerings of equity and debt securities by U.S. and non-U.S. issuers, including IPOs, secondary offerings, complex debt issuances, liability management transactions and securities issued in connection with M&A and joint ventures. She regularly advises a broad range of clients on ongoing public company matters, including corporate governance, ESG, cybersecurity and disclosure matters.

Rankings and Recognitions

- *Profiles in Diversity Journal* – named a "Woman Worth Watching" (2021)
- *Chambers Global* – recognized for Capital Markets: Debt & Equity: Eastern U.S. (2022)
- *Chambers USA* – recognized for Capital Markets: Debt & Equity: Eastern U.S. (2020-2021)
- *The Legal 500 U.S.* – recognized for Capital Markets: Debt Offerings (2017, 2018), Capital Markets: Equity Offerings (2017, 2018), and Capital Markets: Global Offerings (2018)
- *IFLR1000 U.S.* – recognized for Capital Markets: Equity (2017-2020)
- Euromoney Legal Media Group Americas Women in Business Law Awards – winner "Best in Capital Markets: Equity" (2020) and shortlisted "Best in Capital Markets" (2017)
- *Law360* – won "Capital Markets MVP" award (2016)

Professional Activities and Community Involvement

- Treasurer and Board Member, TEAK Fellowship
- Director, Lawyers Alliance for New York
- Member, NYC Bar Securities Regulation Committee

Speaking Engagements

PRACTICES & CAPABILITIES

General Practice

Capital Markets

Commodities, Futures & Derivatives

Consumer & Retail

Corporate Governance

Cybersecurity

Environmental, Social and Governance (ESG)

Financial Services

Healthcare & Life Sciences

Technology, Media & Telecommunications

EDUCATION

1995, Catholic University of America Columbus School of Law, J.D.

1992, American University, B.A.

BAR ADMISSIONS

New York

- “ESG Hot Topics,” WomenCorporateDirectors
- “Women on Boards: A Discussion with Sullivan & Cromwell LLP & Egon Zehnder,” Egon Zehnder
- “What’s New in Securities Law? Traps for the Unwary,” Practising Law Institute
- “Creating Environmental, Social, and Governance Criteria: Transparency, Reliance, and Due Diligence,” Strafford
- “Securities Filings 2018: Practical Guidance in a Changing Environment,” Practising Law Institute

SELECTED REPRESENTATIONS

Selected IPOs

- **Artisan Partners Asset Management Inc.** in its IPO and NYSE listing
- **First Hawaiian Bank** in its IPO, spinoff from BNP Paribas, and Nasdaq listing
- **First Republic Bank** in its $323 million IPO and NYSE listing
- **National Australia Bank** in the IPO and NYSE listing of its U.S. bank subsidiary, Great Western Bancorp, Inc.
- **Thimble Point Acquisition Corp.**, a SPAC formed by the Pritzker Vlock Family Office and LaunchCapital, in its upsized IPO, Nasdaq Capital Market listing and merger with Pear Therapeutics, Inc.
- **TS Innovation Acquisitions Corp.**, a SPAC formed by Tishman Speyer Properties, L.P., in its IPO and Nasdaq listing
- **TS Innovation II Corp.**, a SPAC formed by Tishman Speyer Properties, L.P., in its IPO and Nasdaq listing
- Underwriters in connection with the $718 million IPO and NYSE listing by **Artio Global Investors Inc.**
- Underwriters in connection with the $150 million IPO and NYSE listing by **Cadence Bancorporation**
- Underwriters in connection with the $339.3 million IPO and Nasdaq Global Select Market listing by **CBOE Holdings, Inc.**
- Underwriters in connection with the $470.6 million IPO and NYSE listing by **Clear Secure, Inc.**
- Strategic investor in connection with the $500 million IPO and NYSE listing by **Vantiv Inc.**

Selected Capital Markets Transactions

- **Ally Financial Inc.** in its preferred stock offering
- **Artisan Partners Asset Management** in multiple synthetic secondary equity offerings
- **Baxter International Inc.** in multiple debt offerings and exchange offers
- **BNP Paribas** in the sale of common stock of First Hawaiian, Inc.
- **Enbridge Inc.** in its debt offerings (including its inaugural sustainability-linked bond, the first sold by a North American pipeline

company)

- **First Midwest Bancorp, Inc.** in its preferred stock and notes offerings and related liability management transactions
- **First Republic Bank** in its secondary equity, subordinated notes and preferred stock offerings
- **Integra LifeSciences Holdings Corporation** in its follow-on equity and convertible notes offerings
- **IntercontinentalExchange Inc.** in its secondary equity and notes offerings, including in connection with its $11 billion acquisition of Ellie Mae, its $5.2 billion acquisition of Interactive Data Corporation and its $8.2 billion acquisition of NYSE Euronext
- **Regions Financial Corporation** in its preferred stock and notes offerings and related asset liability management transactions
- **Ryder System, Inc.** in multiple notes offerings
- **Texas Capital Bancshares, Inc.** in its preferred stock and debt offering
- **UBS AG** in its offering of ETRACS exchange traded notes
- Initial purchasers in connection with high-yield notes offerings by **VICI Properties Inc.**
- Underwriters in connection with follow-on equity offerings by **Cadence Bancorporation**
- Underwriters in connection with multiple debt and equity offerings by **Goldman Sachs**
- Underwriters in connection with preferred stock and notes offerings by **Stifel Financial Corp.**
- Underwriters in connection with notes and secondary equity offerings by **Visa Inc.**

Selected M&A Transactions

- **Amgen** in its $13.4 billion acquisition of worldwide rights to Otezla® (apremilast) from Celgene in connection with Celgene's merger with Bristol-Myers Squibb
- **Andeavor** (formerly known as Tesoro Corporation) in its acquisition of Western Refining Inc.
- **Cheniere Energy, Inc.** to acquire all of the outstanding shares of Cheniere Energy Partners LP Holdings, LLC (CQH)
- **Diebold** in its combination with Wincor Nixdorf to form Diebold Nixdorf
- **IntercontinentalExchange Group, Inc.** in its acquisition of NYSE Euronext, Ellie Mae, and IDC
- **Kraft** in its merger with H.J. Heinz to form The Kraft Heinz Company
- **Praxair, Inc.** in its $80 billion combination with Linde AG