

SULLIVAN & CROMWELL LLP

Lawyers



Heather L. Coleman

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Heather Coleman is a partner in Sullivan & Cromwell's General Practice Group, focusing her practice on a variety of executive compensation, corporate governance and securities matters. She is also active in the Firm's restructuring practice. Ms. Coleman has broad experience advising public and private companies and individual senior executives on executive compensation and benefits matters in a range of corporate transactions and in a regular advisory role. She also frequently counsels clients on ongoing public company matters, including their Securities Exchange Act of 1934 reports and corporate governance and disclosure compliance.

Ms. Coleman is an Empire State Counsel pro bono honoree and a visiting lecturer in law at Yale Law School, where she teaches Corporate Crisis Management.

SELECTED REPRESENTATIONS

Mergers and Acquisitions

- **CONMED** in its acquisition of In2Bones Global for up to \$255 million, change of its state of incorporation from New York to Delaware and \$365 million acquisition of Buffalo Filter
- **Kering** and **Kering Eyewear** in connection with Kering Eyewear's acquisition of Maui Jim
- **Cornerstone Building Brands** in its \$5.8 billion acquisition by Clayton, Dubilier & Rice and \$245 million acquisition of Cascade Windows
- **Raymond James Financial** in its \$1.3 billion acquisition of TriState Capital
- **Columbia Banking System, Inc.** in multiple transactions, including its merger with Umpqua Holdings, which combined the two banks to create one of the largest banks headquartered in the West with more than \$50 billion in assets, \$256 million acquisition of Bank of Commerce Holdings, \$644.1 million acquisition of Pacific Continental Corporation and \$121.5 million acquisition of

PRACTICES & CAPABILITIES

General Practice

Capital Markets

Corporate Governance

Environmental, Social and Governance (ESG)

Executive Compensation

Investment Management

Mergers & Acquisitions

Restructuring

EDUCATION

2007, Yale Law School, J.D.

2004, Washington and Lee University, B.A.

BAR ADMISSIONS

New Jersey (inactive)

New York

CLERKSHIPS

The Honorable Michael A. Chagares, United States Court of Appeals, Third Circuit, 2007-2008

Intermountain Community Bancorp

- **Mitsubishi UFJ Financial Group** in its \$8 billion sale of MUFG Union Bank to U.S. Bancorp
- **The Goldman Sachs Group** in its \$2.25 billion acquisition of GreenSky, €1.7 billion acquisition of NN Investment Partners from NN Group, and **Goldman Sachs Asset Management Division** and **Altor** in their \$1.05 billion sale of Navico to Brunswick Corporation
- **Citizens Financial Group** in its \$149 million acquisition of JMP Group and \$3.5 billion merger with Investors Bancorp
- **Oaktree Capital Management** in its \$250 million investment in Priority Power Management
- **GAF**, a Standard Industries company, in its acquisition of FT Synthetics
- **Brown Brothers Harriman & Co.** in its \$3.5 billion proposed sale of its Investor Services business to State Street, later terminated
- **Baxter International** in its acquisition of Hillrom for a total enterprise value of \$12.4 billion
- **Atlantic Capital Bancshares** in its \$542 million merger with South State Corporation
- **Thimble Point Acquisition Corp.**, a SPAC, in its \$1.6 billion combination with Pear Therapeutics
- **Standard Industries Holdings** in its \$7 billion acquisition of W. R. Grace & Co.
- **United Rentals** in its acquisition of Franklin Equipment, \$996 million acquisition of General Finance, \$2.1 billion acquisition of Vander Holdings Corporation and its subsidiaries including BlueLine Rental, LLC, \$715 million acquisition of BakerCorp International Holdings, Inc., \$1.3 billion acquisition of Neff Corporation and \$965 million acquisition of NES Rental Holdings II, Inc.
- **Knoll** in multiple transactions, including its \$1.8 billion acquisition by Herman Miller and \$164 million PIPE transaction, consisting of the sale of newly issued convertible preferred stock to Investindustrial VII L.P.
- **BancorpSouth Bank** in its \$6 billion merger with Cadence Bancorporation
- **Ontario Teachers' Pension Plan** in its strategic investment in Mitrtech
- **Reinvent Technology Partners Z**, a SPAC led by Reid Hoffman, Mark Pincus and Michael Thompson, in its \$5 billion acquisition of Hippo Enterprises, under which the combined company became publicly traded, and the \$550 million PIPE in connection with the merger
- **Amgen** in its approximately \$1.9 billion acquisition of Five Prime Therapeutics
- **M&T Bank** in its \$8.3 billion acquisition of People's United Financial
- **Ares Management** and **Ontario Teachers' Pension Plan**

- Board** in their acquisition of a majority interest in TricorBraun
- **Integra LifeSciences** in its acquisition of Acell for up to \$400 million
 - **Navistar International** in its \$3.7 billion acquisition by TRATON (formerly Volkswagen Truck & Bus) and strategic alliance with TRATON
 - **Garrett Motion** in its \$2.6 billion proposed acquisition by KPS Capital Partners, its enhanced proposal from a consortium of stockholders led by Centerbridge Partners and Oaktree Capital Management, and successful emergence from Chapter 11
 - **Tiffany & Co.** in its approximately \$16 billion acquisition by LVMH Moët Hennessy Louis Vuitton
 - **Novartis** in its \$9.7 billion acquisition of The Medicines Company
 - **Joe Tsai**, executive vice chairman and co-founder of Alibaba Group, in his acquisition of the Brooklyn Nets and the Barclays Center
 - **Amgen** in its \$13.4 billion acquisition of worldwide rights to Otezla® (apremilast) from Celgene Corporation in connection with Celgene's merger with Bristol-Myers Squibb
 - **Insight Enterprises** in its \$581 million acquisition of PCM
 - **Rabobank Group** in its \$2.1 billion sale of its U.S. national bank subsidiary, Rabobank, N.A., to Mechanics Bank
 - **Forest City Realty Trust** in its \$11.4 billion acquisition by Brookfield Asset Management
 - **Andeavor** in its \$35.6 billion acquisition by Marathon Petroleum and \$6.4 billion acquisition of Western Refining
 - **Verifone Systems Inc.** in its \$3.4 billion acquisition by an investor group led by Francisco Partners
 - **Impax** in its \$5.5 billion merger with Amneal Pharmaceuticals
 - **Ron Shaich** founder, chairman and CEO of Panera Bread in connection with his investment vehicle Act III Holdings' significant equity investment in Cava Group, to finance the \$300 million acquisition of Zoe's Kitchen
 - **Teva Pharmaceutical Industries** in its \$40.5 billion acquisition of Allergan Generics
 - **Kraft Foods Group Inc.** in its \$55 billion merger with H.J. Heinz Holding Corp. to create The Kraft Heinz Company
 - **Panera Bread** in its \$7.5 billion acquisition by JAB
 - **American International Group, Inc.** in its acquisition of Hamilton USA, its sale of United Guaranty Corporation to Arch Capital Group and its sale of AIG Advisor Group
 - **AT&T** in its \$2.5 billion purchase of Mexican wireless company Iusacell from Grupo Salinas and in its \$1.875 billion purchase of Nextel Mexico from NII Holdings, Inc.
 - **Axel Springer SE** in its acquisition of Business Insider

Capital Markets

- The underwriters in the \$470.6 million IPO of **Clear Secure**

- The underwriters in the \$492.3 million SEC-registered IPO and NYSE listing by **ON24, Inc.**
- **Coronado Global Resources, Inc.** in its A\$773.7 million (\$551.7 million) IPO
- The underwriters in the \$263.5 million IPO of **Anaplan**
- **Byline Bancorp** in its IPO
- **First Hawaiian Bank** in its \$555.7 million IPO
- **Orion Engineered Carbons** in its IPO

Restructuring and Governance

- **LSC Communications Inc.** and its subsidiaries in their Chapter 11 proceedings
- **White Star Petroleum** in its Chapter 11 bankruptcy and acquisition by Contango Oil & Gas Company
- **Quality Care Properties** in its bankruptcy acquisition of HCR ManorCare
- The official creditors committee in the Chapter 11 proceedings of **Energy Future Holdings Corp.** (EFH) and of **Dendreon Corp**
- **Eastman Kodak Company** in connection with its bankruptcy proceedings, including approval of contested incentive arrangements
- **American International Group, Inc.** in a series of integrated transactions to recapitalize the company and in a range of corporate governance matters, including with respect to compensation matters under TARP
- Executives and boards in connection with senior executive appointments and transitions, including Satya Nadella for **Microsoft**, Robert Kelly and Gerald Hassell for **BNYMellon** and Tracey Wolstencroft at **Heidrick & Struggles**
- Numerous hedge funds, private equity managers and investment professionals in governance, employment and compensation matters