

# SULLIVAN & CROMWELL LLP

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## Lawyers



### Heather L. Coleman

Partner

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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

- **Mitsubishi UFJ Financial Group** in its \$8 billion pending sale of MUFG Union Bank to U.S. Bancorp
- **The Goldman Sachs Group** in its \$2.25 billion pending acquisition of GreenSky, €1.6 billion pending acquisition of NN Investment Partners from NN Group, and **Goldman Sachs Asset Management Division** and **Altor** in their \$1.05 billion pending sale of Navico to Brunswick Corporation
- **Citizens Financial Group** in its \$149 million pending acquisition of JMP Group and \$3.5 billion pending merger with Investors Bancorp
- **Oaktree Capital Management** in its \$250 million investment in Priority Power Management
- **GAF**, a Standard Industries company, in its pending acquisition of FT Synthetics
- **Brown Brothers Harriman & Co.** in its \$3.5 billion pending sale

#### PRACTICES & CAPABILITIES

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**General Practice**

**Capital Markets**

**Corporate Governance**

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

**Executive Compensation**

**Investment Management**

**Mergers & Acquisitions**

**Restructuring**

#### EDUCATION

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**2007, Yale Law School, J.D.**

**2004, Washington and Lee University, B.A.**

#### BAR ADMISSIONS

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**New York**

**New Jersey**

#### CLERKSHIPS

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

of its Investor Services business to State Street

- **Baxter International** in its pending acquisition of Hillrom for a total enterprise value of \$12.4 billion
- **Cornerstone Building Brands** in its \$245 million acquisition of Cascade Windows
- **Atlantic Capital Bancshares** in its \$542 million pending merger with South State Corporation
- **Columbia Banking System, Inc.** in multiple transactions, including its \$266 million pending merger with Bank of Commerce Holdings, \$644.1 million acquisition of Pacific Continental Corporation and \$121.5 million acquisition of Intermountain Community Bancorp
- **Thimble Point Acquisition Corp.**, a SPAC, in its \$1.6 billion pending combination with Pear Therapeutics
- **Standard Industries Holdings** in its \$7 billion pending 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 pending merger with Cadence Bancorporation
- **Ontario Teachers' Pension Plan** in its strategic investment in Mitratesch
- **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 \$7.6 billion pending 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
- **CONMED** in the change of its state of incorporation from New York to Delaware and its \$365 million acquisition of Buffalo Filter
- **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 Amgen 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