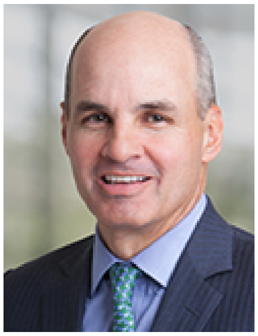
SULLIVAN & CROMWELL LLP

Lawyers



Keith A. Pagnani

Partner

New York
T. +1-212-558-4000
F. +1-212-558-3588

pagnanik@sullcrom.com

Keith Pagnani is a partner in Sullivan & Cromwell's Mergers & Acquisitions Group and co-head of the Firm's Healthcare and Life Sciences Group. Keith is actively involved in S&C's corporate practice and has broad experience representing buyers, sellers, special committees and financial advisers on a wide range of domestic and cross-border transactions. He is a recognized leader in the healthcare and pharmaceuticals industry, and has played a prominent role in the sector's most transformative transactions over the last 20 years.

Keith serves as a member of the planning committee at Tulane University Law School's Annual Corporate Law Institute and is Chair of the Board of P.O.T.S. (Part of the Solution), a nonprofit multi-service organization in the Bronx. He also regularly moderates and speaks on panels related to M&A, governance, trends in the healthcare space and other corporate matters, including at the Practising Law Institute and AdvaMed MedTech Conference.

SELECTED REPRESENTATIONS

Transactions in which Mr. Pagnani has been involved include representations of:

- **Alcon** and its Independent Directors in the sale of **Nestlé**'s Alcon stake to Novartis and **Novartis**' acquisition of the remaining publicly held minority interest in Alcon for $52.9 billion
- **Bessemer Trust Company**, as Trustee to the Louie E. Roche and Harvey Hubbell Trusts, in its reclassification by Hubbell Incorporated to eliminate its existing two-class structure
- Board of Directors of **Andrx** in its sale to **Watson Pharmaceuticals**
- **Booking Holdings** in its $1.2 billion acquisition of **Getaroom** from **Court Square Capital Partners**, and **Priceline** in its $2.6 billion acquisition of **OpenTable** and $1.8 billion acquisition of **KAYAK**
- **Brown Brothers Harriman** in connection with **Westrock Coffee Holdings**' $1.1 billion business combination with **Riverview**

PRACTICES & CAPABILITIES

Healthcare & Life Sciences

General Practice

Corporate Governance

Financial Services

Intellectual Property & Technology Transactions

Mergers & Acquisitions

M&A Financial Advisory

Private Equity

EDUCATION

1989, Catholic University of America Columbus School of Law, J.D.

1986, Dickinson College, B.A.

BAR ADMISSIONS

New York

Connecticut

Acquisition Corp.

- **CA** in its $590 million repurchase of its Common Stock from **Careal Holding** and acquisitions of **Niku**, **Concord Communications** and **Netegrity**
- **Delta Air Lines** in its agreement with **Air France-KLM** under which it acquired a 10% stake in **Air France** through a capital increase of $438 million
- **Eastman Kodak** in the sale of more than $3 billion of assets
- **Endo International** in its $2.6 billion acquisition of **Auxilium Pharmaceuticals**
- **H&R Block** in the sale of its financial advisory business to **Ameriprise Financial**
- **Harris Corporation** in its $35 billion merger of equals with **L3 Technologies** to form **L3Harris Technologies** and $4.6 billion acquisition of Exelis
- **IMS Health** in its sale of Erisco to the **TriZetto Group** and the subsequent sale of its TriZetto interest
- **ING** in the sale of its U.S. investment banking business to **ABN Amro**
- **L3Harris Technologies** in its approximately $1.96 billion acquisition of **Viasat**'s Tactical Data Links product line and $1.05 billion sale of its Military Training business to **CAE**
- **Pharmacia** in its merger with **Pfizer**
- **Praxair** in its $80 billion merger of equals with **Linde AG**
- **Rabobank** in its acquisition of **Mid-State Bancshares**
- Special Committee of **Solera Holdings** in its $6.5 billion acquisition by **Vista Equity Partners**
- **Stryker** in its $2.8 billion acquisition of **Sage Products** from Madison Dearborn Partners and acquisition of **Stanmore Implants** from SIW Holdings
- **The Priceline Group** in its $2.6 billion acquisition of **OpenTable** and $1.8 billion acquisition of **KAYAK Software**
- **UnitedHealth Group** in **Optum**'s $6 billion pending merger with **LHC Group**, $13.8 billion acquisition of **Change Healthcare**, $4.3 billion acquisition of **DaVita Medical Group** and $12.8 billion combination with **Catamaran**; and its equity purchase agreement and related agreements relating to the sale of **ClaimsXten** to **TPG Capital** for $2.2 billion, tender offer for a 57% percent ownership in **Empresas Banmédica** and acquisitions of **Sierra Health Services**, **Arnett HealthSystem** and **John Deere Healthcare**
- Special Committee of **Vertrue** in its acquisition by **One Equity Partners**

Keith has represented **Bank of America**, **Barclays Capital**, **Brown Brothers Harriman & Co.**, **Centerview Partners**, **Citigroup**, **Goldman Sachs & Co.**, **Greenhill & Co**, **Lazard Freres & Co.**, **JPMorgan Chase & Co.**, **Morgan Stanley**, **Oppenheimer & Co.** and other investment banks in their capacity as financial adviser to the seller or buyer in connection with numerous transactions. Selected representations include advising the **financial adviser** in connection with the following M&A transactions:

- **AmerisourceBergen**’s $2.5 billion acquisition of **MWI Veterinary Supply**
- **Brookfield Property Partners**’ (“BPY”) special committee in connection with **Brookfield Asset Management**’s $6.5 billion acquisition of BPY
- **Coca-Cola Enterprises**’ merger of Coca-Cola Iberian Partners and Coca-Cola Erfrischungsgetränke to form **Coca-Cola European Partners**
- **Fresenius**’ acquisition of **APP Pharmaceuticals**
- **General Motors**’ spin-off of **Hughes Defense** business
- **Patterson Companies**’ $1.1 billion acquisition of **Animal Health International**
- **PeopleSoft**’s defense against and ultimate sale to **Oracle**
- **St. Jude Medical**’s $3.3 billion acquisition of **Thoratec**
- **Starwood Hotels**’ $12 billion acquisition by **Marriott International**
- **Taubman Centers**’ defense against **Simon Property Group**’s hostile offer

RANKINGS & RECOGNITION

- *Chambers USA* – Corporate/M&A
- *The American Lawyer* “Dealmaker of the Year” – Alcon, Inc.’s Independent Directors Committee in Alcon’s $52.9 billion acquisition by Novartis AG
- *The American Lawyer* “Dealmaker of the Week” – UnitedHealth’s subsidiary OptumRx’s $12.8 billion combination with Catamaran Corporation
- *The National Law Journal* “Healthcare Trailblazer”
- *The Lawdragon 500: Leading Lawyers in America and Leading Dealmakers in America*
- *The Lawdragon 3000: Leading Lawyers in America*
- *New York Super Lawyers*
- The M&A Atlas Awards “Global M&A Lawyer of the Year”