

# SULLIVAN & CROMWELL LLP

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## Lawyers



### Melissa Sawyer

Partner

#### New York

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Melissa Sawyer is a partner in Sullivan & Cromwell LLP's Mergers & Acquisitions Group and is co-head of the Firm's Corporate Governance & Activism Practice. In addition to advising clients on public and private M&A transactions, joint ventures and strategic alliances, she also regularly advises clients on corporate governance, activism and takeover defense matters. Ms. Sawyer's experience spans multiple industries, including consumer and retail, industrials, medtech and insurance.

Named 2020 "Dealmaker of the Year" by *The American Lawyer*, Ms. Sawyer has been repeatedly recognized as a leading M&A adviser. She is ranked by *Chambers USA* in Corporate/M&A, where clients describe her as "an absolute superstar," and was named a Client Service All-Star by BTI. She was also named to *The Deal's* "Women in M&A: The Powerhouse 20" for shaping the industry with her novel approach to transactions and has been recognized as a *Law360* MVP in Food & Beverage, one of *Crain's* "Leading Women Lawyers in New York City" and was named "Dealmaker of the Week" by *The American Lawyer*. Additional accolades include receiving a Burton Award for Legal Achievement and being chosen as an Empire State Counsel Honoree by the New York State Bar Association.

Ms. Sawyer has recently advised:

- **Apollo Education** in its \$1.1 billion going private transaction and on corporate governance matters
- **AT&T** in its \$108.7 billion acquisition of Time Warner and as the largest shareholder in Central European Media Enterprises (CME) in PPF Group's \$2.1 billion pending acquisition of CME
- **BBA Aviation** in its acquisition of Landmark Aviation and sale of FBOs to KSL
- **CONMED** in the change of its state of incorporation from New York to Delaware and its acquisition of Buffalo Filter

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#### PRACTICES & CAPABILITIES

Mergers & Acquisitions

Healthcare & Life Sciences

Private Equity

Consumer & Retail

Cybersecurity

Infrastructure

M&A Financial Advisory

Corporate Governance

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#### EDUCATION

2000, University of Virginia School of Law, J.D.

1997, Washington and Lee University, B.A.

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#### BAR ADMISSIONS

New York

- **CPPIB** in its \$750 million investment in Aqua America and \$1.2 billion acquisition of Parkway
- **CSM Bakery** in its sale of BakeMark to Pamplona Capital
- **Diageo** in its \$610 million acquisition of Aviation American Gin through the acquisition of Aviation Gin and Davos Brands, \$1 billion acquisition of Casamigos and \$550 million sale of nineteen brands to Sazerac
- **DS Smith** in its \$585 million sale of the Plastics division to Olympus Partners and \$920 million acquisition of 80% of the total issued share capital of Interstate Resources
- **FXI** in its acquisition by an affiliate of One Rock Capital
- **GameStop** in its cooperation agreement with Hestia Capital Partners and Permit Capital Enterprise Fund
- **Novartis** in its acquisition of The Medicines Company, valuing the company at approximately \$9.7 billion
- **OTPP** in its equity partnership with IFM Investors and British Columbia Investment Management in GCT Global Container Terminals
- **Sotheby's** in its \$3.7 billion acquisition by BidFair USA, acquisitions of Viyet, Thread Genius and Art Agency, Partners, repurchase of shares of its common stock from funds managed by Marcato Capital, support agreement with Taikang Insurance and ongoing governance matters
- **Tiffany & Co.** in its \$16.2 billion pending acquisition by LVMH Moët Hennessy Louis Vuitton
- **UnitedHealth** in its \$4.3 billion acquisition of DaVita Medical Group and \$12.8 billion acquisition of Catamaran

Ms. Sawyer is currently a Lecturer in Law at Columbia Law School and a Fellow of the American Bar Foundation. Ms. Sawyer has participated in numerous panels for the Practising Law Institute and regularly writes for *The M&A Lawyer*, *The Deal Pipeline* and *LexisNexis*.

**Recent Publications:**

- “An ESG Playbook for Post-Pandemic M&A,” *Bloomberg Law* (2020)
- “Fiduciary Duties in the Zone of Insolvency,” *Bloomberg Law* (2020)
- “How boards can prepare for post-pandemic activism,” *Corporate Secretary* (2020)
- “Dealing with activist directors with an M&A agenda,” *Corporate Secretary* (2020)
- “Pain and Glory: M&A in 2019 and What to Expect in 2020,” *The M&A Lawyer* (2020)
- “Carve-Out Transactions: Key Seller Considerations,” *Practical Law* (2019)
- “Trends in Shareholder Activism,” *The Corporate Governance Advisor* (2019)

- “How boards can approach human capital management,”  
*Corporate Secretary* (2019)