

SULLIVAN & CROMWELL LLP

Lawyers



Patrick S. Brown

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Pat Brown is the Managing Partner of Sullivan & Cromwell's Los Angeles office and is a member of the Firm's General Practice Group. Pat has over 25 years of experience advising clients on a full spectrum of corporate matters including public and private mergers and acquisitions transactions; public and private offerings of equity and debt securities, including initial public offerings (representing both issuers and underwriters); and general corporate, corporate governance and securities advice. Pat has worked with clients in the United States, Latin America, Asia and Europe across a wide range of industries including financial services, technology, alternative investment management, real estate and healthcare, among others.

Pat is regularly recognized at the top of the legal profession by such authorities as *Chambers USA* and *The Legal 500 United States*. He has also been named a BTI Client Service All-Star, an award which honors lawyers who have "mastered the art of superior client service." In 2018, Pat was recognized by *Law360* as a Banking MVP for helping longtime client Zions Bancorporation become the first bank to have its "systemically important" designation rescinded by the Financial Stability Oversight Committee (FSOC). In addition to his work at S&C, Pat is an advisory board member at the Lowell Milken Institute for Business Law and Policy at UCLA School of Law and is a member of *Law360's* Banking Editorial Advisory Board (2022). Pat is fluent in Spanish.

SELECTED REPRESENTATIONS

M&A/Private Equity Transactions

- **1st Century Bancshares, Inc.** in its acquisition by Midland Financial Co.
- **ASGN Incorporated** (formerly On Assignment, Inc.) in its \$525 million sale of Oxford Global Resources to H.I.G. Capital and acquisitions of GlideFast Consulting LLC (pending), Enterprise Resource Performance, Inc., IndraSoft, the Infor business unit of Avaap, Integrated Solutions Management, Skyris, LLC, LeapFrog Systems, the Federal division of BlackStone Technology Group, Intersys Consulting, LLC, ECS Federal, LLC and Creative Circle,

PRACTICES & CAPABILITIES

Healthcare & Life Sciences

General Practice

Capital Markets

Corporate Governance

Credit & Leveraged Finance

REITs

Mergers & Acquisitions

Private Equity

Latin America

Financial Services

EDUCATION

1995, UCLA School of Law, J.D.

1991, University of California, Los Angeles, B.A.

BAR ADMISSIONS

California

LANGUAGES

Spanish

LLC

- **B. Riley Financial, Inc.** in its \$175 million acquisition of FocalPoint Securities; its acquisition of National Holdings; its \$116.5 million acquisition of BR Brand Acquisition and BR Brand Holdings; its equity investment in bebe stores; and its acquisitions of magicJack VocalTec, Ltd., FBR & Co. and United Online
- **Banc of California** in its acquisition of Pacific Mercantile Bancorp
- **Chiron Corporation** in its acquisition by Novartis AG; its acquisitions of PowderJect Pharmaceuticals plc, Matrix Pharmaceutical, Inc. and Pathogenesis Corporation; and its disposition of its diagnostics business to Bayer A.G.
- **CIM Group** in connection with its affiliate's purchase of Cole Capital from VEREIT, Inc.
- The Special Committee of the Board of **CIM Real Estate Finance Trust** in its acquisition of CIM Income NAV, resulting in a combined company with a \$6 billion enterprise value and its acquisitions of Cole Office & Industrial REIT (CCIT III), Inc. and Cole Credit Property Trust V, Inc. and proposed acquisition of Cole Office & Industrial REIT (CCIT II), Inc.
- **Colony Capital** in its acquisition of a 24.9% stake in First Republic Bank from Bank of America, N.A.
- **Columbia Banking System, Inc.** in its pending merger with Umpqua Holdings, creating a combined organization that will be a leading West Coast franchise with more than \$50 billion in assets and acquisitions of Bank of Commerce Holdings, Pacific Continental Corporation and Intermountain Community Bancorp
- Special committee of **Dole Food Company, Inc.** in connection with Dole's acquisition by its chairman/significant stockholder
- **Grandpoint Capital** in its all-stock merger with Pacific Premier Bancorp
- **Hanmi Financial** in its \$1.6 billion merger proposal to BBCN Bancorp (later withdrawn) and in its acquisition of CBI
- **Hilton Hotels** in its acquisition by funds managed by Blackstone
- **J2 Global, Inc.** in its acquisition of Ziff Davis, Inc.
- **Lightyear Capital** in its acquisition of Paradigm Acquisition Corp. from Sterling Partners
- **Oaktree Capital Management** in Aspiration's \$315 million equity financings from Oaktree and affiliates of Steve Ballmer and its up to \$600 million investment in TPI Composites
- **Occidental Petroleum Corporation** in its acquisition of Vintage Petroleum Corporation
- **PacWest Bancorp** in its acquisitions of CU Bancorp, Square 1 Financial, Inc., CapitalSource Inc., Marquette Equipment Finance LLC, Business Finance Capital Corp., Community Bancorp Inc. and Foothill Independent Bancorp
- **Peter Kim**, founder and CEO of Hudson Clothing, LLC, a wholly-owned subsidiary of Differential Brands Group Inc. (DBG), in connection with DBG's predecessor's merger with Robert Graham

- **SK hynix Inc.** in its acquisition of Link-A-Media Devices Corporation; its joint development agreement with Toshiba Corp; its strategic alliance with ProMOS Technologies Inc.; its joint venture with STMicroelectronics N.V.; and its disposition of its logic semiconductor business to Citigroup Venture Capital
- **SPO Partners** in its agreement with Liberty Media to invest \$250 million in newly issued shares of Series C Liberty Media common stock in connection with Liberty's acquisition of Formula 1
- **Syntel, Inc.** in its acquisition by Atos S.E.
- **Ziff Davis, Inc.** (formerly J2 Global, Inc.) in its acquisition of Everyday Health, Inc.; its stalking horse bid for the assets of Gawker Media Group; its unsolicited offer for Carbonite, Inc. (later withdrawn); and its acquisition of Protus IP Solutions, Inc.
- Numerous financial advisors in a variety of public and private M&A matters

Capital Markets Transactions

- Multiple debt and preferred equity offerings by **AT&T Inc.**
- Initial public offering of \$507 million by **Black Knight Financial Services, Inc.** and subsequent equity and debt offerings
- Multiple debt and preferred stock offerings by **City National Corporation**
- Initial public offering of \$252 million by **ClubCorp Holdings, Inc.** and multiple subsequent common stock and senior debt offerings
- Initial public offering of \$450 million by **Dole Food Company, Inc.** together with a \$300 million offering of mandatory exchangeable securities by a trust established by Dole's principal stockholder
- Multiple debt offerings by **Farmers Insurance Exchange**
- Multiple equity and convertible and senior debt offerings by **Fidelity National Financial**
- Multiple equity and debt offerings by **First Republic Bank**
- Multiple equity and debt offerings by **Global Payments**
- **Mattel, Inc.** in connection with multiple debt offerings
- Multiple debt offerings by **Northrop Grumman Corporation**
- Initial public offering of \$380 million by **Oaktree Capital Management** and multiple subsequent equity offerings
- **OFS Capital Corp.** in connection with its \$100 million initial public offering
- Initial public offering of \$320 million by **PennyMac Mortgage Invest. Trust** and multiple subsequent equity and debt offerings
- Initial public offering of \$175 million by **Terreno Realty Corp.** and multiple subsequent common and preferred equity offerings
- Initial public offering of \$142 million by **Tilly's, Inc.**
- **Ziff Davis, Inc.** (formerly J2 Global, Inc.) in connection with its \$750 million Rule 144A/Reg S senior notes offering, its \$500 million Rule 144A convertible senior notes offering, its \$420 million convertible notes offering and its \$250 million Rule 144A senior notes offering

- **Zions Bancorporation, N.A.** in connection with multiple common and preferred equity, warrants and senior and subordinated debt offerings
- Various other debt, equity and hybrid security financings, including offerings involving **Arconic Corporation, Banc of California, Black Knight, Inc., Cannae Holdings, Central Pacific Financial Corp., CIM Commercial Trust Corporation, DIRECTV, Franklin Resources, Inc., HCP, Inc., Mission Energy Holding Company** (a subsidiary of Edison International), **Pacific Western Bank, Sunstone Hotel Investors** and **Vistra Operations Company LLC**