

SULLIVAN & CROMWELL LLP

Lawyers



Patrick S. Brown

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Patrick Brown is a partner in the Firm's General Practice Group. His broad-based practice covers 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 to numerous clients. He represents clients in diverse industries including financial services, technology, alternative investment management, real estate, healthcare and more.

Recent Recognitions

Mr. Brown is regularly recognized at the top of the legal profession by the following authorities:

- *Chambers USA*
- *The Legal 500 United States*
- *IFLR1000*

Professional Activities

- Advisory Board Member, Lowell Milken Institute for Business Law and Policy at UCLA School of Law

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 acquisitions of the Federal division of BlackStone Technology Group, Intersys Consulting, LLC, ECS Federal, LLC and Creative Circle, LLC

PRACTICES & CAPABILITIES

Mergers & Acquisitions

Healthcare & Life Sciences

Private Equity

Capital Markets

Equity

Credit & Leveraged Finance

Debt

REITs

Corporate Governance

EDUCATION

1995, UCLA School of Law, J.D.

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

BAR ADMISSIONS

California

- **B. Riley Financial, Inc.** in its \$116.5 million acquisition of BR Brand Acquisition LLC and BR Brand Holdings LLC, its equity investment in bebe stores, inc. and acquisitions of magicJack VocalTec, Ltd., FBR & Co. and United Online
- **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.
- **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 acquisitions of 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 unsolicited offer for Carbonite, Inc. (later withdrawn) and in its acquisitions of Ziff-Davis, Inc. and Protus IP Solutions, Inc.
- **Lightyear Capital** in its acquisition of Paradigm Acquisition Corp. from Sterling Partners
- **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** in its stalking horse bid for the assets of Gawker Media Group and in its acquisition of Everyday Health, 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 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**
- **J2 Global, Inc.** in connection with its \$500 million Rule 144A convertible senior notes offering, its \$420 million convertible notes offering and its \$250 million 144A senior notes offering
- **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.**
- **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 **Central Pacific Financial Corp., Chiron Corporation, Franklin Resources, Inc., HCP, Inc., Mission Energy Holding Company** (a subsidiary of Edison

International), **Safeco Corporation** and **Sunstone Hotel Investors**