

Competition Group Of The Year: Weil Gotshal

By **Matthew Perlman**

Law360, New York (January 18, 2018, 4:01 PM EST) -- The competition group at Weil Gotshal & Manges LLP helped steer more than 20 transactions with a total value of around \$70 billion through the merger clearance process last year while also working on high-stakes antitrust litigation for a number of clients, securing the team a place among Law360's Practice Groups of the Year.

The Weil Gotshal team won clearance for several multibillion-dollar merger transactions in 2017, including multiple deals for Allergan PLC, Sherwin-Williams' \$11.3 billion purchase of Valspar Corp., and Walgreens Boots Alliance Inc.'s \$4.4 billion deal for nearly 2,000 Rite Aid stores. While none of the Allergan transactions received a second request for information, both the Sherwin-Williams and Walgreens deals received close government scrutiny.

The team also helped guide Sanofi SA on a \$25 billion asset swap with Boehringer Ingelheim GmbH last year that received a close look from the Federal Trade Commission, as well as G&K Services Inc. in its \$2.2 billion acquisition by rival uniform and facilities service provider Cintas Corp., which the commission requested additional information about.

Steven A. Newborn, co-head of Weil Gotshal's global antitrust and competition practice, said the firm's merger clearance success is especially impressive given the group often works on deals that have already hit a hitch.

"We're often hired when other law firms have run into trouble with a merger that's already at the FTC or the DOJ," Newborn told Law360. "The client then brings us in, either with the other firm, or instead of the other firm. The fact that we're getting these deals through, even when they have already run into regulatory roadblocks, is pretty amazing."

Jeffrey H. Perry, a partner in Weil Gotshal's Washington, D.C., office, said the group's work on mergers over the years has prepared it for almost anything.

"There really isn't a situation we haven't seen before, or an issue that we have not anticipated, and that just comes from the volume of work we handle," Perry said. "We do mergers of every shape and size."



The Walgreens clearance came after a two-year investigation by FTC, and the restructuring of a move originally inked as a \$17.2 billion takeover of Rite Aid. In June, Walgreens said it would scrap those initial plans and instead work toward a deal for a significant number of Rite Aid's stores.

The FTC finally approved the revised transaction in September, one that will see Walgreens purchase 1,932 Rite Aid stores, or about 43 percent of its locations. Newborn said the transaction was a challenge from the start and that the outcome was better than had been anticipated.

"It became very clear at the very beginning that the FTC was generally opposed to any transaction between Walgreens and Rite Aid," Newborn said. "I think the client considered it an incredible coup that we got essentially 1,900 stores from Rite Aid when no one ever thought that was going to be the case."

Weil Gotshal's work with pharmaceutical company Allergan is rooted in the firm's representation of Forest Laboratories Inc., which was acquired by Allergan. In 2016, Weil Gotshal helped guide Allergan in the \$40.5 billion sale of its generics business to Teva, and last year the firm worked on a total of 10 transactions for the company, including a \$2.5 billion deal for Zeltiq Aesthetics Inc., a \$2.9 billion move for LifeCell Corp. and the \$1.7 billion acquisition of Tobira Therapeutics.

Newborn said the firm's representation of Allergan following the Forest Labs acquisition is an indication of "the esteem that I think sophisticated general counsels hold of our group."

Weil Gotshal's competition group has around 60 attorneys, with 40 based in the U.S. and others spread across the U.K., France and Germany. The group also has a heavy presence in eastern Europe, with attorneys in Poland, the Czech Republic and Hungary. Perry pointed out that all these attorneys are true antitrust practitioners, not just people with experience on competition matters.

"When we say antitrust lawyers, we mean dedicated antitrust lawyers," Perry said. "These are not litigators who did an antitrust case 10 years ago; these are people who spend all, or virtually all, of their time doing antitrust law."

In addition to its extensive merger work, Weil Gotshal's competition group defended Pilgrim's Pride Corp. and Michael Foods Inc. last year in sprawling multidistrict antitrust litigation over chicken and egg prices, respectively. It is also representing Sanofi in an antitrust suit alleging EpiPen maker Mylan improperly preserved its monopoly on epinephrine auto-injectors.

Perry noted Weil Gotshal's past merger work for Sanofi and said that other transactional clients, including Allergan and Walgreens, have also turned to the firm for antitrust litigation.

"Merger reviews are marathons, but one upside is the ability to develop really deep relationships at the highest levels of the companies," Perry said. "And when a bet-the-company merger client faces a bet-the-company litigation, we're happy, and proud, to help them there as well."

--Additional reporting by Kelly Knaub, Chelsea Naso and Jeff Overley. Editing by Catherine Sum.