

## Justin Kisner

### Special Counsel



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Palo Alto

Public Companies

Mergers and Acquisitions

Corporate Governance and Shareholder Engagement

Public Company Advisory Team

Justin has extensive experience advising public companies with respect to federal securities and corporate governance matters, with a focus on US Securities and Exchange Commission (SEC) and stock exchange reporting and disclosure requirements. He also counsels on the technical and interpretive aspects of SEC reporting and disclosure as they relate to business combinations involving mergers, tender offers, exchange offers and going-private transactions, and the proxy, beneficial ownership, and Section 16 provisions of the Securities Exchange Act of 1934. Justin leverages his extensive knowledge and SEC experience to help the firm's lawyers and clients navigate complex issues arising under the federal securities laws, as well as the reporting and disclosure requirements and other SEC rules that affect public disclosure, domestic and cross-border M&A, and capital markets transactions.

Justin advises a range of public companies and investors across multiple sectors, including technology, life sciences, healthcare, financial institutions, consumer, entertainment and industrials. In addition, he counsels public company clients confronting shareholder activism, including takeover defense and activist defense strategies.

Before joining Cooley, Justin was a member of the M&A and SEC reporting and compliance departments at Skadden, Arps, Slate, Meagher & Flom, focusing on advising the firm's lawyers and clients on the SEC's regulation of domestic and cross-border M&A transactions. Before his time at Skadden, Justin was an attorney in the SEC's Division of Corporation Finance. He most recently served in the Division of Corporation Finance's Office of Mergers and Acquisitions, where he gained extensive experience in business combinations, change-of-control transactions and related matters. In this role, Justin regularly reviewed and commented on M&A transactions and exemptive and no-action relief requests, and also provided interpretive advice and guidance regarding federal securities laws to registrants, outside counsel, and staff attorneys.

Before his work in the Office of Mergers and Acquisitions, Justin served in the Division of Corporation Finance's Office of Telecommunications, where he handled transactional and securities compliance matters relating to the Securities Act of 1933 and the Securities Exchange Act of 1934, including initial public offering and business combination registration statements, proxy and information statements, periodic and current reports, and confidential treatment requests. Between 2013 and 2016, Justin also served as an examiner and reviewer for the Shareholder Proposal Taskforce in the Division of Corporation Finance's Office of Chief Counsel, where he was responsible for evaluating no-action requests to exclude shareholder proposals under Exchange Act Rule 14a-8.

**Justin's representative experience includes advising:**

- **Livongo Health** in its \$18.5 billion sale to Teladoc\*
- **Xperi** in its \$3 billion merger with TiVo\*
- **WeWork** in an \$8 billion transaction in which SoftBank provided financing to WeWork and proposed acquiring a majority of its outstanding shares through a tender offer\*
- **Social Capital Hedosophia** in its:
  - \$4.8 billion merger with Opendoor Labs\*
  - \$1.5 billion merger with Virgin Galactic\*
- **Array BioPharma** in its \$11.4 billion sale to Pfizer\*
- **JAB Holding Company** in its acquisition of an additional 20% of Coty's common stock to increase its stake to 60%\*
- **Twenty-First Century Fox** in its:
  - \$85 billion acquisition by The Walt Disney Company and the pre-merger spinoff of certain news, sports and broadcast businesses (The American Lawyer's 2019 Global M&A Deal of the Year)\*
  - \$15 billion sale of its stake in Sky and its previously proposed \$22 billion acquisition of the stake in Sky that it did not already own\*
- **Altaba** in various matters, including its plan of liquidation and dissolution, and its self-tender offer of up to 195,000,000 of its shares of common stock in exchange for cash and Alibaba Group Holding Limited American depositary shares\*
- **Juno Therapeutics** in its \$11 billion acquisition by Celgene\*
- **Gilead Sciences** in its \$11.9 billion acquisition of Kite Pharma\*
- **Yahoo** in its modified Dutch auction self-tender offer of up to \$3 billion of its shares of common stock\*
- **NXP Semiconductors** in its proposed but terminated \$47 billion acquisition by Qualcomm\*
- **Intel** in its \$15.3 billion acquisition of Mobileye\*

*\*Representation handled prior to joining Cooley*

During law school, Justin was a Student Honors Program intern in the Division of Corporation Finance's Office of Rulemaking, where he worked on various rulemaking initiatives to implement the Dodd-Frank Wall Street Reform and Consumer Protection Act. He also spent one year as an intern in the legal department of a Nasdaq-listed company.

## Education

University of San Diego School of Law  
JD, 2012

University of San Diego  
BA, 2008

## Admissions & Credentials

California

District of Columbia