

Kevin Cooper

Partner



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New York

Mergers and Acquisitions
Shareholder Activism
Public Companies
Private Equity

Kevin focuses on mergers and acquisitions and other complex corporate transactions, representing public and private companies in their most important strategic matters. His practice also includes advising clients with respect to shareholder activism, corporate governance and takeover defense. He advises clients in a wide range of industries, including technology, life sciences, consumer, entertainment, fintech, financial services, and private equity.

Kevin's recent M&A matters include representing:

Life Sciences

- **Arena Pharmaceuticals** in its \$6.7 billion sale to Pfizer
- **Intersect ENT** in its \$1.1 billion sale to Medtronic
- **Flexion** in its \$450 million sale to Pacira Biosciences
- **Landos Biopharma** in its \$212.5 million sale to AbbVie
- **Liminal Biosciences** in its sale to Structured Alpha
- **Celularity** in its SPAC merger with GX Acquisition Corp. for \$1.7 billion to become a publicly listed company
- **Allergan** in its \$83 billion acquisition by AbbVie*
- **Auris Health** in its \$5.75 billion sale to Johnson & Johnson*
- **Cantel Medical** in its \$775 million acquisition of Hu-Friedy*
- **Turnstone Biologics** in its acquisition of Myst Therapeutics
- **ERYTECH Pharma** in its sale of its Princeton manufacturing facility and related long-term supply agreement
- **Ensoma** in its acquisition of Twelve Bio
- **Marker Therapeutics** in its agreement to sell certain cell manufacturing assets to CellReady

Technology

- **Everbridge** in its \$1.8 billion sale to Thoma Bravo
- **Truebill** in its \$1.3 billion sale to Rocket Companies

- **Clarabridge** in its \$1.1 billion sale to Qualtrics
- **Cedar Cares** in its \$425 million acquisition of OODA Health
- **DigitalOcean** in its \$350 million acquisition of Cloudways and its \$111 million acquisition of Paperspace
- **Nuvolo** in its sale to Trane Technologies
- **HiredScore** in its sale to Workday
- **UiPath** in its acquisitions of Cloud Elements and Re:infer
- **Timber Technologies** in its sale to Datadog
- **Backtrace** in its sale to Sauce Labs
- **4C Insights** in its sale to Mediaocean, a Vista Equity Partners portfolio company
- **Heliogen** in its successful defense against an unsolicited takeover offer from Continuum Renewables
- **Littelfuse** in its \$350 million acquisition of the circuit connectivity business of TE Connectivity*
- **Convergys** in its \$449 million cash sale of its information management business to NetCracker Technology, a subsidiary of NEC*
- **DHC Acquisition Corp** in its \$250 million SPAC merger with Brand Engagement Network

Consumer and Entertainment

- **Jackpocket** in its \$750 million sale to DraftKings
- **Nutrafol** in its sale to Unilever
- **TCGplayer** in its up to \$295 million sale to eBay
- **Gopuff** in its \$350 million acquisition of BevMo and its acquisition of rideOS
- **Poppin** in its \$110 million sale to Kimball International
- **Function of Beauty** in its \$150 million minority investment from L Catterton
- **Datalogue** in its sale to Nike
- **Altria** in its \$12.8 billion minority investment in JUUL, its \$2.8 billion controlling investment in Cronos Group, its joint venture with The Burger Group to commercialize on! Nicotine pouch products, and its joint venture with Lexaria Nicotine*
- **BowX Acquisition Corp** in its \$9 billion SPAC merger with WeWork
- **SeatGeek** in its announced SPAC merger with RedBall Acquisition Corp.
- **SuperValu** in its \$2.9 billion sale to UNFI, the related defense and settlement of a proxy contest with Blackwells Capital, and in its announced spinoff and \$1.4 billion sale of its Save-A-Lot business to Onex*
- **Craft Brew Alliance** in its sale to its controlling stockholder Anheuser-Busch*
- **American Eagle** in its joint venture with NSG Apparel to sell North Sails apparel in the US*
- **Aston Villa Football Club** in its sale to Recon Group*

Fintech and Financial Services

- **VR Insurance** in its sale of a controlling stake in the National Security Group to PhenixFIN
- **IEX Group** in its strategic investment from FTX US
- **Capital One** in its acquisition of BlueTarp Financial, its acquisition of Paribus, its sale of its self-directed brokerage business to E*Trade, and its sale of its investment management and trust business to Hancock

Whitney*

- **BB&T Corp.** in its \$66 billion merger of equals with SunTrust to form Truist Financial, its \$2.5 billion acquisition of Susquehanna Bancshares, its \$363 million acquisition of The Bank of Kentucky, and its \$3.5 billion acquisition of Citibank's Texas retail banking business*
- **Capital One** in its \$9 billion acquisition of GE Capital's healthcare finance business, its \$5.2 billion acquisition of Cabela's credit card business in connection with the merger of Bass Pro Shops and Cabela's, and its \$17 billion sale of its mortgage business to DLJ Mortgage Capital*
- **PrivateBancorp** in its \$5 billion acquisition by CIBC*
- **PNC** in its \$1.25 billion acquisition of ECN Capital's US vendor finance business*
- **Sandler O'Neill** in its merger with Piper Jaffray to create Piper Sandler Companies*
- **Sallie Mae** in its sale of its Upromise Investments business to Ascensus, a JC Flowers portfolio company*

Private Equity

- **M33 Growth** in the majority investment by **True Wind Capital** in **W Energy**
- **Warburg Pincus** and **The Carlyle Group** in their 2015 acquisition of DBRS from Colonial House Capital, and their 2019 sale of DBRS to Morningstar*
- **Warburg Pincus** and **Mariner Finance** in the acquisition of Personal Finance Company from Minnesota Life*
- **Patriot Financial Partners** as lead investor in a consortium acquiring Radius Bancorp*
- **Frost Brooks** in its minority investment in BizEquity *
- **Hardinge** in its \$245 million sale to Privet Fund in a take-private transaction*

Energy and Industrials

- **Hexcel** in its announced \$16 billion merger of equals with Woodward*
- **Joy Global** in its \$3.7 billion acquisition by Komatsu Ltd. of Japan*
- **Berry Petroleum** in its \$4.9 billion sale to Linn Energy*
- **Cooper Industries** in its \$11.8 billion combination with Eaton*
- **ConocoPhillips** in its \$33 billion spinoff of Phillips 66*
- **CVR Energy** in connection with the acquisition of the company by Carl Icahn*

Shareholder Activism

Kevin has advised numerous public company boards and management teams – including those of **Everbridge**, **Athira Pharma**, **Katapult**, **Ziopharm**, **Heliogen**, **SuperValu*** and **CVR Energy***, among other confidential engagements – in connection with proxy contests, consent solicitations and other activist situations

Financial Adviser Representations

Kevin also has represented financial advisers, including **Centerview**, **Morgan Stanley** and **Lazard***, in connection with M&A transactions.

**Transaction handled prior to joining Cooley*

Background

Before joining Cooley, Kevin was a member of the corporate department focusing on mergers & acquisitions

at Wachtell, Lipton, Rosen & Katz.

During his time in law school, Kevin was a recipient of the Joshua Montgomery Sears Jr. Prize for the highest grades in his second year, and was a founder and editor in chief of the Harvard Business Law Review. Prior to law school, Kevin received his MBA and a bachelor's degree in finance.

In a former life, Kevin played Division I college football for the Fresno State Bulldogs. He lives in New York City with his wife, Rosemary.

Education

Harvard Law School

JD,

California State University - Fresno

MBA,

California State University - Fresno

BS,

Admissions & Credentials

New York