

# Bill Sorabella

## Partner



wsorabella@cooley.com

+1 212 479 6812

New York

Mergers and Acquisitions

Private Equity

Public Companies

Life Sciences

Technology

Bill's practice focuses on the representation of principals in merger and acquisition transactions, primarily involving public companies. He regularly represents corporate buyers and sellers, private equity funds, special purpose acquisition companies (SPACs), boards of directors, and special committees in the purchase, merger, and sale of companies and businesses, divisional carve outs, and the formation and dissolution of joint ventures. He also frequently represents financial advisers in similar transactions, and advises clients on corporate governance matters, proxy contests and anti-takeover measures.

### **Bill's recent representative matters include advising:**

#### *Life sciences*

- Tourmaline Bio in its \$230 million acquisition by Talaris Therapeutics
- Aeglea BioTherapeutics in its \$110 million acquisition of Spyre Therapeutics and simultaneous \$210 million private placement
- Amryt Pharma in its:
  - \$1.5 billion sale to Chiesi Farmaceutici
  - \$270 million acquisition of Chiasma\*
  - \$400 million acquisition of Aegerion Pharmaceuticals as part of pre-negotiated Chapter 11 reorganization\*
- DocGo (formerly known as Ambulnz) in its \$1.1 billion acquisition by Motion Acquisition\*
- EVAH Corp. in its acquisition of four animal health technologies from Elanco Animal Health\*
- Prevtex Microbia in its CA\$100 million sale to Elanco Animal Health\*
- Civitas Solutions in its \$1.4 billion sale to Centerbridge Partners\*
- GTCR in its \$975 million acquisition, with The Carlyle Group, of Albany Molecular Research\*
- Sagent Pharmaceuticals in its \$750 million sale to Nichi-Iko Pharmaceutical\*
- Dade Behring Holdings in its \$7.0 billion sale to Siemens AG\*
- Myogen in its \$2.5 billion sale to Gilead Sciences\*

#### *Technology*

- Okera in its acquisition by Databricks

- Made In Space in its sale to Redwire, a portfolio company of AE Industrial Partners\*
- GTCR and Sycamore Partners in their \$1.1 billion acquisition of CommerceHub\*
- Micro Focus International in its \$8.8 billion Reverse Morris Trust acquisition of Hewlett Packard Enterprise Company's software business\*
- Fundtech in its \$400 million sale to GTCR, deemed a superior offer to its previously announced all-stock merger with S1 Corporation\*

#### *Consumer and retail*

- Sequential Brands Group in its \$330 million sale of its active consumer brand management segment to Gainline Galaxy Holdings as part of a Chapter 11 reorganization\*
- L Catterton in its:
  - \$700 million acquisition of Del Frisco's Restaurant Group\*
  - \$925 million acquisition of Steiner Leisure Ltd.\*
- LNK Partners in its \$4.0 billion acquisition, with Leonard Green & Partners and TPG Capital, of Life Time Fitness\*
- Restaurant Brands International (formerly known as Burger King Worldwide) in its:
  - \$13.3 billion merger with Tim Hortons\*
  - \$8.1 billion business combination with Justice Holdings Ltd., resulting in a partial sale for cash and public listing of Burger King Worldwide\*
- 3G Capital Partners in its:
  - \$28 billion acquisition, along with Berkshire Hathaway, of HJ Heinz Company\*
  - \$4.0 billion acquisition of Burger King Holdings\*
- Golden Gate Capital and Blum Capital Partners in their \$2.0 billion acquisition, along with Wolverine Worldwide, of Collective Brands, and a concurrent business carve out transaction resulting in Wolverine acquiring its Performance + Lifestyle Group, and Blum Capital and Golden Gate acquiring its Payless ShoeSource business\*

#### *Industrials and energy*

- Special Committee of the Board of Directors of Monro in its reclassification transaction with its control shareholder to eliminate its dual class equity structure
- Tronox Holdings in its \$700 million sale of the North American TiO2 business of The National Titanium Dioxide Company Ltd. to INEOS Enterprises, to permit the acquisition of The National Titanium Dioxide Company Ltd. by Tronox\*
- Huntsman in its announced and then terminated \$20 billion merger of equals with Clariant\*
- Innophos Holdings in its agreement with FrontFour Capital Group to expand its board of directors\*
- The Carlyle Group in its \$3.2 billion acquisition of the Industrial Packaging Group segment of Illinois Tool Works\*
- Solutia in its:
  - \$4.7 billion sale to Eastman Chemical Company\*
  - \$120 million acquisition of Southwall Technologies\*
  - €240 million acquisition of Etimex Solar GmbH from Etimex Holding GmbH, a portfolio company of

#### Alpha Gruppe\*

- sale of a majority interest in its integrated nylon business to SK Capital Partners\*
- Chapter 11 restructuring\*
- SunEdison in its announced and then terminated acquisition of Vivint Solar for \$2.2 billion and subsequent contribution of rooftop solar portfolio assets to TerraForm Power for \$900 million\*
- Murray Energy in its:
  - \$1.4 billion acquisition of equity interests in Foresight Energy and its general partner, Foresight Energy GP\*
  - \$3.5 billion acquisition of Consolidation Coal Company from CONSOL Energy\*
- Exelon in its \$6.9 billion acquisition of Pepco Holdings\*
- Sunoco in its formation of a joint venture with The Carlyle Group – Philadelphia Energy Solutions – which was created to own and operate Sunoco’s Philadelphia refinery assets and maintain a crude oil and fuel inventory intermediation arrangement with JPMorgan Chase\*
- Constellation Energy Group in its:
  - \$7.9 billion merger with Exelon\*
  - Up - front issuance of \$1 billion of equity securities to, and proposed \$4.7 billion acquisition by, MidAmerican Energy Holdings Company, which was subsequently terminated to permit Constellation to sell a \$4.5 billion (49.9%) interest in its nuclear generation business to Électricité de France International SA\*
  - proposed and then terminated \$11 billion merger with FPL Group\*
- Special Committee of the Board of Directors of EXCO Resources in its response to the proposal by Douglas H. Miller, chief executive officer of EXCO, to take EXCO private in a \$5.4 billion transaction\*

#### *Banking, financial services and professional services*

- Carlson Capital in its proposed and then terminated \$193 million acquisition of SWK Holdings Corporation’s specialty healthcare finance receivables assets\*
- Special Committee of the Board of Directors of Spartan Acquisition Corp. II in its \$1.175 billion acquisition of Sunlight Financial\*
- Special Committee of Black Knight Financial Services in its spinoff of Fidelity National Financial’s \$3 billion of interests in Black Knight\*
- Exela Technologies (formerly known as Quinpario Acquisition Corp. 2) in its \$2.8 billion combination with SourceHOV and Novitex\*
- Accenture in its \$375 million acquisition of Procurian\*
- Warburg Pincus, stockholder of Sterling Financial Corporation, in Sterling’s \$2 billion merger with Umpqua Holdings Corporation\*

#### *Real estate*

- Wyndham Worldwide in its \$250 million acquisition of Shell Vacations\*
- Special Committee of the Board of Directors of New Valley in its \$210 million acquisition of New Valley by its controlling stockholder, Vector Group\*

\* Transaction handled prior to joining Cooley

Bill has represented numerous financial advisers in similar transactions, including MTS Health Partners,

JPMorgan Securities, Lazard, Centerview Partners and Perella Weinberg Partners.

Bill was recognized as one of America's Leading Lawyers for Business in Corporate/M&A by Chambers USA, which noted that he's a "very careful and meticulous" lawyer who "leaves no stone unturned." Sources also say he has "excellent interpersonal skills" and "gets things done in a variety of environments." The Legal 500 US recognized his work in M&A: mega-deals (\$1 billion+), calling Bill an attorney who "provides critical support and is very knowledgeable on M&A matters." Law 360 selected and profiled Bill as a Rising Star and M&A MVP, and Super Lawyers named him a New York Rising Star.

Bill was twice named one of the Dealmakers of the Year by The American Lawyer. The 2010 edition spotlighted his work on behalf of 3G Capital Partners in its \$4 billion acquisition of Burger King Holdings, while the 2012 edition spotlighted his work on behalf of Blum Capital Partners and Golden Gate Capital in their \$2 billion acquisition of Collective Brands. He was also named as a Dealmaker of the Week by The American Lawyer based on his representation of 3G Capital Partners in its \$28 billion acquisition of the HJ Heinz Company.

Several other publications have recognized his innovative work on transactions, including the Financial Times in its US Innovative Lawyers Report, The Deal magazine in its annual Deals of the Year, and The New York Times DealBook in its annual Deal Makers at the Head of the Class awards article.

Bill is a regular lecturer for the Practising Law Institute, and he was previously a member of both the Law360 Mergers & Acquisitions Editorial Advisory Board and the New York Board of the US Fund for UNICEF.

Prior to joining Cooley, Bill was a partner in the New York offices of Kirkland & Ellis and Gibson, Dunn & Crutcher.

## Education

Georgetown University Law Center  
JD, 2000

Bowdoin College  
AB, 1997

## Admissions & Credentials

New York

## Rankings & Accolades

- Chambers USA: America's Leading Lawyers for Business in Corporate/M&A
- The Legal 500 US: M&A: mega-deals (\$1 billion+)
- The American Lawyer: Dealmakers of the Year (2010 and 2012)
- Law360: Rising Star and M&A MVP
- Super Lawyers: New York Rising Star