

Bill Roegge

Partner



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New York

Mergers and Acquisitions
Shareholder Activism

Private Equity

Bill focuses his practice on mergers and acquisitions, activist and takeover defense, and other complex corporate matters. He has significant experience advising strategic and private equity clients on their most complex and high-stakes matters, including cross-border public and private mergers and acquisitions, carve-out transactions and joint ventures. He has advised clients across a variety of industries – including technology, life sciences, automotive, defense, industrials, consumer and retail, and real estate investment trusts.

Bill also has significant experience advising public company clients on takeover and shareholder activism defense matters – including engagements involving Carl Icahn, Ancora Advisors, Starboard Value, GAMCO Investors, Cannell Capital, Deep Track Capital, Tang Capital Management, FCM Management and Alta Fundamental Advisors.

A testimonial from The Legal 500 says that Bill “is an outstanding lawyer who not only advocated for us as his client, but also is a very decent, respectful person who is successful without being arrogant or off-putting.”

Bill’s recent matters include representing:

Life sciences M&A

- Araris Biotech in its up to \$1.14 billion cross-border acquisition by Taiho Pharmaceutical
- The special committee of the board of directors of Checkpoint Therapeutics in Checkpoint’s pending up to \$416 million cross-border acquisition by Sun Pharmaceutical Industries
- Lantheus Holdings in various transactions, including its up to \$1 billion acquisition of Evergreen Theragnostics, multiple private investments in public equity (PIPEs) and a concurrent partnering transaction and asset sale transaction with Perspective Therapeutics
- Amolyt Pharma in its up to \$1.05 billion cross-border acquisition by AstraZeneca
- Amryt Pharma in its up to \$1.48 billion cross-border acquisition by Chiesi Farmaceutici
- GW Pharmaceuticals in its \$7.2 billion cross-border cash and stock acquisition by Jazz Pharmaceuticals*
- Personalis in various transactions involving Tempus AI, including Tempus AI’s PIPE investment into Personalis
- Mylan in its \$9.9 billion cross-border cash and stock acquisition of Meda*
- Thirty Madison in various transactions, including its acquisition of assets from The Pill Club in a Section 363 sale under the US Bankruptcy Code

Technology M&A

- DigitalOcean in its cross-border acquisition of Cloudways for \$350 million and its acquisition of Paperspace for \$111 million
- Tenable in its acquisitions of Ermetic for \$265 million, Vulcan Cyber for \$165 million, Bit Discovery and Eureka Security
- Hootsuite in its cross-border acquisition of Talkwalker from Marlin Equity Partners
- Automattic in its acquisition of Beeper
- Afterpay in its \$29 billion cross-border acquisition by Block*
- Northrop Grumman in its \$3.4 billion carve-out divestiture of its federal information technology and mission support services business to affiliates of Veritas Capital*
- IBM in private acquisitions aggregating more than \$1.8 billion in value, including its acquisitions of McD Tech Labs from McDonald's and Turbonomic*
- IBM in its carve-out divestiture of Watson Health assets to affiliates of Francisco Partners*
- JW Player in its merger with Connatix

Food and beverage M&A

- The co-founders of Alani Nu in Alani Nu's \$1.8 billion acquisition by Celsius Holdings
- Jose Cuervo (Beck, SAB de CV) in its acquisition of Pendleton Whisky*

Other sector M&A

- IAA in its sale to Ritchie Bros. in a \$7.3 billion cross-border stock and cash transaction
- Fernweh Group in its carve-out acquisition of a controlling interest in AZZ's Infrastructure Solutions segment, resulting in the formation of a joint venture
- New Senior in its \$2.3 billion acquisition by Ventas*
- binderholz Group in its cross-border acquisitions of substantially all the assets of Klausner Lumber One and Klausner Lumber Two in two separate auctions under Section 363 of the US Bankruptcy Code*

Activism and takeover defense

- Dynavax Technologies in its pending proxy contest with Deep Track Capital, including its adoption of a shareholder rights plan
- IAA in activism and takeover defense matters relating to its \$7.3 billion acquisition by Ritchie Bros., including IAA's cooperation agreement with Ancora Advisors and Ritchie Bros.' concurrent \$500 million PIPE investment from Starboard Value
- Keros Therapeutics in its adoption of a shareholder rights plan and review of strategic alternatives
- MindMed in its successful proxy contest against FCM MM Holdings, in which all six company nominees were reelected to the board of directors at MindMed's annual general meeting of shareholders
- Cardlytics in its cooperation agreement with CAS Investment Partners, a 14.4% shareholder of Cardlytics
- Heliogen in its response to an unsolicited public takeover proposal from Continuum Renewables – which was subsequently withdrawn – including the adoption of a shareholder rights plan
- Sportsman's Warehouse in its interactions with Cannell Capital and GAMCO Investors
- NGM Biopharmaceuticals in its response to an unsolicited public expression of interest from The Column

Group

- Kezar Life Sciences in its response to an unsolicited public expression of interest from Tang Capital Management, including its adoption of a shareholder rights plan
- Milestone Pharmaceuticals in its cooperation agreement with Alta Fundamental Advisors, a shareholder of Milestone
- Eagle Pharmaceuticals in its adoption of a shareholder rights plan
- Tempest Therapeutics in its adoption of a shareholder rights plan
- Occidental Petroleum in its interactions with Carl Icahn, culminating in entry into a cooperation agreement*
- Forward Air in its interactions with Ancora Advisors, culminating in entry into a cooperation agreement*

** Representation handled prior to joining Cooley*

During law school, Bill was a member of the Fordham Law Review and received the Henrietta Metcalf Prize for earning the highest grade in contracts.

Education

Fordham University School of Law

JD magna cum laude,

University of Pennsylvania

BA ,

Admissions & Credentials

New York

Rankings & Accolades

Law360 Mergers & Acquisitions Editorial Advisory Board (2024)