

## Bill Roegge

Partner



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New York

Mergers and Acquisitions  
Shareholder Activism  
Public Companies  
Private Equity

Bill focuses his practice on mergers & 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 & acquisitions, carve out transactions and joint ventures. He has advised clients across a variety of industries – including technology, fintech, life sciences, automotive, defense, industrials, consumer and retail, and real estate investment trusts.

Bill also has significant experience advising public company clients on shareholder activism defense matters, including engagements involving Carl Icahn, Ancora Advisors, Starboard Value, GAMCO Investors, Cannell Capital, Prime Movers Lab, Continuum Renewables, FCM Management and Discerene Group.

### **Bill's recent matters include representing:**

#### **Life Sciences**

- Amolyt Pharma on its pending acquisition by AstraZeneca in a \$1.05 billion cross-border cash and contingent value right (CVR) transaction
- Amryt Pharma on its acquisition by Chiesi Farmaceutici in a \$1.48 billion cross-border cash and contingent value right (CVR) transaction
- GW Pharmaceuticals in its \$7.2 billion cross-border cash and stock acquisition by Jazz Pharmaceuticals\*
- Lantheus in a number of transactions involving Perspective Therapeutics, including multiple PIPE investments and a concurrent partnering transaction and asset sale transaction
- MindMed in its successful proxy contest against FCM MM Holdings, in which all six company nominees were re-elected to the board of directors at MindMed's annual general meeting of shareholders
- Thirty Madison in its acquisition of assets from The Pill Club in a Section 363 sale under the US Bankruptcy Code
- Mylan N.V. in its \$9.9 billion cross-border cash and stock acquisition of Meda A.B.\*
- A stealth life sciences company and its lead investor, a leading life sciences venture capital firm, in its up to \$400 million acquisition of a private life sciences company and concurrent seed financing
- NGM Biopharmaceuticals in its response to an unsolicited public expression of interest from The Column Group
- Tempest Therapeutics in its adoption of a shareholder rights plan

#### **Technology**

- Hootsuite in its pending cross-border acquisition of Talkwalker from Marlin Equity Partners
- Automattic in its acquisition of Beeper
- DigitalOcean in its cross-border acquisition of Cloudways for \$350 million and its acquisition of Paperspace for \$111 million
- Tenable in its cross-border acquisition of Ermetic for \$265 million and its acquisition of Bit Discovery
- Afterpay in its \$29 billion cross-border acquisition by Block\*
- 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\*
- 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

### Other Sectors

- IAA's sale to Ritchie Bros. in a \$7.3 billion cross-border stock and cash transaction and related shareholder activism defense matters, including IAA's cooperation agreement with Ancora Advisors and Ritchie Bros.' concurrent \$500 million PIPE investment from Starboard Value
- 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
- Sportsman's Warehouse in its interactions with Cannell Capital and GAMCO Investors
- New Senior in its \$2.3 billion acquisition by Ventas\*
- Northrop Grumman in its \$3.4 billion carve out divestiture of its federal IT and mission support services business to affiliates of Veritas Capital\*
- Jose Cuervo (Beck, S.A.B. de C.V.) in its acquisition of Pendleton Whisky\*
- 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\*
- Occidental Petroleum in its interactions with Carl Icahn, culminating in entry into a settlement agreement\*
- Forward Air in its interactions with Ancora Advisors, culminating in entry into a settlement agreement\*

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

*\* Representation handled prior to joining Cooley*

## Education

Fordham University School of Law

JD,

University of Pennsylvania

BA,

## Admissions & Credentials

New York

## Rankings & Accolades

Law360 Mergers & Acquisitions Editorial Advisory Board (2024)