Cooley

# Bill Roegge

Partner



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New York

Mergers and Acquisitions
Activism Defense
Corporate Governance and Securities Regulation
Private Equity

Bill focuses on M&A, activism defense, and other complex corporate matters. He has significant experience advising strategic and private equity clients on their most complex, high-stakes matters, including cross-border public and private M&A, carve-out transactions, and joint ventures. He has advised clients across a variety of industries, including tech, life sciences, digital infrastructure, consumer and retail, automotive, defense and industrials.

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 Advisers.

Bill also regularly represents leading financial advisors in connection with public M&A transactions.

A testimonial from The Legal 500 describes Bill as “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*

- Actio Biosciences in its up to $1.32 billion pending acquisition by Jazz Pharmaceuticals and concurrent spin-out of its early stage assets into a newly formed private company
- Personalis in its pending $1.9 billion acquisition by Tempus AI
- Curevo Vaccine in its up to $1.5 billion pending acquisition by Eli Lilly
- Spring Health in its acquisition of Alma
- RAPT Therapeutics in its $2.2 billion acquisition by GSK
- Dynavax in its $2.2 billion acquisition by Sanofi
- Adverum Biotechnologies in its up to $350 million acquisition by Eli Lilly and Company
- Y-mAbs Therapeutics in its $412 million acquisition by SERB Pharmaceuticals
- 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 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
- Kezar Life Sciences in its acquisition by Aurinia Pharmaceuticals
- Thirty Madison in its more than $500 million acquisition by Remedy Meds and its acquisition of assets from The Pill Club in a Section 363 sale under the US Bankruptcy Code
- Personalis in its separate PIPE investments from Tempus AI and Merck
- GW Pharmaceuticals in its $7.2 billion cross-border cash and stock acquisition by Jazz Pharmaceuticals*
- Mylan in its $9.9 billion cross-border cash and stock acquisition of Meda*

*Technology and Digital Infrastructure M&A*

- Core Scientific in its acquisition of Polaris for up to $461 million
- 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, Apex Security, Bit Discovery and Eureka Security
- Movable Ink in its acquisition by Symphony Technology Group
- Hootsuite in its cross-border acquisition of Talkwalker from Marlin Equity Partners
- Automattic in its acquisition of Beeper
- Heliogen in its acquisition by Zeo Energy
- 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 (Becle, SAB de CV) in its acquisition of Pendleton Whisky*

*Other sectors M&A*

- IAA in its sale to Ritchie Bros. Auctioneers 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 Investment Group 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 defense*

- Dynavax Technologies in its successful proxy contest against Deep Track Capital, including its adoption of a shareholder rights plan
- IAA in activism and takeover defense matters related to its $7.3 billion acquisition by Ritchie Bros. Auctioneers, including IAA's cooperation agreement with Ancora Advisors and Ritchie Bros.' concurrent $500 million PIPE investment from Starboard Value
- Keros Therapeutics in its review of strategic alternatives and related shareholder activism defense

matters, including its negotiated repurchase transactions with ADAR1 Capital Management and Pontifax Venture Capital, its up to $194.4 million issuer tender offer, its successful defense against a “vote no” campaign by ADAR1 at its 2025 annual stockholder meeting, its entry into a cooperation agreement with Pontifax, and its adoption of a shareholder rights plan
- 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
- NN in its cooperation agreement with Legion Partners Asset Management, one of NN’s largest shareholders
- Eagle Pharmaceuticals in its cooperation agreement with Nantahala, a 38% shareholder of Eagle, and its adoption of a shareholder rights plan
- 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 Advisers, a shareholder of Milestone
- 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*

*Financial advisor representations*

- Centerview as financial advisor to KalVista in KalVista’s $1.9 billion acquisition by Chiesi
- Centerview as financial advisor to Fusion Pharmaceuticals in Fusion’s up to $2.4 billion acquisition by AstraZeneca
- J.P. Morgan as financial advisor to BioMarin in BioMarin’s $4.8 billion acquisition of Amicus Therapeutics
- Lazard as financial advisor to WGL Holdings in WGL Holdings’ $9 billion acquisition by AltaGas*

* Representation handled before 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

Law 360 Life Sciences Rising Star (2026)

Chambers USA: Corporate/M&A – New York (2026)

The Legal 500 US: Shareholder Activism (2024 – 2026)

Law360 Mergers & Acquisitions Editorial Advisory Board (2024)