

# On Tax—David Dubner of Goldman Sachs

**Len Teti:** Welcome to On Tax—A Cravath Podcast. I'm Len Teti, a partner in the Tax Department of Cravath, Swaine & Moore, a premier U.S. law firm based in New York City. On each episode of On Tax, I talk to professionals in the Cravath network about their life and work in the world of tax. We focus on the human side of tax law, highlighting the people, connections and stories that make this space such a fascinating and dynamic area of practice. I hope you enjoy this episode.

Today we're joined by David Dubner, a Partner and Managing Director, and the Global Head of M&A Structuring in the Investment Bank at Goldman Sachs. David, welcome to the podcast.

**David Dubner:** Thanks, Len, for having me.

**Len:** We're thrilled to have you. So, David, I first met you on my very first day at Cravath as a summer associate in May of 2004. We were in a conference room on the 49th floor of the Cravath offices, and you introduced yourself to me from across the room as the person who'd been assigned by the Firm to be my summer mentor. And so you were forced to deal with me over the course of the summer.

I remember you and your family were very generous to ours when we were getting used to the city, and sort of learning the ropes at Cravath. So, I thank you for that. But, my career in tax really started with meeting you. So I will always remember that.

Tell me about your background in the law and how you sort of migrated to the tax world when you started your professional career.

**David:** Sure. To answer that, I'll take you back I guess to the beginning. So, I came out of undergrad, went to Deloitte & Touche, back in the day, to do tax accounting, public accounting, tax compliance work. And I spent a few years doing that and it was good experience. But I had come to the realization of in my tax compliance role, was I didn't have a good enough appreciation of the tax law itself. Right? The actual nuts and bolts of the Internal Revenue Code and the regulations. And the mentors that I had, the people I looked up to back at that point in my career at Deloitte, were all tax lawyers. And I was always impressed with how comfortable they were with the law and applying it in a compliance context. And that really gave me the realization and motivation at the time that I needed to go to law school. That that's something I wanted to do.

**Len:** So, you went to law school kind of knowing that you would work towards a tax law job as the start of your legal career, is that right?

**David:** You know, it's interesting—when I went to law school, I tried to adopt a broad approach. And I tried to, I think tell myself at the time, this is an opportunity to broaden out and see other perspectives. But I'll tell you, tax, it pulls you back in, right? I loved it in undergrad, I loved it when I was doing it at Deloitte, and eventually in law school, when you're able to take so many advanced classes in the law, in particular, tax law, it pulled me back in.

**Len:** And I take it that your first experience with a law firm was the summer associate job at Cravath, is that right?

**David:** It was, indeed. Yes.

**Len:** Do you remember as you were a summer associate and a junior associate at the firm after graduation, what was your sense of the things you were seeing? What kind of tasks were you doing, and do you remember what you were thinking in those early days?

**David:** Well, I want to share one story because it still resonates in terms of Cravath and the impression it left on a young, starting intern and then associate, is that when we had our orientation at Cravath—and I'm not sure if you still do this—not only did you invite me, you invited my spouse. And I remember my wife, or fiancée, at the time, we both attended that orientation, and it still leaves an incredible impression in my mind of how Cravath embraced the whole family. And that was very special. And I wanted to share that memory.

When I joined as a summer, you know, I was helping doing tasks in and around securities, transactions, M&A transactions, also employee benefits and ERISA-related tasks. And, incidentally, I spent my 3L year as an intern at Cravath doing employee benefits work with Pat Geoghegan, who was a partner at the time.

**Len:** Right. Because you were in law school at Fordham, in New York City, right? So it was easy.

**David:** It was easy. It was easy, yeah. That was a great experience. And then came back, and I would say in that first year, I focused a lot on bank loan documents, securities law disclosures, and, I'll call it regular way, more simple asset deals, stock deals, from an M&A standpoint.

**Len:** And what was your sense about the work that you saw other people doing? The more intense M&A transactions, spinoffs, these kinds of deals. Did you look out at the work that other people were doing at the Firm and sort of say, like, "Yeah, I feel like I could do that"?

**David:** Oh, absolutely. Not only I feel like I could do that, I feel like I want to do that, right? I was always looking above at the likes of Lauren Angelilli, who was my senior at the time.

**Len:** Now the head of the Tax Department.

**David:** Now the head of the Tax Department, and a shining light and a mentor then. So, I would look at the things that Lauren was doing, and others, and very much wanted to be doing that as I moved ahead.

**Len:** By the time you became a mid-level associate, you were doing those things. And, as I said, when I started at the firm, first as a summer in 2004, and then as a permanent associate in 2005, you were one of the shining lights that I was looking up to as a mid-level and senior associate who was doing fascinating tasks. And, obviously, well respected within the department.

But in 2006, you walked into my office and you said you had just told the partners that you were leaving the firm; it was kind of the first time something like that had happened to me. But I was sort of disappointed, and I know that the partners were very disappointed. Before you tell us about your own decision to leave the Firm and leave the practice of law, why don't you tell us more generally about what was going on in the marketplace of investment banks, and law firms and tax associates in the mid-2000s? Because I think it's an interesting story, and it's important in your story.

**David:** Sure. You're right, there was a shift, I would say in the early to mid-2000s with many of the large investment banks coming to the realization, Goldman included, that at the time they were very respected institutions—provided thoughtful corporate finance, capital structure and M&A advisory—but at times could be "plain vanilla" in their approach. Meaning, you know, kind of down-the-fairway advice. And there was a realization, certainly on the part of Goldman, as well as others, that we needed more creativity. I'll use the analogy one of my seniors used at the time: we need the "sizzle." Right? How do we get the sizzle into the practice?

And I think there was a realization that, looking to lawyers, and particularly, looking to those who practice tax law, at the time, would provide that sizzle. That creative approach to thinking about deal-making, to thinking about M&A and other applications in our financing group and capital markets practice, that could really add value and drive commercial relationships. So, that was candidly attractive to me, as well as others who not only practiced with me at Cravath, but at other, obviously, law firms who at the time made that jump.

**Len:** Well, I gather that the investment banks had decided that they couldn't really hire this kind of sizzle. And by the way, I think it's amazing that people need sizzle and go find tax lawyers to bring it. That's a huge compliment—it's not one that we get very often. But they decided that they can't go to business schools and hire people with those skills, and instead, they looked across the city, mainly New York City, and they found the top law firms' tax associates who could bring exactly the sort of skills and experience they were looking for. Is that right?

**David:** That's right. They were and, to this day, still are looking for practitioners who are already engaged in the practice. Yes, you can go to law school and find highly qualified candidates, but they have no practical experience, right? But for what they may have done pre-law school. When you look inside a law firm,

especially at a second-, third-, fourth-year associate, you're finding people that are already grounded, not only in the law, but also in the practical application of the law. Who are doing deals, doing transactions, and then we can recruit—as they did with me—recruit those individuals into banking, and they can learn the capital structure, corporate finance, you know, banking side of the business, while using their legal backgrounds effectively as the core as they get up to speed.

**Len:** That's great. So that's kind of the general story. Now, tell us how all of that happened to you. I mean, you're a fourth- or fifth-year associate at Cravath, you have a bright future in the legal world, if you want it. How did it happen that you were recruited to take the job you took at Goldman Sachs?

**David:** I will tell you it was not an easy decision. At the time, remember, I had done public accounting, gone to law school, been at Cravath—one of if not the top law firms. At the time, this was 2006, and I was, I think at that point in time, perhaps a little slower in my practice.

**Len:** Not as busy, you mean?

**David:** Exactly. Not as busy in my practice at that particular point in time. And it led to the opportunity to take a breath and look around. And when I did look around, I found, and I was approached by one of my former colleagues at Cravath, Craig Lee. Who had been my senior, now is a senior executive at KKR, very successful in his career. And he had gone to Goldman to do exactly the same role, effectively, what at the time was called New Products. And I had known him, I had connected with Craig, and lo and behold, they were looking to fill another position in that area. And it was a point in time, again, where because I was a little slower, I had the opportunity to really reflect and look forward at the opportunities that lay before me at Cravath, which certainly were bright—or at least I thought so, I should say.

I look at Goldman, and honestly, it was much like when I made the move from public accounting to law, and I was enamored by looking at my seniors and what they were doing in their roles. I was very much enamored when I looked at what Craig and others at Goldman, who sat in the seats that I would go to, were doing in terms of the breadth of their practice. That is, not only in terms of the types of transactions they worked on, but I was also very much intrigued by the time frame in which they plugged into transactions and engaged with our corporate clients. And what I mean by that, and still to this day, I find so interesting, is how in banking—as well as in law, although I was perhaps junior in my career and didn't have as much of a realization at the time. But I'll reference this in the banking context: how so often we are planting the seeds with our clients for transactions that they have not yet even thought of. Opportunities they're not aware of, and combinations or separations, right? For that matter, that have real strategic rationale that we are planting the seeds for, and then, obviously, advising our clients on. And I was struck and enamored by that type of practice. Keep in mind, I was a fourth-year tax associate at the time. So that was, for me, I'll call it an oasis of opportunity that lay ahead.

**Len:** Sure, and you're right about this point about, you're sort of on the scene earlier. You know, transaction for me that would be long-lived, that would be on my desk for a long time, might be there for two or two-and-a-half years. And several months leading up to a signing, and then after a signing, a year, or sometimes a year and a half before closing. Doesn't happen all the time, but that's not uncommon. But even a transaction like that, you might be thinking about talking to a client about years before it gets to the desk of the lawyers. And I absolutely understand what you mean, because I'll sometimes get brought into a transaction, I'll say, "Oh, David Dubner and his team have been working on this, and you should call him and get a download." So, David, do you remember what the partners at Cravath said to you when you told them you were leaving? I'm not sure I've ever asked you that question.

**David:** They were disappointed. I think they were surprised. Disappointed. There were those who tried to convince me to reverse course. Keep in mind, and I should say this, I loved the partners I worked for at Cravath, I worked with at Cravath. They were all incredibly top-notch. I had the utmost respect for all of them. So it was very hard, right? It is very hard to leave what was family, at the time. And they were difficult conversations. But, ultimately, I think the realization was I wasn't going to a competitor.

It's not like I was leaving because I was unhappy. I was leaving because, you know, I perceived there to be a great opportunity that if I didn't take advantage of, I would have always regretted. And I think perhaps it may

not have been true, but in my mind, I might have gotten comfortable that, “Hey, if it doesn’t work out, maybe I can call Steve Gordon back and see if there’s still a job for me.” Fortunately, I never had to do that. It was tough conversations, but at the end of the day—and I think this is true as we all get into senior roles in our careers, and people leave as they undoubtedly do for other opportunities. At a certain point, you embrace it, you embrace them, and you realize that therein lies opportunities ahead for the practice you’re sitting in because for me, now sitting at Goldman, I’m able also to engage and continue to engage with Cravath on co-advisory assignments, as well as other law firms.

**Len:**

That’s right. And a personal note about my own career: I mean, I looked up in early 2007 as a second-year associate, and now a lot of the really great, talented mid-levels were gone. They had gone to these kinds of jobs like you had gone to, and all of a sudden, I think Lauren was a seventh-year associate about to make partner, and I think there may have been one other associate between her and me in the ranks. It was very busy, and there weren’t a lot of us. And that meant a couple of things for my career. And it wasn’t just like, who else are they going to make partner? Just stick around and you’ll make it. That’s not how it works. But I did get to see a lot of different transactions that I probably wouldn’t have gotten to do, the sort of tasks on that I ended up doing, by reason of the fact that there was a little bit of a hole in the middle of the Tax Department because of these departures.

So, one of the things we’ve been talking about in the episodes we’ve been recording, David, has been serendipity in careers. And here we have an example of sort of serendipity where this macro thing was happening in the marketplace that attracted you to do something different, and at the same time, for me four years behind you, this serendipitous thing was happening where runway was clearing out in front of me at Cravath to be able to do different tasks. And I think that kind of fortune is worth noting for other people listening, that sometimes your career takes paths you can’t expect and doors open up that you can’t quite recognize. So, David, you leave Cravath in 2006, and you start at Goldman. What were those first couple of years like? I remember, of course, that they were busy years until 2008 happened, but tell us about what that was like and about how the 2008 financial crisis affected the work you were doing each day?

**David:**

Those early days were stressful. It was a new career, new disciplines that I needed to learn, and as I was saying earlier, I was able to fall back on knowledge of law, of tax accounting, but ultimately had to very quickly get up to speed on the world of corporate finance and capital structure and various disciplines that sit within our financing group and investment bank. And that was a stressful time, a lot of self-study, if you will.

I’m very thankful for mentors, other associates, VPs and analysts at the time at Goldman who were extremely helpful to me. I think it’s true of everyone who I think achieves any success in their career—it takes a village. And for me, I found that village at Goldman in the form of those supporters.

So, again, I took that time, and this is now ‘06, ‘07, to get up to speed. I sat in, at the time, what we called our New Products group, which sat in the Financing group. So, effectively thinking about our structured IPOs, our structured security offerings, flavors of convertibles at the time, as well as our regular way M&A business: you know, spin-offs, split-ups, joint ventures, cross-border M&A. It was all coming at me very quickly, and it was daunting at the time. I would say to your point, Len, that slowed when we hit 2008.

The financial crisis came, and instead of stress, it was a lot of nervousness. I remember sitting in my kitchen with my wife when Lehman was collapsing, watching employees carry their boxes out on CNBC, and saying to my wife, “They’re gonna call my number soon enough, right?” You know, rounds of layoffs, as there were at all institutions. And that was a very stressful, in a different way, time period, but also opportunistic, right? From the standpoint of financial advisory, because with every downturn lies opportunity.

Much like we have seen with the pandemic, if you rewind the tape back to 2008, there was a tremendous focus on liquidity and shoring up balance sheets. And as a result, there were a lot of creative financing structures that could be brought to bear.

**Len:**

So, David, it’s obviously been an unusual year with the pandemic and the disruptions in society, and also in the financial world. Now we have a new presidential administration and the prospect of new laws, as well. Tell us what trends you’re seeing in your practice right now, and what you think is likely to be hot for a while.

**David:** Sure. I'll mention a couple. Right now, the hottest topic—an area that I'm spending most of my time on—relates to SPACs. Which is special purpose acquisition vehicles, for those who aren't familiar. And these are essentially a new genre; although, actually, it's not that new. It's been around for a long time. But public companies, entities that go public and raise what is effectively a blind pool of capital, to seek out an M&A transaction.

**Len:** Just a box of cash.

**David:** Exactly. It's a box of cash searching for an M&A transaction. So where I'm spending my time is very much thinking about the de-SPAC transaction. All these SPACs that now have to find a partner and effectively engage in that merger and acquisition activity. How do we advise both the SPACs as well as the sellers: the private equity firms, the corporates, the venture capital firms who have the assets that will be sold to the SPAC. How do we advise them both and effectively create win-win outcomes? Depending on the side we're on: buy-side, sell-side transactions.

**Len:** Let me ask you about the general dynamic in that type of deal, though. I mean, the SPACs are formed, they're boxes of cash. In the normal course, if they don't do an M&A deal within a certain amount of time, they have to return their cash to their investors. So, what pressures is that going to put on the marketplace where you have a lot of boxes of cash? A lot of 'em, looking for deals? Does that mean sellers are likely to get better deals because there's all this money with a clock on it that's chasing them? Or does it mean something else?

**David:** It's a great question. I will tell you that the terms of these transactions are becoming, in many cases, more seller-friendly. Len, to your point, now it's going to vary based upon the negotiating leverage and the attractiveness of the seller.

**Len:** Very interesting. We're seeing tons of SPAC work, and also clients just calling to say, "Can you tell us a little bit about this stuff?" And so, you know, we're talking to clients about the transactions, even if, in the end, they don't end up doing them, just because they want to make sure they understand what they're seeing. What else are you seeing?

**David:** More of a focus in and around environmental, social and governance principles. ESG. That is a big area of the firm. A big focus of, broadly, M&A. What I mean by that is, ESG is not only just a principle or a nice thing to talk about. We are seeing that companies that score higher on ESG metrics, that are more forward-leaning on environmental footprint, social impact and governance, do better. Have a lower cost of capital, provide for higher returns to investors. So there is a linkage, right, between ESG and shareholder return. And equally importantly, it attracts investment dollars.

The number of investment firms, investment funds that are tracking ESG or investing alongside ESG principles, Paris Climate Accord principles, is growing and is significant and substantial. As a result of that—as we think about our M&A practice, and you see this more in Europe, but increasingly becoming topical here in the U.S.—sustainability footprint. And as you think about that, your portfolio mix, and how you think about divestitures and acquisitions changing that sustainability footprint, is a very important thematic. And one, candidly, that I think we will continue to see growing focus on ahead.

**Len:** One of the things we've spoken about that's a big difference between what you do now and what you did when you were a lawyer is that you're not giving legal advice anymore. You're not even giving tax advice. Your advisory services are much broader now. And can you talk about how you think about being an advisor to clients in the way you are at the bank, versus the way you were being a legal advisor at a law firm?

**David:** Sure. And you're absolutely right, Len, I don't practice tax law any longer. I don't practice public accounting, nor do I put myself out as providing that advice to our clients. What I do do, though, is those are kind of in my DNA, if you will, as you mentioned. Coming up in both in my education and early career, and that informs how I think. And that informs judgment. And, to your point, how I approach my practice now, it is very much understanding the strategic direction of our clients. So, you know, pick any specific client where we are building relationship or getting engaged. It's trying to understand, what's the strategic focus? What is the portfolio mix that that company has? Where are they trying to go? What is core, what is not core? What does their balance sheet look like, and their capital structure and their credit rating? Where may they want to go?

And how do we effectively think about bridging that gap or marrying up that corporate finance capital structure side with the strategic M&A side, for that particular client?

**Len:** So, after several years in this New Products group, this group that sort of had you join it on the basis of your tax expertise and your tax experience, I know you did something different within the bank. You moved to another group. That's another path that you probably did not expect, a path that made itself available to you, and a different type of advisory work. What was that?

**David:** One of the special things about Goldman is our practice is so diverse and so broad, that there really are many opportunities, I'll say, to reinvent yourself or to try different areas of practice. And for me, that was in the context of shareholder activism. I'll call an anti-rate, anti-activism practice. And how I think about that is, I had spent many years advising our clients on structured M&A transactions. And very often, structured M&A transactions can arise because of corporate activism. Because shareholder activists come into a shareholder register and agitate for change. And very often—in fact, roughly half of those times—that change relates to M&A or the portfolio.

**Len:** Sell off unwanted divisions or divisions that are unprofitable or have different metrics, that kind of thing?

**David:** That's exactly right. So I was on the back end of what were very often activism campaigns. And at the time, the firm asked me to pick up and move into our activism advisory practice. Where the function essentially was working with our corporate clients to understand what the risks were, how they thought about what I'll call fire drill planning within their portfolio. Kind of an outside-in vulnerability analysis, to understand how they could best position themselves not only to perform going forward, but also best position themselves to manage and deal with what could be shareholder activist campaigns, that could arise at that company.

And, again, our practice is less so on how do we thwart or defeat activists. It's more how do we help our clients achieve really the best versions of themselves that they want to be, so that when and if a shareholder activist comes in the register, they're prepared to understand exactly what the strategic direction is, what portfolio moves they should make, shouldn't make, because they've already studied them. Their boards have already analyzed them. So there's really—you wanna be in a position where an activist is not suggesting something new or novel that you haven't thought of.

Rather, in our activism practice, we're educating our clients and working with them as part of our broad corporate advisory practice on what is the art of the possible. What is strategic. What is not. And therein lies, if you will, the base case for what we'll call fire drill planning.

**Len:** So, it's similar type of work, actually, in terms of trying to get clients to understand how to optimize their plans, how to optimize their financial structures, but within a slightly different context of shareholder activists threatening to take over boards. Or otherwise kind of making noise and forcing management to do this stuff, instead of doing it in a more self-directed way. Does that sound right to you?

**David:** That's exactly right. And that, coupled with the knowledge of all the players and the activists, hedge funds, constructivists, and now ESG-related investors, understanding all the different players' objectives and desires, and working with our clients to understand what that means in terms of their positioning.

**Len:** We're talking to David Dubner, a Partner and Managing Director, and the Global Head of M&A Structuring in the Investment Bank at Goldman Sachs. So, David, I know you did the activism work in that group for several years. And then in your career, changed paths I think in a way that you also could not have anticipated again, and you went back to the group that you'd come from, and this time as the boss, as the head of the group. So why don't you tell us how that happened?

**David:** In life and careers, there's a lot to say about, you know, luck and timing and for me, I had been at the time the co-head of our activism practice in the Americas, and again, I loved what I was doing. It's kind of a thematic, I feel, of my career. I've always loved what I've done. But, you know, yet another opportunity comes along and you take advantage of that. For me, there was an opening to again come in and head the group that I had started in, which had been renamed many times, but was M&A structuring, and that was a result of personnel changes within the bank. Which created an opportunity for me to come in and lead the team that I

had worked with for many years prior to having moved into the activism group. And it was really a special opportunity. For me, it was a bit like coming home to people I had grown up with within Goldman, and to a, I'll call it a core set of advisory principles and practice areas that I had also grown up in, at the bank. It was a welcome change when that happened, and I've been embracing it ever since.

**Len:** A question I haven't asked a lot of our guests is what do you look for when you're hiring people for your group? I take it, you're still hiring people from tax departments at law firms. I know we've sent some of our associates to your group in the past few years, but what in particular are you looking for in terms of characteristics or skills that you think would make someone successful in your group?

**David:** You're absolutely right. We do continue to hire lawyers, but we also hire non-lawyers. So we do hire right out of undergrad as well. If I think about the traits in my mind that I look for, it is one, intellectual curiosity. Right? Which is, I think, generally true of people who practice tax law.

In general, you're just curious. You wanna probe, ask questions as to why, the how, and you don't take things at face value. I think that is a core characteristic that I look for. And then for those that have been in a career already, that have been practicing, we also very much want to see creativity. In the way one approaches transactions, situations. That is, and I'll go back to the reference I made earlier: there's a plain vanilla, and there's alternatives to the plain vanilla. And I think in the group I sit in now, we very much want to be knowledgeable on and focus on the alternatives, the creative alternatives that are available to achieve a specific objective. Because I think that both the intellectual curiosity and the creativity, in my mind, position someone very well for our team.

**Len:** A related question, but slightly different is what do you think the most effective tax advisors do well? You've seen tax advisors of all different stripes, U.S. law advisors, foreign law advisors, lawyers, non-lawyers, junior lawyers, senior lawyers. What do you think are the characteristics that they share in terms of their effectiveness?

**David:** So, for me, I will say being commercial, highly commercial, is the key attribute I look for or I very much value, in the tax lawyers that I work closely with. And it's not just tax lawyers, it's corporate lawyers, employee benefits lawyers, as well, on transactions.

**Len:** Let me ask you to explain what you mean by that. I know what you mean by that. But what do you mean when you say commercial?

**David:** Sure, so I'll give you an example. This is the transaction: the client is trying to do X, and we're the bank, XYZ law firm is our co-advisor, you know, XYZ PR firm. And an example of not being commercial is a tax lawyer says, "Nope, doesn't work. Can't do that."

**Len:** Hangs up the phone.

**David:** "I see problems everywhere I look. No to every question you have. I only see no, and you can't achieve that objective." Versus, Len, to compliment you and the others at Cravath and many other partners at law firms we work with, it's different. It's, well, that may not work in that way, but there is another way to view it. Or it's said differently. And it's tax lawyers that very much want to dig into, what is the client seeking to achieve? Why are they seeking to achieve it? And then, perhaps, I'm going to think of something that you bankers and you client weren't even thinking of; didn't even know. And we're going to put a new spin, no pun intended, new spin on that idea to make it work that. That I very much value.

**Len:** I might say, you know, OK, I understand what your client's trying to achieve, and what I'm about to suggest is a little different than that. But do you think it might work if we did Y? Or Z? And you could say, I don't think they're going to like it because of this feature here, but let me throw something back at you. Let me see if we can tweak it to make it a little bit like Y. And those kinds of discussion end up being pretty valuable exchanges. But it all starts with an openness on both sides, to understand what the client is trying to achieve as a business or financial matter on the one hand, and also what the law says, on the other hand, and your legal experience gives you a lot of open mindedness and understanding.

I also admire when a client will come to me and say, we were just speaking to Dubner, and he told us that we needed to talk to you about this particular point, because he knows that there are issues here and he wants to make sure that they have the benefit of Cravath's view on this particular issue. Having your eyes and ears out there on calls and meetings that we're not participating in all the time is very useful, and I know the clients benefit from it as well.

So, you're 20 years out of law school or so, you're doing these amazing things in a non-law career. What would you say to law students who are listening to this episode, thinking "I want to be doing what David Dubner is doing in 20 years." What advice would you have for people like that?

**David:** I would say soak up the experience, right? Whatever you choose to do out of law school, going to a law firm, going to a bank; there's no wrong answer, by the way. But what I would say is commit yourself fully to whatever it is you do. Embrace it. Understand it at the deepest level.

And also—I'm not sure I had as much of an appreciation of this point when I was going through it—embrace each transaction you work on. It may seem at the time as a mundane exercise, or not sexy in a transactional sense. But some of those experiences lay the foundation for what will come. And keep in mind, I will tell you, you want a very strong foundation for your future career.

So, therefore, you're going to come in, again, to a law firm, to a bank, to any other discipline and work really hard. Put in really long hours, as we all did, and build that strong foundation in whatever discipline that you're focused on. And that will bode very well for your future, whether it's a path that I traveled or a path, Len, that you're traveling.

**Len:** That's great advice. I particularly like the way of thinking about it in terms of collecting experiences. There's a temptation to collect stuff. You know, houses or cars or watches or something like this. And that's neat, sometimes.

As I see my children growing up and having interesting experiences, I'm sort of forced to reflect that sometimes the experiences you have are more rich, whether it's traveling or working on an interesting transaction or trying a new restaurant or hiking one afternoon in the woods. The experiences themselves are things that are really worth collecting.

So that actually leads me to the end of our talk, where I want to ask you, what you do in the few hours when you're not working? I mean, it's obviously been a tricky year for everyone, generally, stuck at home with limited opportunity to travel or do other things. But, what do you like to do in your spare time?

**David:** So, in my spare time—and I wish I had more of it—I have three great kids, so I try and spend time with them. Try and get out doing, really, any activity with them. Whether it's skiing, playing sports, a lot of watching movies now, because we're all at home in the COVID environment. Board games. It's really all of the above. And otherwise, if I can get my, I'll call it daily, it doesn't end up being daily, but if I can get my daily workout in, that just makes my whole day. I really need that morning pre-work workout. For me, is all I need in a given day. I'm a happy person.

**Len:** It really made me get through the pandemic with a little bit better mental health, to be able to work out in the morning and to go for long runs. And, of course, not having to commute. And I know you commute, too, from the suburbs. Saves a lot of time. What do you like to do to work out? Do you go out for runs? Or do you go for bike rides? Or do you do the Peloton? What is your go-to activity?

**David:** So, we built a home gym. And in my home gym, I have a treadmill, a Peloton, an elliptical and a functional trainer. As well as, I have the Mirror, but I don't really use that. I should. I try and vary it up. Basically, I run more often than anything else. Just 'cause it's so invigorating for me to run. It sounds like you, as well. When I'm injured, I do the elliptical 'cause it's easier. And I mix the Peloton in, every so often. And it's cardio, I love it. I love getting a good sweat going. It just makes me feel good.

**Len:** You really do feel the difference on the days when you don't do that, and you're sitting on hours and hours of calls, and you feel like you just can't, you can't move your muscles, right?

**David:** Especially. Hours and hours of calls, and eating and eating and eating. That's exactly right.

**Len:** That's right. Well, David Dubner, it's always great to talk to you and it's nice to catch up in an environment like this. So thank you for agreeing to join us on the podcast.

**David:** Len, thank you so much for having me.

**Len:** You're welcome. Good luck, we'll see you on a deal soon.

**David:** Take care, Len. Thanks.

**Len:** That's all for this episode of On Tax—A Cravath Podcast. You can find us online at [cravath.com/podcast](http://cravath.com/podcast), and don't forget to subscribe on iTunes, Google Play or Spotify. I'm your host, Len Teti. Thanks for listening.

