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2021 DEALMAKERS OF THE YEAR



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WHEN RESTRICTIONS BORN OUT OF

the pandemic started to take hold, lines at grocery stores were long and restaurants were shuttered to diners. So the world turned to takeout, often utilizing services like Grubhub to facilitate the sale.

At the time, Grubhub was in the midst of a transaction that already presented several issues to navigate multiple potential buyers, cross-border concerns, a triple-listing, questions about valuation and a rapidly changing health, political and business climate.

When Grubhub went on the market, it was engaged with two potential suitors, ultimately signing a deal in June 2020 with recently formed international player Just Eat Takeaway, or JET. The \$7.3 billion all-stock transaction was the first major public company M&A deal in the U.S. since COVID-19 hit.

Laura Sullivan of Kirkland & Ellis had represented Grubhub since its first public acquisition in 2016. Having that intimate knowledge of Grubhub's business was essential to getting this deal done in a remote environment, she says.

Sullivan had to get creative with risk allocation in structuring the deal. While it was clear the company's services were in high demand during the pandemic, it was hard to predict whether restrictions might get tighter or if it would fall out of vogue when restrictions loosened. But 15 days after a merger agreement was delivered to JET, the deal was signed and is expected to close by midyear. Knowing the client's business, not just the market, was critical to seeing the headwinds and tailwinds impacting the deal and allowing the lawyers to be creative in their deal-making, Sullivan says.

"The entire deal team on both sides had to adapt their ways of working to the remote environment," says JET counsel G.J. Ligelis Jr. of Cravath, Swaine & Moore. "While we were never able to get everyone in a room for a final push to sign, the teams made full use of videoconferencing and good old-fashioned conference calls to work to a very challenging timeline and difficult background circumstances."

For Ligelis, the deal meant navigating the securities laws and cross-border issues created by JET being listed in the U.S., the U.K. and the Netherlands. Once completed, the combined entity will be the largest food delivery service outside of China.

Members of the deal teams were more than familiar with each other's Zoom backgrounds by the end of negotiations. While they couldn't have a traditional war room, working from home sped things up in other ways, Sullivan says. And they looked to replicate that team environment where possible, including the use of a 24-hour-a-day Zoom room open to the Kirkland team to join calls and brainstorm.

The typical dinner out to celebrate a deal's signing was also a no-go, thanks to COVID. So what did the Kirkland team do instead? Order a fancy dinner delivered by Grubhub, of course, and dine together by Zoom light. —GINA PASSARELLA

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