

Rising Star: Cravath's Michael E. Mariani

By Tom Zanki

Law360 (July 10, 2020, 3:15 PM EDT) -- Cravath Swaine & Moore LLP partner Michael Mariani has guided several watershed deals in his career, including steering IBM's massive \$20 billion bond to fund its acquisition of Red Hat and JPMorgan on a landmark SOFR-linked notes deal, earning him a spot among the capital markets law practitioners under age 40 honored by Law360 Rising Stars.

ON HIS BIGGEST DEAL:

IBM agreed to pay \$34 billion in 2018 to acquire open source software developer Red Hat Inc., reshaping the market for cloud services. Mariani represented IBM on a \$20 billion bond offering, the company's first-ever acquisition financing, to help fund the deal. The multilayered bond offering, consisting of fixed and floating rate notes, closed the following May.

"I have worked for IBM on a number of other financings. But this was IBM's first true acquisition financing that they have done, which makes things interesting and a bit different," Mariani said.

"We worked to make sure they understood the wrinkles that typically arise in connection with acquisition financing to ensure the whole team was ready to execute the bond offering quickly and efficiently," he added. "Obviously, it's a big transaction. The last thing you want is some last-minute hiccup holding up execution."

ON HIS PROUDEST MOMENT:

Mariani joined Cravath in 2009 and was elected a partner in 2017, a milestone he recalls with pride.

"Joining the partnership was a really humbling and rewarding experience," Mariani said. "Growing up as an associate, working every day side by side with Cravath partners, I was always impressed by the people in the building and the skills and the abilities of partners."



Michael E. Mariani
Cravath

Age: 38
 Home base: New York
 Position: Partner
 Law school: Columbia Law School
 First job after law school: Associate at Cravath

"It's certainly a small partnership. So it's nice to be able to join in and continue the tradition," he said.

ON WHAT MOTIVATES HIM:

The challenge of overcoming unanticipated obstacles every day fuels Mariani's motivation to succeed.

Apart from steering capital markets transactions, Mariani also advises clients on disclosure matters, corporate governance and mergers and acquisitions. His varied training enables him to handle a wide range of tasks, many of which arrive unexpectedly.

"I enjoy not knowing exactly what issue or problem is going to come up on any given day or any given deal. The only thing I know is my day will not end up how I expected in the morning," Mariani said.

"The training you get as an associate at Cravath, going through all the rotations, puts you in a really good position to be able to handle whatever questions come up," he added.

ON WHY HE'S A CAPITAL MARKETS ATTORNEY:

Before he knows what advice to give, Mariani must first delve into the company's inner workings, which is an education in and of itself.

"I enjoy getting to know the ins and outs of a company and understanding how the company works, what drives its profits and where the risks might be," he said. "Understanding the business is important to be able to make the difficult disclosure determinations that you are often called to do as a capital markets attorney. Understanding the business allows you to give better advice."

OTHER NOTABLE DEALS HE'S WORKED ON:

Being a capital markets attorney allows Mariani to work with a company as it matures, such as real estate investment trust CyrusOne Inc. Cravath has represented the data center owner since its inception in 2013 and Mariani has guided CyrusOne on its high-yield bonds, which are speculative debt offerings. In December 2019, he advised CyrusOne on its first sale of investment-grade bonds, the highest credit ranking for debt.

"It's nice to be able to follow corporate clients as they change and evolve over time," Mariani said.

Mariani has also served as underwriters' counsel for a range of securities offerings by JPMorgan, including its first SOFR-linked notes offering in 2019. SOFR is the Federal Reserve's Secured Overnight Financing Rate, which is expected to replace Libor, or the London interbank offered rate, and become the key interest rate for floating rate debt instruments.

"JPMorgan is always on the cutting edge of things and they were one of the first companies to go to market with a SOFR-linked notes offering," he said. "It was really a great experience helping to review and develop terms for a market that is still developing."

— As told to Tom Zanki

Law360's Rising Stars are attorneys under 40 whose legal accomplishments belie their age. A team of Law360 editors selected the 2020 Rising Stars winners after reviewing more than 1,300 submissions. Attorneys had to be under 40 as of April 30, 2020, to be eligible for this year's award. This interview has been edited and condensed.

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