



Thomas E. Dunn

PARTNER, CORPORATE

tdunn@cravath.com

New York
+1-212-474-1108

Thomas E. Dunn has a diverse corporate practice encompassing mergers and acquisitions, private equity, joint ventures, restructurings, corporate governance and securities-related matters.

Mr. Dunn's clients have included Ashland, Viatris, Stanley Black & Decker, Lindsay Goldberg, Altra, Genpact, Chemed, Corteva, IFF, Radius Global Infrastructure, binderholz Group, Robinhood, Scientific Games, FactSet, Ripplewood Associates, Hertz, Cox Enterprises, Pentair, Forward Air, Bristol-Myers Squibb, J.Crew, Barnes & Noble, Gerber Scientific, Terra Industries, Jones Apparel Group, Alcoa and Perry Capital.

Mr. Dunn has also represented numerous companies in defending against hedge fund activism. Recent examples include representing Corteva in its agreement with Starboard; Forward Air in its cooperation agreement with Ancora; Ashland in its proxy contest and subsequent settlement agreement with Cruiser Capital and in its

response to JANA Partners' acquisition of approximately 8.4% of its outstanding shares; Barnes & Noble in its successful proxy contest with Ron Burkle and Yucaipa; and Chemed in its successful proxy contest with MMI Investments.

Mr. Dunn's assignments include representing:

- Mylan in its \$50 billion combination with Upjohn, a division of Pfizer, to form Viatris, its \$9.9 billion acquisition of Meda, its successful takeover defense against Teva's \$40 billion hostile bid, its \$35 billion offer to acquire Perrigo and its \$5.6 billion inversion acquisition of Abbott Laboratories' non-U.S. developed markets specialty and branded generics business;
- Ashland in the sale of its nutraceuticals business to Turnspire Capital Partners, the \$1.65 billion sale of its performance adhesives business to Arkema, its \$660 million acquisition of Pharmachem, the tax-free separation of its Valvoline business, the \$1.8 billion sale of Ashland Water Technologies to a fund managed by Clayton, Dubilier & Rice and its \$3.2 billion acquisition of International Specialty Products;
- FactSet in its \$246.5 million acquisition of LiquidityBook; its acquisition of Irwin; its \$1.925 billion acquisition of CUSIP Global Services from S&P Global; its \$205.2 million acquisition of BISAM; the \$165 million sale of its Market Metrics business to Asset International; a portfolio company of Genstar Capital; and its \$265 million acquisition of Portware;
- Iris Financial in its combination with Younited;
- Forward Air in its combination with Omni Logistics, creating a \$3.7 billion company;
- Radius Global Infrastructure in its \$3 billion acquisition by EQT Active Core Infrastructure and PSP Investments;
- IFF in the \$220 million sale of its Flavor Specialty Ingredients business to Exponent;
- Altra in its \$5 billion acquisition by Regal Rexnord, the \$325 million sale of its Jacobs Vehicle Systems business to Cummins and its \$3 billion combination with four operating companies from Fortive's Automation and Specialty platform;
- Lindsay Goldberg and its portfolio companies in connection with multiple transactions, including the sale of Pixelle to H.I.G. Capital, Pixelle in its \$400 million acquisition of specialty paper mills from Verso and its acquisitions of the carbonless rolls and security papers business from Appvion Operations and the specialty paper business Rollsource from Veritiv, its \$360 million acquisition of the Specialty Papers Business Unit of Glatfelter and ECS Federal in its \$775 million sale to On Assignment;
- Stanley Black & Decker in its \$375 million acquisition of Excel Industries, its \$234 million acquisition of a minority stake and \$1.6 billion acquisition of the remaining stake in MTD and its acquisition of the Craftsman brand from Sears;

- Robinhood in its initial public offering;
- Scientific Games in the proposed acquisition of the remaining 19% equity interest in SciPlay at an approximate \$1.9 billion valuation;
- binderholz Group in its acquisition of substantially all of the assets of Klausner Lumber One and Klausner Lumber Two through 363 sales;
- AP WIP Investments in its \$860 million acquisition by Landscape Acquisition;
- Chemed in Roto-Rooter's \$120 million acquisition of HSW's franchise operations and Western Drain Supply;
- Aptuit in its \$300 million sale to Evotec, the \$60 million sale of its sterile manufacturing business and solid-state chemistry business to Albany Molecular Research and the \$407 million sale of its CTS business to Catalent;
- the Schulz family in the \$178 million sale by DHX Media of a 45% stake in its interest in "Peanuts" to Sony Music Japan, the \$345 million sale by Iconix of its entertainment division, including an 80% controlling interest in "Peanuts," to DHX Media and their \$175 million acquisition, in partnership with Iconix, of the "Peanuts" brand and related assets from United Features Syndicate and E.W. Scripps;
- Associated Partners in its \$409 million sale of PEG Bandwidth to Communications Sales & Leasing and a \$100 million minority investment by KKR & Co. in four of its wireless infrastructure businesses;
- Genpact in a \$1 billion investment by Bain Capital;
- Pentair in its \$10 billion Reverse Morris Trust combination with Tyco Flow Control;
- Gerber Scientific in its \$281 million leveraged buyout by Vector Capital;
- the special committee of the J.Crew board of directors in the \$3 billion leveraged buyout by TPG and Leonard Green;
- Terra Industries in its \$4.7 billion sale to CF Industries;
- Jones Apparel Group in its acquisition of Stuart Weitzman;
- RHJ International and its portfolio company, Asahi Tec, in connection with the restructuring of Metaldyne and RHJ International in its reorganization from Ripplewood Holdings' private equity fund in Japan into a public company listed in Belgium;
- Bristol-Myers Squibb in its \$2.4 billion acquisition of Medarex, its \$4.7 billion bid for ImClone, its \$4.1 billion sale of ConvaTec, the \$660 million sale of its consumer medicines business and \$385 million sale of its adult

nutritional business to Novartis, its \$7.8 billion acquisition of DuPont Pharmaceuticals, its sale of Matrix Essentials to L'Oreal and its spin-off of Zimmer;

- Alcoa in the \$2.7 billion sale of its packaging and consumer business to Rank Group;
- Ripplewood Holdings in the \$352 million sale of Supresta to Israel Chemicals, its joint venture investment in AirCell, its €600 million acquisition of Honsel International Technologies from the Carlyle Group and its €230 million acquisition of Akzo Nobel's phosphorous chemical business;
- Perry Capital, Marathon Asset Management, D.E. Shaw and Tennenbaum Capital Partners in connection with their formation, together with Bear Stearns Merchant Banking, of Doral Holdings, which in turn acquired 90% of Doral Financial Corporation for \$610 million;
- Asahi Tec in its acquisition of Metaldyne;
- WPS Resources in its \$1.6 billion acquisition of Peoples Energy;
- Renal Care Group in its \$4 billion acquisition by Fresenius Medical Care;
- Roto Rooter in its \$410 million acquisition of Vitas Healthcare; and
- OfficeMax in its \$1.2 billion acquisition by Boise Cascade.

Mr. Dunn has been repeatedly recognized by *IFLR1000* as one of the country's leading practitioners in both mergers and acquisitions and private equity, by *Lawdragon* in its lists of the "500 Leading Lawyers in America" and the "500 Leading Dealmakers in America," and by *The Legal 500 US* for his work in mergers and acquisitions and private equity. His work on behalf of Altra in its \$3 billion combination with four operating companies from Fortive's Automation and Specialty platform was featured by the *Financial Times* in its annual FT North America Innovative Lawyers 2018 report. Mr. Dunn is the former Chairman of the Board of Trustees of Greenwich Academy and is a member of the Board of Trustees of Western Reserve Academy and the Board of Directors of MFY Legal Services.

Mr. Dunn was raised in Erie, Pennsylvania. He received a B.A. from the College of William & Mary in 1987 and a J.D. *summa cum laude* from Duke Law School in 1992, where he was Senior Editor of *Law and Contemporary Problems* and was elected to the Order of the Coif.

Mr. Dunn joined Cravath in 1992 and was elected a partner in 1999. He practiced in the Firm's London office from 1995 to 1997.

EDUCATION

- J.D., 1992, Duke Law School

summa cum laude

- B.A., 1987, The College of William & Mary

ADMITTED IN

- New York

PROFESSIONAL AFFILIATIONS

American Bar Association

New York City Bar Association

ORGANIZATIONS

Greenwich Academy

- Chairman, Board of Trustees, 2016-2019
- Board of Trustees, 2011-2019

MFY Legal Services

- Board of Directors

Western Reserve Academy

- Board of Trustees
- Board of Visitors, 2006-2016

RANKINGS

IFLR1000

- Mergers and Acquisitions - US (2024-2016)
- Private Equity - US (2024-2016)

Lawdragon

- 500 Leading Lawyers in America (2019, 2018)
- 500 Leading Dealmakers in America (2024-2021)

The Legal 500 US

- M&A/Corporate and Commercial: Large Deals, \$1bn+ (2020, 2018)
- Private Equity Buyouts: Large Deals, 500m+ (2024)