



Jonathan J. Katz

PARTNER, EXECUTIVE COMPENSATION AND BENEFITS

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Jonathan J. Katz advises clients on a wide range of executive compensation and human resource-related matters. His transactional practice involves advising on mergers and acquisitions, divestitures, spin-offs, joint ventures and private equity transactions. He also regularly counsels both corporate and individual clients on the design, negotiation and implementation of employment agreements and incentive compensation programs. Additionally, Mr. Katz handles securities law compliance matters relating to executive compensation, including new and evolving regulatory matters, such as clawback rules, pay vs. performance disclosure and related matters. Mr. Katz has represented numerous founders and high-profile executives in compensation-related matters.

Mr. Katz's clients have included the Aquarion Water Authority, Ashland, Atlas Air, Banco Santander, BDT Capital Partners, Biogen, Brookfield, Canadian National Railway, CardWorks, Daily Mail, Disney, Eurazeo, IBM,

Johnson & Johnson, Kenvue, Kraft Heinz, Lindsay Goldberg, Northrop Grumman, Novartis, Robinhood, Time Warner, Unilever, US Foods, Valvoline and Viatris.

Mr. Katz's notable transactions include representing:

- Paramount's special committee in the pending \$28 billion merger with Skydance;
- CymaBay Therapeutics in its \$4.3 billion acquisition by Gilead Sciences;
- Disney in its \$85 billion acquisition of 21st Century Fox, overcoming an interloper bid by Comcast to its original \$66 billion agreement; the \$10.6 billion sale of the Fox Regional Sports Networks to Sinclair; the \$3.47 billion sale of its interest in the YES Network to an investor group including the Yankees and Sinclair; the pending combination of its Hulu + Live TV business with Fubo; ESPN's proposed joint venture with Fox and Warner Bros. Discovery to launch Venu Sports; and the sale of Fox TeleColombia & Estudios TeleMexico to ViacomCBS;
- Robinhood in its IPO and its \$300 million acquisition of TradePMR;
- CardWorks in its acquisition of Ally's credit card business;
- H.J. Heinz Company in its \$60 billion merger with Kraft Foods Group to create The Kraft Heinz Company;
- Viatris in its divestitures totaling \$6.94 billion in value, including the \$3.335 billion combination of its biosimilars portfolio with Biocon Biologics and the divestitures of its Over-the-Counter, Women's Healthcare and Active Pharmaceutical Ingredients businesses, its \$750 million acquisitions of Oyster Point and Famy Life Sciences and its global research and development collaboration with Idorsia;
- Mylan in its \$50 billion combination with Upjohn, a division of Pfizer, to form Viatris, its proposal to acquire Perrigo in a transaction valued at approximately \$35 billion, its \$9.9 billion acquisition of Meda and its \$5.6 billion inversion acquisition of Abbott Laboratories' non-U.S. developed markets specialty and branded generics business;
- Canadian National Railway in its proposed \$33.6 billion combination with Kansas City Southern;
- Johnson & Johnson in the IPO and separation of Kenvue, its \$30 billion acquisition of Actelion, its \$16.6 billion acquisition of Abiomed, its \$6.5 billion acquisition of Momenta, its \$4.325 billion acquisition of Abbott Medical Optics, its \$3.4 billion acquisition of Auris Health, the \$2.8 billion sale of its Advanced Sterilization Products business to Fortive, the \$2.1 billion sale of its LifeScan business to Platinum Equity and the \$1.045 billion sale of its Codman Neurosurgery business to Integra LifeSciences;
- IBM in multiple transactions, including its acquisition of Accelalpha, its acquisition of Polar Security, its acquisition of StepZen, its acquisition of Octo from Arlington Capital, its acquisition of Databand.ai, its

acquisition of Randori and the sale of its healthcare and data analytics assets, part of the Watson Health business, to Francisco Partners;

- Viacom's transaction committee in the \$30 billion merger with CBS;
- Biogen in its \$7.3 billion acquisition of Reata Pharmaceuticals and its \$1.25 billion settlement and license agreement with Forward Pharma;
- The Snyder family in the \$6.05 billion sale of the NFL's Washington Commanders to a partnership led by Josh Harris;
- Cameron International in its \$15 billion sale to Schlumberger and in the creation of the OneSubsea joint venture with Schlumberger;
- Starwood Hotels in its \$13.3 billion sale to Marriott International;
- Northrop Grumman in its \$9.2 billion acquisition of Orbital ATK and the \$3.4 billion sale of its federal IT and mission support business to Veritas Capital;
- AveXis in its \$8.7 billion acquisition by Novartis;
- Brookfield and its affiliates in Brookfield Renewable's strategic partnership with Cameco to acquire Westinghouse for \$8 billion, the \$3.8 billion acquisition of a controlling stake and \$1.58 billion acquisition of the remaining stake in TerraForm Power and the \$1.3 billion acquisition of TerraForm Global;
- Alere in its \$8 billion sale to Abbott Laboratories;
- GW Pharmaceuticals in its \$7.2 billion acquisition by Jazz Pharmaceuticals;
- Atlas Air in its \$5.2 billion acquisition by an investor group led by Apollo;
- BDT Capital Partners in connection with the ERISA aspects of structuring BDT Capital Partners Fund II and its related parallel funds and the \$5.2 billion fundraising of capital commitments from over 100 investors;
- Ashland in its \$3.2 billion acquisition of International Specialty Products;
- Valvoline in the \$2.65 billion sale of its Global Products business to Aramco;
- The Aquarion Water Authority in its pending \$2.4 billion acquisition of Aquarion Water Company from Eversource Energy;
- Jones Group in its \$2.2 billion sale to Sycamore Partners;

- Novartis in its \$2.1 billion acquisition of Endocyte;
- Daily Mail and General Trust in the £1.425 billion sale of RMS to Moody's;
- US Foods in its \$1.8 billion acquisition of SGA Food Group;
- New Media in its \$1.4 billion acquisition of Gannett;
- UTi Worldwide in its \$1.35 billion sale to DSV;
- CommScope in its \$1 billion investment from The Carlyle Group as part of CommScope's \$7.4 billion acquisition of ARRIS;
- Route Mobile and its founding shareholders in the ₹59.22 billion sale of a majority stake in Route Mobile to Proximus Group; and
- Unilever in its acquisition of a majority stake in Nutrafol.

Mr. Katz has been recognized for his work in the employee benefits and executive compensation area by *Chambers USA*, *The Legal 500 US*, *The Best Lawyers in America* and *Super Lawyers*. In 2019, he was named a "Rising Star" by *Law360*, recognizing him as one of five outstanding benefits lawyers in the nation under the age of 40. He has also been named by *Lawdragon* as one of "500 Leading U.S. Corporate Employment Lawyers" and has been listed as a Top Employment Lawyer in North America by *MergerLinks*.

Mr. Katz is a recipient of the James H. Fogelson Emerging Leadership Award from the UJA-Federation of New York.

Mr. Katz was born in Philadelphia, Pennsylvania. He received a B.S. from Cornell University in 2003, a J.D. *summa cum laude* from Cardozo School of Law in 2007, where he was Notes Editor of the *Law Review*, and an LL.M. from New York University School of Law in 2013.

Mr. Katz joined Cravath in 2007 and was elected a partner in 2015. He is Co-Chair of the Diversity Committee.

EDUCATION

- LL.M., 2013, New York University School of Law
- J.D., 2007, Benjamin N. Cardozo School of Law
Order of the Coif, Dean's Distinguished Scholar, summa cum laude
- B.S., 2003, Cornell University

ADMITTED IN

- New York

PROFESSIONAL AFFILIATIONS

International Bar Association

ORGANIZATIONS

Law360

- Member, Editorial Advisory Board - Benefits, 2021

RANKINGS

Best Lawyers in America

- Employee Benefits (ERISA) Law (2025)

Chambers USA

- Employee Benefits and Executive Compensation - New York (2024-2021)

Law360

- Rising Star: Benefits (2019)

Lawdragon

- 500 Leading U.S. Corporate Employment Lawyers (2025-2020)

The Legal 500 US

- Employee Benefits, Executive Compensation and Retirement Plans: Transactional (2024-2016)

MergerLinks

- Top Employment Lawyers - North America (2022)

Super Lawyers - New York

- Employee Benefits (2022-2014)

James H. Fogelson Emerging Leadership Award, UJA-Federation of New York, 2023