



Michael E. Mariani

PARTNER, CORPORATE

mmariani@cravath.com

New York
+1-212-474-1007

Michael E. Mariani focuses his practice on mergers and acquisitions, corporate governance and general company representation. He also has significant experience representing companies and investment banks in a variety of public and private financings and disclosure matters.

Mr. Mariani's corporate clients have included Albemarle, Convey Health Solutions, Crown Castle, CyrusOne, Evolent Health, IBM, Johnson & Johnson, Kenvue, Light & Wonder, RELX, Time Warner, Unilever, Weyerhaeuser, Xerox and ZimVie.

Mr. Mariani's notable M&A transactions include representing:

- Light & Wonder in its pending \$850 million acquisition of Grover Charitable Gaming;

- Outbrain in its \$900 million acquisition of Teads;
- Scotiabank in its \$2.8 billion acquisition of an equity interest in KeyCorp;
- Lindsay Goldberg and American Securities in Amentum's Reverse Morris Trust merger with Jacobs' Critical Mission Solutions and Cyber and Intelligence businesses, creating a combined organization with \$13 billion in revenue;
- Convey Health Solutions in its \$1.1 billion take-private acquisition by TPG Capital;
- CyrusOne in its \$15 billion acquisition by KKR and Global Infrastructure Partners;
- Johnson & Johnson in multiple transactions, including the separation of Kenvue, the largest split-off transaction ever, and its \$30 billion acquisition of Actelion;
- IBM and Maersk in Hapag-Lloyd and ONE's integration onto TradeLens, a blockchain-enabled shipping solution;
- Crown Castle in its \$7.1 billion acquisition of Lightower, its \$600 million acquisition of Wilcon Holdings and the \$1.6 billion sale of its Australian operations to Macquarie;
- Xerox in its spin-off of Conduent and in its two settlement agreements with Carl Icahn;
- Weyerhaeuser in its \$23 billion merger with Plum Creek Timber;
- Unilever in its acquisition of Murad;
- Cigna in its proposed \$54.2 billion merger with Anthem;
- Time Warner in its spin-offs of AOL and Time Inc.;
- Flagstone Reinsurance Holdings in its \$623 million sale to Validus Holdings;
- Delphi's special committee in the \$2.7 billion acquisition by Tokio Marine;
- Nalco in its \$8 billion merger with Ecolab;
- Hertz in its \$2.3 billion unsolicited offer to acquire Dollar Thrifty; and
- Biovail Pharmaceuticals in its \$6.5 billion merger of equals with Valeant Pharmaceuticals.

Mr. Mariani has significant experience advising companies in separations. Notable matters include representing:

- Johnson & Johnson in the separation of Kenvue, the largest split-off transaction ever;

- Xerox in its spin-off of Conduent; and
- Time Warner in its spin-offs of AOL and Time Inc.

Mr. Mariani's notable financing transactions include:

- Kenvue's \$4.37 billion IPO, the largest IPO to result from a corporate carve-out by a U.S. company in more than two decades;
- Representing the underwriters in the largest bank bond offering in history at the time (JPMorgan Chase's \$13 billion registered floating rate notes and fixed-to-floating rate notes offering) and in over 60 offerings for JPMorgan Chase, collectively raising over \$175 billion since 2018 alone;
- IPOs and other equity offerings for companies such as Albemarle, BioAtla, Blue Capital Reinsurance, Convey Health Solutions, CyrusOne, DHT Holdings, Diplomat Pharmacy and Kenvue;
- High-yield debt offerings for companies such as Acushnet, Boyne, Chemours, goeasy, J.B. Poindexter, LYCRA, Murphy Oil Corporation, Murphy Oil USA, NCR Atleos, NCR Voyix, Neiman Marcus, TerraForm Global, TerraForm Power, Time Inc., United Rentals, World Acceptance and WW (Weight Watchers); and
- Investment grade debt offerings for Albemarle, Allegion, Concentrix, CyrusOne, Fortive, IBM, JPMorgan Chase, Kenvue, Kyndryl, Mars, The Mosaic Company, Ovintiv, Polaris, Skyworks, Time Warner, Toll Brothers and Zimmer Biomet.

Mr. Mariani has been repeatedly recognized for his corporate work by, among others, *Chambers USA*, *Chambers Global*, *The Legal 500 US*, *IFLR1000* and *Lawdragon*. He has also been recognized for his work in fintech by *The Legal 500 US*. *Law360* named Mr. Mariani a "Capital Markets MVP" for his leadership in "multiple record-setting corporate transactions" and has previously recognized him as a "Rising Star."

Mr. Mariani is a published author and frequent speaker on a broad range of topics related to corporate and securities laws. He also contributes to the conversation at the intersection of securities law, finance and fintech. Mr. Mariani co-authored a paper entitled "Blockchain and Custody of Digital Assets," published by *Thomson Reuters Practical Law*, as well as multiple editions of the United States chapter of *The Legal 500's* "Blockchain Country Comparative Guide," and has participated in events such as TechGC's IPO Forum.

Mr. Mariani was born in Shrewsbury, Massachusetts. He received a B.A. *summa cum laude* from Tufts University in 2004, where he was elected to Phi Beta Kappa, a J.D. from Columbia Law School in 2009, where he was an Articles Editor of the *Business Law Review* and a Harlan Fiske Stone Scholar, and an M.B.A. from Columbia Business School in 2009.

Mr. Mariani joined Cravath in 2009 and was elected a partner in 2017.

EDUCATION

- J.D., 2009, Columbia Law School
Harlan Fiske Stone Scholar
- M.B.A., 2009, Columbia University
- B.A., 2004, Tufts University
Phi Beta Kappa, summa cum laude

ADMITTED IN

- New York

PROFESSIONAL AFFILIATIONS

International Bar Association

New York City Bar Association

ORGANIZATIONS

Law360

- Member, Editorial Advisory Board – Capital Markets, 2022

RANKINGS

Chambers Global

- Capital Markets: Debt & Equity - USA (2025-2022)

Chambers USA

- Capital Markets: Debt & Equity - Nationwide (2024-2021)

IFLR1000

- Capital Markets - US (2024-2019)
- Mergers and Acquisitions - US (2021, 2020, 2019)

Law360

- Capital Markets MVP of the Year (2023)
- Rising Star: Capital Markets (2020)

Lawdragon

- 500 Leading Dealmakers in America (2024, 2023)

The Legal 500 US

- Capital Markets: Debt Offerings (2024, 2023, 2019)
- Capital Markets: Equity Offerings (2024, 2023, 2020)
- Capital Markets: High-Yield Debt Offerings (2019)
- Fintech (2020, 2019)