



## George F. Schoen

PARTNER, CORPORATE

[gschoen@cravath.com](mailto:gschoen@cravath.com)

New York  
+1-212-474-1740

George F. Schoen is Co-Chair of the Global Mergers and Acquisitions Practice. He focuses his practice on mergers, acquisitions and joint ventures, including hostile and contested transactions. Mr. Schoen also regularly counsels corporations and their directors on fiduciary duty and corporate governance matters.

Mr. Schoen has also represented numerous companies in defending against hedge fund activism. Recent examples include representing:

- ARIAD Pharmaceuticals in the adoption of its shareholder rights plan and in its settlement agreement with Sarissa Capital
- Avon in its nomination agreement with Barington Capital

- Barnes & Noble in the adoption of its shareholder rights plan (which was upheld by the Delaware Chancery Court and the Delaware Supreme Court) and in its successful proxy contest against Ron Burkle and Yucaipa
- Cameron International in connection with share accumulations by JANA Partners and in its interactions with Elliott Management
- Casey's General Stores in its interactions with a group of investors led by JCP Investment Management
- Disney in its support agreement with Third Point and its successful proxy contests against Trian and Blackwells
- Hertz in the adoption of its shareholder rights plan in response to an activist investor reported to be Carl Icahn
- Jones Group in its settlement agreement with Barington Capital
- Occidental Petroleum in Carl Icahn's written consent solicitation of Occidental shareholders and Occidental's subsequent nomination agreement with Carl Icahn
- Olin in its cooperation agreement with Sachem Head Capital Management
- Southwest Gas in its proxy fight and settlement agreement with, and its response to an unsolicited tender offer from, Carl Icahn

Mr. Schoen has extensive deal experience in many industry sectors, particularly in the media and technology sectors. Notable transactions include representing:

### **Consumer and Retail**

- Casey's General Stores in connection with the unsolicited acquisition proposal by Alimentation Couche-Tard, and related hostile tender offer and proxy contest
- The Jones Group in acquisitions and dispositions aggregating more than \$4.2 billion in value, including the sale of Barneys New York to Istithmar, the sale of its Polo Jeans business to Polo, the acquisitions of Gloria Vanderbilt and Stuart Weitzman, and its sale to Sycamore Partners
- The special committee of Pepsi Bottling Group in connection with Pepsi's \$5.7 billion unsolicited offer for, and ultimate acquisition of, Pepsi Bottling

### **Energy and Natural Resources**

- Cameron International in its \$15 billion sale to Schlumberger and in the creation of the OneSubsea joint venture with Schlumberger
- John Wood Group in its £2.225 billion acquisition of Amec Foster Wheeler

- Newcrest in its A\$28.8 billion acquisition by Newmont
- Occidental Petroleum in its \$57 billion acquisition of Anadarko, topping Anadarko's original agreement with Chevron, and the \$8.8 billion sale of Anadarko's African assets to Total and \$10 billion investment by Berkshire Hathaway

## **Financial Institutions**

- Deutsche Boerse in the proposed \$10 billion merger of equals with NYSE Euronext and in connection with the competing offer from NASDAQ OMX and Intercontinental Exchange

## **Healthcare**

- AveXis in its \$8.7 billion acquisition by Novartis
- GW Pharmaceuticals in its \$7.2 billion acquisition by Jazz Pharmaceuticals
- Johnson & Johnson in the separation of Kenvue, its \$16.6 billion acquisition of Abiomed and the takeover contest for Guidant Corporation and its acquisition of Pfizer's consumer healthcare business
- King Pharmaceuticals in its acquisition of Meridian Medical Technologies
- The board of directors of Par Pharmaceutical Companies as independent legal counsel in the \$1.9 billion sale to certain affiliates of TPG Capital

## **Industrials**

- AerCap in its \$28 billion acquisition of International Lease Finance Corporation from American International Group
- Dowlais in its pending £1.16 billion combination with American Axle & Manufacturing
- GKN in the £8.1 billion unsolicited offer from Melrose and the proposed \$6.1 billion combination of its Driveline business and Dana
- Martin Marietta in its \$2.05 billion acquisition of aggregates operations from Blue Water Industries, the \$2.1 billion sale of its South Texas cement business and related concrete operations to CRH, its \$2.3 billion acquisition of Lehigh West Region, its \$1.625 billion acquisition of Bluegrass Materials and its \$3.2 billion acquisition of Texas Industries
- Nalco in its \$8 billion merger with Ecolab

- Olin Corporation in numerous acquisitions and dispositions, including its \$5 billion Reverse Morris Trust acquisition of the chlorine value chain business of Dow Chemical and the sale of its metals business to KPS Capital Partners
- Parker Hannifin in its \$3.675 billion acquisition of LORD
- Precision Castparts in its \$37 billion acquisition by Berkshire Hathaway

## **Media and Entertainment**

- 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; ESPN's strategic alliance with PENN Entertainment to launch ESPN BET; Endemol Shine's acquisition by Banijay Group; the sale of FoxNext Games to Scopely; and the sale of a majority stake in Fox TeleColombia & Estudios TeleMexico to ViacomCBS
- Hibu Group in the sale of its U.S. business to H.I.G. Capital
- Time Warner in its \$109 billion acquisition by AT&T
- Warner Media in its investment in NewTV, as part of its \$1 billion initial funding round

## **Technology and Telecommunications**

- Aras in its substantial growth investment from GI Partners
- EMBARQ in its \$11.9 billion merger with CenturyTel
- Frontier Communications in its pending \$20 billion acquisition by Verizon and its \$8.6 billion Reverse Morris Trust acquisition of assets from Verizon
- IBM in transactions aggregating more than \$30 billion in value, including its acquisition of the StreamSets and webMethods platforms from Software AG, the sale of select IBM software products to HCL Technologies, the sale of its x86 server business to Lenovo, the sale of its retail store systems business to Toshiba TEC and its acquisitions of Truven Health Analytics and the product and technology businesses of The Weather Company, as well as its Watson joint venture with Mubadala
- Micro Focus in its \$6 billion acquisition by OpenText
- Northrop Grumman in the \$3.4 billion sale of its federal IT and mission support business to Veritas Capital
- Outbrain in its \$900 million acquisition of Teads

- Scientific Games in its C\$775 million acquisition of NYX Gaming Group, its \$5.1 billion acquisition of Bally Technologies and its acquisition of Spicerack Media
- WiseTech Global in its \$414 million acquisition of Blume Global from Apollo and EQT and in its \$230 million acquisition of Envase Technologies from Firmament
- Xerox in the \$1.05 billion sale of its information technology outsourcing business to Atos and its \$1.5 billion acquisition of Global Imaging Systems

## Transportation

- Delta Air Lines in its acquisition of 49% of Virgin Atlantic from Singapore Airlines and in Delta's related trans-Atlantic joint venture with Virgin
- United Airlines in its strategic alliance with Continental Airlines and in its transatlantic joint venture with Continental, Lufthansa and Air Canada

Mr. Schoen has been repeatedly recognized as a leading lawyer in M&A by, among others, *Chambers USA*, *The Legal 500 US* and *IFLR1000*. He has also been recognized by *The Legal 500 US* for his transactional work in the telecoms and broadcast industry, as well as for his work in activism defense and his transactional work in the technology industry. Mr. Schoen was named a "Dealmaker of the Year" by the *New York Law Journal* in 2022 and *The American Lawyer* in 2019, one of "Hollywood's Top 20 Dealmakers" by *The Hollywood Reporter* in 2018 and one of "500 Leading Lawyers in America" by *Lawdragon* from 2016 through 2023. Additionally, he has been named by *Lawdragon* as one of the "500 Leading Dealmakers in America." Mr. Schoen's work on behalf of Olin Corporation in its \$5 billion Reverse Morris Trust acquisition of the chlorine value chain business of Dow Chemical was featured by the *Financial Times* in its annual FT North America Innovative Lawyers 2016 report. He has also served on the Mergers, Acquisitions & Corporate Control Contests Committee of the New York City Bar Association and has chaired the Practising Law Institute's "Preparing for Shareholder Activism: What You Need To Be Doing Now" conference.

Mr. Schoen was born in Queens, New York. He received a B.A. from Cornell University in 1994 and a J.D. with honors from the University of Chicago Law School in 1998.

Mr. Schoen joined Cravath in 1998 and was elected a partner in 2005. He served as Co-Chair of the Firm's Diversity Committee from 2016 to 2022, and from 2011 to 2014, served as the Firm's Corporate Hiring Partner.

## EDUCATION

- J.D., 1998, University of Chicago Law School  
*with Honors*
- B.A., 1994, Cornell University

## ADMITTED IN

- New York

## PROFESSIONAL AFFILIATIONS

International Bar Association

- Corporate and M&A Law Committee

New York City Bar Association

- Mergers, Acquisitions & Corporate Control Contests Committee

## RANKINGS

*The American Lawyer*

- Dealmaker of the Year (2019)

*Best Lawyers in America*

- Corporate Law (2023)

*Chambers USA*

- Corporate/M&A - New York (2024-2011)

*The Hollywood Reporter*

- Hollywood's Top 20 Dealmakers (2018)

*IFLR1000*

- Mergers and Acquisitions - US (2024-2015)

*Lawdragon*

- 500 Leading Lawyers in America (2025-2016)
- 500 Leading Dealmakers in America (2024-2021)

*The Legal 500 US*

- M&A/Corporate and Commercial: Large Deals, \$1bn+ (2024, 2023, 2022, 2018, 2013, 2012, 2010, 2009)
- Media and Entertainment: Transactional (2021, 2020)
- Shareholder Activism: Advice to Boards (2024, 2023, 2019)
- Technology Transactions (2024-2011)
- Telecoms and Broadcast: Transactions (2021-2018, 2016, 2015, 2012, 2011, 2010)

*New York Law Journal*

- Dealmaker of the Year (2022)