

Matthew J. Gilroy

PARTNER, CORPORATE

mgilroy@cravath.com

New York
+1-212-474-1370

Matthew J. Gilroy regularly represents acquirors, targets, boards of directors, special committees, investment banks and investors in complex U.S. and cross-border mergers and acquisitions, both negotiated and unsolicited, across a broad range of industries.

Mr. Gilroy also counsels clients on a broad range of corporate, securities and business-related matters, including fiduciary duties, corporate governance, disclosure issues and compliance matters, as well as defensive measures, takeover tactics, proxy fights and other contests for corporate control. His clients have included Algonquin Power & Utilities, CBIZ, Cedar Fair, Eli Lilly, Goldman Sachs Alternatives, MarketAxess, Sanofi, Veris Residential, Vonage and Willis Towers Watson, among many others.

Notable matters prior to joining Cravath include representing:

- MarketAxess in its pending $6 billion sale to Intercontinental Exchange
- CBIZ in its pending $5 billion sale to Grant Thornton Advisors
- Bridgeport Partners in its acquisition of the ATM Managed Services, Cash & Logistics, and MoneyPass businesses from Fiserv
- Veris Residential in its $3.4 billion take-private by Affinius Capital in partnership with Vista Hill Partners
- Willis Towers Watson in its proposed $80 billion combination with Aon and its $1.3 billion acquisition of Newfront
- Eli Lilly in its $8 billion acquisition of Loxo Oncology; its $5.4 billion acquisition of the animal health business of Novartis; its $1.1 billion acquisition of Dermira; its $1 billion acquisition of Prevail Therapeutics; its acquisitions of CoLucid Pharmaceuticals and ChemGen; its acquisition of a manufacturing facility from Nexus Pharmaceuticals; its sale of ImClone Systems to Celltrion; its sale of veterinary assets to Virbac; its acquisition of certain assets from Organovo; and its strategic review of Elanco, its animal health division, concluding with the initial public offering of a minority stake in Elanco
- Goldman Sachs Alternatives, as co-investor, in its $2.7 billion take-private acquisition of Soho House
- The Special Committee of the Board of Directors of TripAdvisor in the $435 million acquisition of its holding company Liberty TripAdvisor Holdings
- Algonquin Power & Utilities, as the largest shareholder of Atlantica Sustainable Infrastructure, in its $2.555 billion sale of Atlantica Sustainable Infrastructure to Energy Capital Partners and a group of institutional co-investors, and in Algonquin's $113 million acquisition, through a private placement, of an additional stake in Atlantica
- Cedar Fair in its $8 billion merger of equals with Six Flags
- Redbox Entertainment in its sale to Chicken Soup for the Soul Entertainment
- Sanofi in multiple transactions with an aggregate deal value in excess of $9 billion, including its $4.8 billion acquisition of Ablynx; its $3.2 billion acquisition of Translate Bio; and its up to $1.225 billion acquisition of Amunix Pharmaceuticals
- Vonage Holdings in its $6.2 billion sale to Telefonaktiebolaget LM Ericsson
- Deluxe in its $960 million acquisition of First American Payment Systems
- Jefferies Financial Group in its $165 million acquisition of the remaining 30% shareholding interest it did not already own in HomeFed

- Kroger in multiple transactions, including its $2.15 billion sale of its convenience store business unit to EG Group; its $280 million acquisition of Vitacost.com; and its sale of Turkey Hill to Peak Rock Capital
- Brookfield Asset Management in its $4.8 billion acquisition of a 61.2% stake in Oaktree Capital Group; together with Brookfield Property Partners (BPY), in BPY's $14.4 billion acquisition of the approximately 66% of common stock that it did not already own of GGP; and its $2.8 billion acquisition of the remaining stake in Rouse Properties
- PJT Partners in its approximately $165 million acquisition of CamberView Partners Holdings
- First Data in its $760 million acquisition of BluePay and its $750 million acquisition via cash tender offer of CardConnect
- The Transaction Committee of the Board of Directors of Reynolds American in Reynolds' $60.6 billion sale to British American Tobacco of the 57.8% of Reynolds stock that BAT did not already own
- G&K Services in its $2.2 billion merger with Cintas
- IMS Health Holdings in its $17.6 billion all-stock merger of equals with Quintiles Transnational Holdings
- Progressive Waste Solutions in its $2.67 billion merger with Waste Connections
- JAB, as leader of an investment group, in that group's $13.9 billion take-private of Keurig Green Mountain
- Willis Group Holdings in its $18 billion merger of equals with Towers Watson
- American Realty Capital Properties in its $700 million sale of Cole Capital to RCS Capital
- ATMI in its $1.2 billion sale to Entegris and the sale of its LifeSciences unit to Pall
- Health Management Associates in its $7.6 billion sale to Community Health Systems
- The Board of Directors of Herbalife in defense of a position taken in the company by Pershing Square
- Leucadia National in its $3.7 billion merger with Jefferies and its $868 million acquisition of National Beef Packing Company
- Medicis Pharmaceutical in its $2.6 billion sale to Valeant Pharmaceuticals International (n/k/a Bausch Health Companies)
- Cedar Fair in its proposed $2.4 billion acquisition by an affiliate of Apollo Global Management
- Cardinal Health in the spin-off of its Clinical and Medical Products businesses

- AIG in its sales of a $16 billion preferred interest in American International Assurance Company and a $9 billion preferred interest in American Life Insurance Company to the Federal Reserve Bank of New York
- Yildiz in its $850 million acquisition of Godiva
- Houghton Mifflin Riverdeep in its $4 billion acquisition of the Harcourt US Schools Education business of Reed Elsevier Group
- Macquarie Infrastructure Partners and Macquarie Communications Infrastructure in its $1.425 billion acquisition of Global Tower Partners from Blackstone
- Lone Star Technologies in its $2.1 billion sale to United States Steel
- Lottomatica in its $4.5 billion acquisition of GTECH
- LifePoint Hospitals in its $1.7 billion sale to Province Healthcare Company
- MONY Group in its $2.3 billion sale to AXA
- Disney in its $5.3 billion acquisition of Fox Family Worldwide

Mr. Gilroy has been repeatedly recognized for his M&A work by *Chambers USA*, where clients note he is “very knowledgeable,” “hardworking and practical” and is “able to effectively lead deals and coordinate across multiple practice areas.” He is cited as a “Leading Lawyer” for M&A by *The Legal 500 US*, as a “Highly Regarded” lawyer for M&A by *IFLR1000*, and as one of “500 Leading Dealmakers in America” by *Lawdragon*. Mr. Gilroy has been featured by *Law360* as a “Healthcare MVP” and was profiled in *Law360*’s “Sealing the Deal” for his representation of Medicis in its $2.6 billion sale to Valeant Pharmaceuticals (n/k/a Bausch Health Companies).

Mr. Gilroy has authored several articles on the fiduciary duties of corporate directors and developments in the mergers and acquisitions area. He received a Burton Award for Legal Achievement for his article, “Taking a Hard Look at Poison Pills” (*New York Law Journal*, November 7, 2005).

Mr. Gilroy has served on the Corporations Law Committee of the New York City Bar and he is a member of the Board of Visitors of Georgetown University Law Center.

Mr. Gilroy grew up in Syosset, New York. He received a B.S. from The Wharton School of Business at the University of Pennsylvania in 1996 and a J.D. *cum laude* from Georgetown University Law Center in 1999.

Mr. Gilroy joined Cravath as a partner in 2026.

EDUCATION

- J.D., 1999, Georgetown University Law Center
  cum laude
- B.S., 1996, The Wharton School of the University of Pennsylvania

ADMITTED IN

- New York

PROFESSIONAL AFFILIATIONS

New York City Bar
- Corporations Law Committee

ORGANIZATIONS

Georgetown University Law Center
- Board of Visitors

RANKINGS

Chambers USA
- Corporate/M&A - New York (2026, 2016, 2015)

IFLR1000
- Mergers and Acquisitions – US (2025)

Law360
- Healthcare MVP of the Year (2013)
- Rising Star: Mergers and Acquisitions (2014)
- Sealing the Deal (2012)

Lawdragon
- 500 Leading Dealmakers in America (2027-2021)

The Legal 500 US
- Corporate/M&A - New York (2026-2024, 2022, 2019-2014, 2010)

The M&A Advisor
- 40 Under 40 (2013)

Burton Award for Legal Achievement (2006)