

Eileen T. Nugent

Skadden

Of Counsel, New York

Mergers and Acquisitions



T: 212.735.3176
F: 917.777.3176
eileen.nugent@skadden.com

Education

J.D., Brooklyn Law School, 1978
A.B., Cornell University, 1975

Bar Admissions

New York

Publications

Co-author of a two-volume treatise entitled *Negotiated Acquisitions of Companies, Subsidiaries and Divisions*

"Join the Club," *IFLR Private Equity Lawyers*, April 2005

Lectures and Panels

Vice-Chair, Annual Tulane M&A Institute

Frequent Lecturer and Panelist, Practising Law Institute, ALI-ABA and other groups

Selected M&A classes, Harvard and New York University law schools

Adjunct Professor, University of Virginia School of Law and Cornell Law School

Eileen T. Nugent has worked on a wide variety of acquisitions and dispositions of companies, subsidiaries and divisions, both public and private, hostile and negotiated, in the United States and around the world. A significant number of these transactions have been leveraged buyouts (LBOs). Ms. Nugent has represented the full range of transactional parties, including buyers, sellers, controlling stakeholders, boards of directors and special committees, LBO organizers and management teams, as well as investment bankers and various financing sources. She has worked on numerous recapitalizations and other "reverse LBO" transactions, such as initial public offerings, and is one of the firm's leading practitioners in the field of M&A and restructuring of financially distressed companies. The breadth of her experience has resulted in her being increasingly regarded as a senior legal, business and strategic adviser to her clients, particularly in the areas of corporate governance and conflict-of-interest situations, including dealing with significant stockholders.

Select noteworthy transactions include her representation of:

- Warner-Lambert Company in its planned \$85 billion merger-of-equals with American Home Products Corporation and its ultimate acquisition by Pfizer Inc.;
- Trane Inc. (formerly American Standard) in its \$10.1 billion acquisition by Ingersoll-Rand Company Limited;
- the special committee of the board of directors of Avaya Inc. in its \$8.2 billion leveraged buyout and going-private acquisition by Silver Lake Partners and TPG Capital;
- Cephalon, Inc. in its \$6.8 billion acquisition by Teva Pharmaceutical Industries Limited;
- Burger King Holdings, Inc. in its approximately \$4 billion acquisition by 3G Capital Management. This transaction was recognized in the 2011 *Financial Times* "US Innovative Lawyers" report;
- Endo Pharmaceuticals Holdings Inc. in its \$2.9 billion acquisition of American Medical Systems Holdings Inc. Skadden also represented Endo Pharmaceuticals in the related \$2.7 billion acquisition financing;
- AMC Entertainment, Inc. in its \$2 billion sale to J.P. Morgan Partners and Apollo Partners Limited;
- American Standard in the spin-off of its vehicle control systems unit, WABCO, into a new publicly traded company, and in its \$1.8 billion sale of its bath and kitchen products business to Bain Capital Partners LLC;
- Endo Pharmaceuticals Holdings Inc. in its: \$1.2 billion acquisition of Qualitest Pharmaceuticals, Inc. from Apax Partners L.P.; \$370 million acquisition via a tender offer of Indevus Pharmaceuticals, Inc.; \$223 million acquisition of HealthTronics, Inc.; and \$168 million acquisition of Penwest Pharmaceuticals Co.;
- Becker Underwood, Inc., a producer of non-pesticide agricultural products, in its \$1 billion acquisition by BASF, a chemical company;
- Medtronic, Inc. in its \$487 million sale of Physio-Control, Inc., a provider of emergency medical response technology, to affiliates of Bain Capital, LLC;

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- Bentley Pharmaceuticals, Inc. in its approximately \$360 million acquisition by Teva Pharmaceutical Industries Limited;
 - PNBK Holdings LLC, an entity controlled by Mr. Michael Carrazza, in connection with its acquisition of a controlling stake in Patriot National Bancorp, Inc. PNBK Holdings invested up to \$50 million to purchase approximately 33.3 million newly issued shares of common stock of Patriot National, representing nearly 88 percent of the fully diluted common stock of the company;
 - Smith Kline Beecham in its acquisition of Sterling Drug and the disposition of its North American business to Bayer and its animal health business to Pfizer; and
 - Donna Karan in the sale of Ms. Karan's company and Donna Karan International Inc. to LVMH, S.A.

Private company transactions on which Ms. Nugent has worked include a broad array of situations, with a concentration on highly leveraged companies, as well as subsidiaries and divisions of large public companies. She has represented Allied Domecq plc; Avenue Capital; Columbus Nova; DLJ Merchant Banking Partners III, L.P.; DST Systems, Inc.; Kelso & Company; Oaktree GmbH; and Trimaran Fund, among others, in a number of private company transactions.

Ms. Nugent is a frequent lecturer and panelist at the Practising Law Institute, ALI-ABA and other M&A seminars; is the vice-chair of the annual Tulane M&A Institute; and has published articles on a wide variety of M&A-related legal topics. She has taught selected M&A classes at Harvard Law School and New York University School of Law and is an adjunct professor at the University of Virginia School of Law and Cornell Law School. She is a co-author of a well-known two-volume treatise titled *Negotiated Acquisitions of Companies, Subsidiaries and Divisions*.

Ms. Nugent has been recognized in *Chambers Global: The World's Leading Lawyers for Business* for her work in M&A and private equity, *Chambers USA: America's Leading Lawyers for Business*, *The International Who's Who of Corporate Governance Lawyers* and *The Best Lawyers in America*. She was named to *The National Law Journal's* list of 2015 "Trailblazers," which honors lawyers who have advanced their legal practice areas through the use of innovative strategies, and was previously named by the *Financial Times* as one of its "top 10 agents of change" in the legal profession. Ms. Nugent also has repeatedly been named to Lawdragon 500 Leading Lawyers in America.