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Verizon / Vodafone

**V**erizon Communications Inc. agreed to pay Vodafone Group plc \$130 billion on September 2 to take full control of Verizon Wireless, the wireless joint venture the two phone companies formed in 1999. The deal would be the world's largest M&A transaction since Vodafone paid €180 billion for Mannesmann AG in 2000.

For its 45 percent stake in Verizon Wireless, Vodafone will get \$59 billion in cash, \$60 billion in common stock, \$5 billion in loan notes, and \$3.5 billion in the form of Verizon's 23 percent stake in Italian wireless service provider Vodafone Omnitel N.V. Verizon will also assume \$2.5 billion in Vodafone liabilities relating to Verizon Wireless. Vodafone shareholders will end up with most of the Verizon stock and \$24 billion of the cash, while the company itself will be able to invest in major system upgrades. Verizon will get full control of its most valuable asset.

The parties hope to close the deal in the first quarter pending approvals from regulators and both sets of shareholders.

**FOR ACQUIROR VERIZON COMMUNICATIONS INC. (NEW YORK)**

**In-House:** General counsel Randal Milch, deputy general counsel—regulatory affairs Michael Glover, deputy general counsel William Horton, deputy general counsel—corporate taxes William Van Saders, and associate general counsel—strategic transactions J. Goodwin Bennett.

**Wachtell, Lipton, Rosen & Katz:** *Corporate:* Daniel Neff, Steven Rosenblum, and associates Victor Goldfeld, Sara Lewis, and John Robinson. *Antitrust:* Ilene Knable Gotts and associate Franco Castelli. *Executive compensation and benefits:* Michael Segal and associate Kate Napalkova. *Finance:* Joshua Feltman, Eric Rosof, and

associates Richard Barbour II, Emily Johnson, Caith Kushner, and Peter Zuckerman. *Tax:* Jodi Schwartz, T. Eiko Stange, and associate Sehj Vather. (All are in New York.) This is the first time Wachtell has advised Verizon.

**Debevoise & Plimpton:** *M&A:* Michael Diz and Jeffrey Rosen. *Securities:* Steven Slutzky and associates Morgan Hayes and Philip Voss. *Tax:* Peter Furci. *Capital markets:* associate Adam Kopald. (All are in New York.) Rosen represented GTE Corp. in the 1998 merger with Bell Atlantic Corp. that formed Verizon. He represented the combined company on its \$8.5 billion acquisition of MCI Inc., which closed in January 2006, and on Verizon Wireless's \$28.1 billion acquisition of Alltel Corp. in 2008 [Big Deals,

August 2005 and August 2008].

**Macfarlanes:** *Corporate:* Graham Gibb, Charles Martin, and associate Harry Coghill. *Tax:* Peter Abbott and Ashley Greenbank. *Debt finance:* Rachel Kelly and Christopher Lawrence. (All are in London.)

**Jones Day:** *M&A:* Marc Rijkaart van Cappellen and associates Laura Bienfait and Menno Geuens. *Tax:* Lodewijk Berger. (All are in Amsterdam.)

**FOR SELLER VODAFONE GROUP PLC (LONDON)**

**In-House:** Group general counsel Rosemary Martin, legal director—corporate and commercial Helen Lamprell, senior solicitor—group legal Gareth Morgan, director of legal—corporate Alex Deacon, and head of competition law Nick Woodrow.

**Simpson Thacher & Bartlett:** *M&A:* William Curbow, Eric Swedenburg, and associates Austen Heim and Andrew Nightingale. *Tax:* Steven Todrys and associate Vanessa Grieve. *Banking:* Patrick Ryan and associate Brian Gluck. *Securities:* John Lobrano. *Antitrust:* Peter Thomas, senior counsel Michael Naughton, and associate Christopher Cahill. (All are in New York, except for Thomas and Cahill, who are in Washington, D.C.) Simpson first represented Vodafone when it bid unsuccessfully for AT&T Wireless in 2004 and has

continued to work with the company, which Simpson advised when Verizon Wireless bought Alltel.

**Hogan Lovells:** *FCC issues:* Michele Farquhar, Ari Fitzgerald, Trey Hanbury, and associates A.J. Burton Jr. and Neal Desai. *International trade:* Jeanne Archibald. (All are in Washington, D.C.) Hogan has been Vodafone's U.S. communications regulatory counsel for several years.

**Slaughter and May:** *Corporate:* Nigel Boardman, Craig Cleaver, Roland Turnill, and associates Murray Cox, Filippo de Falco, Catherine Rutter, and Danielle Topic. *Tax:* Steve Edge and associates James Hume and Venetia Jennings. *Competition and regulatory:* special adviser Christopher Wright and associates Scott Pettifor and Emma Waterhouse. *Financing:* Edward Fife, Philip Snell, and associates Sarah John and Andrew Williams. *Pensions and employment:* Roland Dougherty. (All are in London.)

**De Brauw Blackstone Westbroek:** *Tax:* Paul Sleurink and associate Ingrid Mensing. *M&A:* Anja Mutsaers, senior associates Niels Geuze and Henk van Ravenhorst. *Corporate:* Jean Schoonbrood, senior associate Birgit Snijder-Kuipers, and associate Eva van den Berg. (All are in Amsterdam.) Slaughters tapped De Brauw for Dutch law advice.

—David Marcus



DANIEL NEFF  
Wachtell



JEFFREY ROSEN  
Debevoise



ALAN KLEIN  
Simpson Thacher



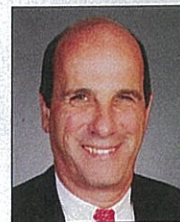
INGRID RECHTIN  
Covington



KENTON KING  
Skadden



FRANK AQUILA  
Sullivan & Cromwell



STUART CABLE  
Goodwin Procter



## Microsoft / Nokia

**S**tephen Elop left Microsoft Corporation to become the CEO at Nokia Corp. in 2010. On September 3 he agreed to sell Nokia's devices and services unit to the software giant for \$7.18 billion, a deal that would bring him back to Microsoft and position him to succeed Steve Ballmer as the company's CEO.

The deal would bring Microsoft into the mobile phone business, where Nokia was a pioneer in the 1990s. In recent years, though, Nokia has fallen on hard times, as it's been unable to compete with Apple Inc. and Samsung Electronics Co. Ltd. in manufacturing smartphones. Microsoft will pay \$5 billion for Nokia's business and another \$2.18 billion to license its patents. The transaction would leave Nokia with its patent portfolio as well as a cellular network equipment manufacturing business and a unit that provides mapping services.

The parties hope to close the deal in the first quarter of 2014 pending approvals from regulators and Nokia shareholders.

**FOR ACQUIROR MICROSOFT CORP.**  
(REDMOND, WASHINGTON)

**In-House:** General counsel Brad Smith, corporate vice president and deputy general counsel Horacio Gutierrez and Mary Snapp, as-

sociate general counsel Keith Dooliver, deputy general counsel Linda Norman and Lisa Tanzi, associate general counsel Isabella Fu, Micky Minhas, and Matthew Penarczyk, and assistant general counsel Timothy Carlson, Chris Weinstein, and Mary Newcomer Williams.

**Simpson Thacher & Bartlett:**

**M&A:** Alan Klein and associates Jim Cross, Jasmine Kaufman, Anthony Vernace, and Jay Yu. **Tax:** Gary Mandel and associates Jonathan Goldstein and Devin Heckman. **Intellectual property:** Lori Lesser and associates Sarmantha Himelman and Marcela Robledo. **Executive compensation and employee benefits:** Gregory Grogan and associates Linda Barrett, Alina Finkelshteyn, and Sarah Naseman. **Capital markets:** William Brentani and associate Sara Terheggen. **Environmental:** senior counsel Adeeb Fadil and associate Noreen Lavan. **Real estate:** counsel Krista McManus and associate Alison Fagen. (All are in New York except for the following: Cross is in Houston, and Robledo, Barrett, Brentani, and Terheggen are in Palo Alto.) Simpson represented the company when it bought Skype S.à r.l. from Silver Lake Partners LP in 2011 [Big Deals, July 2011].

**Covington & Burling:** **Intellectual property:** Evan Cox, Bruce Deming, Lisa Peets, Ingrid Rechtin, special counsel Marie Lavalleye, and associates Bradley Chernin, Anabel Lee, and Robert Wu. **M&A:** Louise Nash and special counsel Matthew Edwards.

**Antitrust and E.U. competition:**

Miranda Cole. **Litigation:** Peter Swanson and associates Allison Kerndt, Matthew Kudzin, and Benjamin Wiseman. (All are in San Francisco except for the following: Lavalleye and the litigators are in Washington, D.C. Nash, Peets, and Edwards are in London. Cole is in Brussels.) Microsoft general counsel Brad Smith is a former Covington partner, and the firm also advised the company on the Skype deal.

**Cadwalader, Wickersham &**

**Taft:** **Antitrust:** Jonathan Kanter, Charles "Rick" Rule, special counsel Amy Ray, and associates Ngoc Hulbig and Nandu Machiraju. (All are in Washington, D.C.) Rule and Kanter have been antitrust counsel to Microsoft since the 1990s.

**Hannes Snellman:** **Corporate:**

Klaus Ilmonen, Sten Olsson, and senior associate Heidi Haanpää. **Technology:** Kaisa Fahlund and senior associate Erkko Korhonen. **Finance:** Markus Bremer. **Corporate governance:** counsel Micaela Thorström. **Employment:** senior counsel Nina Hakkarainen and Johanna Haltia-Tapio. (All are in Helsinki.)

**Linklaters:** **Capital markets:** Keith Thomson, managing associate Neil Pallender, and associate Karen Cheng. (All are in London.)

**FOR SELLER NOKIA CORP.**  
(ESPOO, FINLAND)

**In-House:** Chief legal officer Louise Pentland, deputy chief legal officer Ilkka Rahnasto, vice president-legal Jyri Lassi and Riikka

Tieaho, senior legal counsel Cristy Hamley, Päivi Kuitunen, and Saana Nurminen, and directors-legal Eeva Hakoranta and Jaakko Sulander.

**Skadden, Arps, Slate, Meagher & Flom:** **Corporate:** Kenton King, Michael Mies, Danny Tricot, and counsel Jason Tomita. **Intellectual property:** David Hansen, of counsel James Brelsford, and counsel Carrie Leroy. **Tax:** Paul Oosterhuis and Eric Sensenbrenner. **Executive compensation and benefits:** Joseph Yaffe, of counsel Helena Derbyshire, and counsel Kristin Davis. **Antitrust:** Alec Chang, Frederic Depoortere, Steven Sunshine, and counsel Giorgio Motta. (All are in Palo Alto except for the following: Tricot and Derbyshire are in London. Oosterhuis, Sensenbrenner, and Sunshine are in Washington D.C. Depoortere and Motta are in Brussels. Chang is in New York.)

**Roschier:** **Corporate:** Manne Airaksinen, Paula Linna, counsel Vesa Rasinaho, senior associate Ulrika Nirkkonen, and associate Seppo Kymäläinen. **M&A:** Toni Siimes, Jon Unnérus, senior associate Tero Jormanainen, and associate Hanna Sarkio. **Finance:** Gunnar Westerlund. **Intellectual property and technology:** Mikko Manner, senior associate Johanna Flythström, and associate Elli Välimäki. (All are in Helsinki.) Roschier is Nokia's longtime outside law firm.

**FOR NOKIA CEO STEPHEN ELOP**

**Cooley:** **Labor and employment:**

Hughes  
Critical matters. Critical thinking.  
Hubbard

New York ■ Washington, D.C. ■ Los Angeles ■ Miami ■ Jersey City ■ Kansas City ■ Paris ■ Tokyo



**Frederick Baron.** *Compensation and benefits:* Thomas Welk. *Corporate:* Samuel Livermore. (Baron is in Palo Alto. Welk is in San Diego. Livermore is in San Francisco.) Cooley represented Elop when he moved from Microsoft to Nokia.

—D.M.

**Amgen / Onyx**

**A**mgen Inc. agreed to pay \$10.4 billion in cash for biotechnology rival Onyx Pharmaceuticals Inc. on August 26. At \$125 per Onyx share, the deal came in at a 44 percent premium to the target's closing price on June 28, the last trading day before Amgen announced an unsolicited offer for the oncology company worth \$120 a share. Other

companies reportedly looked at Onyx, but none seriously challenged Amgen.

**The deal gives Amgen control of Kyprolis, a treatment for multiple myeloma. The parties closed the transaction on October 1.**

**FOR ACQUIROR AMGEN INC. (THOUSAND OAKS, CALIFORNIA)**

**In-House:** General counsel David Scott, deputy general counsel Henry Woo, and associate general counsel Eric Groen and Andrea Robinson.

**Sullivan & Cromwell:** *Corporate:* Frank Aquila, Matthew Hurd, Sarah Payne, and associates Stephen Fisher and Mary Grendell. *Executive compensation and benefits:* Matthew Friestedt and associate Michael Snypes Jr. *Financing:* John Estes and associate R. Christian Beatty. *Tax:* Ronald

*Cremer Jr. Intellectual property:* Nader Mousavi. *Environmental:* special counsel Matthew Brennan. (All are in New York except for Palo Alto-based Payne, Fisher, and Mousavi.) Aquila first worked with Amgen general counsel David Scott in 1987 when Aquila, then a Sullivan associate, helped advise Grand Metropolitan plc on its purchase of Heublein Inc., the owner of Smirnoff vodka, from RJR Nabisco Inc. Scott was then an in-house lawyer at Heublein. He became the general counsel at Medtronic Inc. in 1999 and took the same position at Amgen in 2004, where he tapped Aquila for M&A work. Aquila represented Amgen in 2005 on its \$2.2 billion purchase of Abgenix Inc. and has handled several acquisitions for the company since then, including its 2012 purchase of Micromet Inc. for \$1.16 billion.

**McDermott, Will & Emery:** *Anti-*

*trust:* William Diaz, Jon Dubrow, Carla Hine, and Raymond Jacobsen Jr. (All are in Washington, D.C., except for Irvine, California-based Diaz.)

**FOR TARGET ONYX PHARMACEUTICALS INC. (SOUTH SAN FRANCISCO, CALIFORNIA)**

**In-House:** General counsel Suzanne Shema.

**Goodwin Procter:** *M&A:* Bradley Bugdanowitz, Stuart Cable, Danielle Lauzon, and James Matarese. *ERISA and executive compensation:* Lynda Galligan. (All are in Boston except for San Francisco-based Bugdanowitz and Menlo Park, California-based Galligan.) Cable has advised the Onyx board of directors on a variety of matters over the years.

*Marcus is senior writer for TheDeal.com. Email: david.marcus@thestreet.com.*

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