

Alumni Connection

Fall 2014



Letter from the Chairman

Bill Dougherty

Chairman of the
Executive Committee

Dear Friends,

Welcome to the latest edition of Alumni Connection.

Simpson Thacher is privileged to advise clients across a wide array of industries. In particular, we have a long history of serving a broad base of clients in healthcare and its related areas. In this issue, we present conversations with alumni working in healthcare. We hope you find their reflections on this dynamic and ever-evolving sector, as well as their time at Simpson Thacher, as interesting as we do. You will also find updates on your fellow alumni, as well as other developments at the Firm.

Last year was one of the busiest in the Firm's history, and this momentum has continued in 2014. Our lawyers have advised on some of the year's most high-profile deals, including Dollar General's \$9.7 billion proposal to acquire Family Dollar Stores; TRW Automotive's proposed \$13.5 billion sale to Germany's ZF; Blackstone's \$1.73 billion acquisition of The Cosmopolitan of Las Vegas; and Barclays' \$5 billion of acquisition financing for Kinder Morgan. Our capital markets team advised Alibaba Group on its history-making \$25 billion initial public offering, the largest IPO of all time. Our litigators continue to work on newsworthy matters including the ongoing defense of several multibillion-dollar RMBS litigations, as well as a recent Second Circuit victory achieved on behalf of Twitter.

Since the last edition of Alumni Connection, we have welcomed 22 lawyers to the partnership—including three alumni of the Firm who returned as partners. Our new partners and their practices are featured on page 11.

In addition to welcoming new partners, we have also toasted several partners who recently retired: **Hank Gutman** (Litigation), **Kerry Konrad** (Litigation), **Pamela Rollins** (Personal Planning), **Gary Sellers** (Corporate), **Steven Todrys** (Tax) and **Marissa Wesely** (Corporate). This group has already moved on to noteworthy new endeavors (see page 9-10 for a few). We thank them for their longstanding commitment to the Firm and its clients, and wish them the best as they embark on this next chapter of their lives.

We enjoyed reconnecting with many of you at the Alumni Reception in New York a year ago. (Photos from the event appear beginning on page 18.) We are always happy to hear about what our alumni are doing professionally. Please stay in touch.

Best wishes,

Bill Dougherty
Chairman of the Executive Committee

Please
send updates regarding
job moves, appointments
or other achievements to
AlumniNews@stblaw.com.

Q&A

With Simpson Thacher Alumni in Healthcare



“Being in-house at a company like Pfizer, we make multiple decisions, big and small, every day, often juggling myriad matters that involve significant exposure. What we refer to as ‘thoughtful risk-taking’ is an essential and critical component of our job responsibilities. We have to make important decisions daily, and not be afraid to exercise our judgment. We have to gather the necessary information and make the decision, so that we can move on to the next one.”

—Amanda Perez

What attracted you to the healthcare industry?

Sheila Brodbeck: I was attracted by the meaningful impact that healthcare has on people’s lives. Pfizer doesn’t make widgets. We are making medicines that improve, and potentially save, the lives of patients across the globe. It’s a totally different scale. Every day, we are exploring new approaches to therapies and researching and developing new medicines that can profoundly impact people’s lives. It’s inspiring.

Amanda Perez: It’s very satisfying to work for a company with the noble mission of using science to enhance and save patients’ lives. It’s exciting work, and with Pfizer being such a global company, the work is sophisticated and varied every day.

SB: Amanda and I have worked together for 14 years, more or less, and it’s a bit by happenstance that we both ended up at Pfizer. We started as summer associates together at Simpson and quickly became good friends. We even shared an office for a few years during our early days at the Firm. I eventually

went to Wyeth, and was there about a week when they announced they were being acquired by Pfizer.

AP: After being at Simpson Thacher, I went to Schering-Plough. I was there a few months when they were acquired by Merck. Following the acquisition, I worked at Merck briefly and subsequently joined Pfizer. Now we are two members of a seven-person civil litigation group and our offices are next to each other—14 years after we first met at Simpson.

What is different about working at your company as compared to working at Simpson Thacher? Are there any lessons you learned while at the Firm that you apply to your current position?

AP: Being in-house at a company like Pfizer, we make multiple decisions, big and small, every day, often juggling myriad matters that involve significant exposure. What we refer to as “thoughtful risk-taking” is an essential and critical component of our job responsibilities. We have to make important decisions daily, and not be afraid to exercise our judgment. We have to gather the necessary information and make the decision, so that we can move on to the next one. It’s a bit different in a law firm, where associates are expected to make recommendations, and then a collective decision is reached. While those recommendations are extremely important, being part of the business itself lends a different perspective and creates different demands.

SB: Related to this concept of thoughtful risk-taking, as in-house lawyers we don’t always have the luxury of researching every issue exhaustively ahead of time as you might in a law firm setting. We often have to make tough calls based on limited information in a tight

time-frame, so it's critically important to have good judgment.

AP: Sheila touches on an important point. In-house, you have to find a solution that works for the *business* while also trying to reduce the legal risk. You're privy to the organization's goals and strategy, and that informs your decision-making. It's an interesting balance. Practicing at a firm, you're providing important support to a business, but you're not as thoroughly immersed in it nor as close to the business objectives.

SB: Simpson's generalist approach when it comes to associate development helped prepare me for my current position because it taught me the importance of being a well-rounded lawyer generally, regardless of the issue at hand, as well as the ability to move quickly from one subject matter to the next. That's key, because at Pfizer we see a huge diversity of litigation, including antitrust, consumer fraud, securities, commercial and product liability cases. It's similar to the diversity of dockets that litigation associates handle at Simpson.

AP: I learned so much about advocacy, attention to detail and legal writing at the Firm. My time there also got me in the habit of thinking several steps ahead, which translated nicely to my current position, where I am expected to do that every day. Even if you're not the ultimate decision-maker as a young lawyer, it's essential to get into the habit of taking that next step and thinking down the line. Every day we get new matters, have to assess what issues are involved, decide with whom to communicate, and anticipate and be prepared for the consequences of our decisions. We own all our matters and decisions.

Is there a particular legislation, regulation or case you are following, and if so, what are its implications for the healthcare industry?

SB: As a large, publicly traded global pharmaceutical company, our docket is quite diverse and there are many high-profile court cases that bear implications for our litigations. Within my limited time here, there have been several Supreme Court decisions that directly impact our various litigations, with

just some examples being the *Halliburton* decision in the securities area and *Levine* and others related to preemption. I am currently following closely how courts are interpreting the Supreme Court's *FTC v. Actavis* decision in the antitrust area given its implication on pharmaceutical patent settlements.

AP: I agree; it's exciting to be reading about the case that we're litigating on the front page of *The Wall Street Journal* and *The New York Times*. In addition, our litigations may also be impacted by regulatory solutions, chiefly from the FDA, and legislative decisions.

SB: There is never a dull moment when you think about the sheer number and magnitude of the cases that we manage. For example, you might be handling a multi-district litigation (MDL) in the products space, where the volume of cases is immense, alongside several high-stakes securities and antitrust matters. It's quite challenging.

AP: In addition to all of the cases we manage, we do extensive consulting and advise the various business units on litigation-related issues. While at the Firm as a litigator, I had the opportunity to assist with due diligence and advise clients in connection with potential corporate acquisitions. This was valuable in preparing me for the consulting aspect of my current in-house job.

What is your top requirement in selecting outside counsel?

AP: We need smart, strategic outside counsel who are willing to practice the thoughtful risk-taking we discussed earlier. You need someone who will speak the truth and give you "the straight talk." The best outside counsel are not looking for the safest solution or cover, but rather the *smartest* and most strategic solution. Equally as important is identifying *why* we recommend a strategy or course of action.

SB: We are admittedly demanding as a client and we are hands-on in our approach to all our cases, so we also need someone who is very attentive and responsive to our needs.

AP: We also need our lawyers to be thinking about the end game from the beginning—that is, working backward from the trial. We litigate our cases to the end. For example, Simpson recently represented us in a significant securities litigation in the Southern

“One of the top criteria in looking at outside counsel is whether they are thoughtful and strategic, asking questions like: Are we thinking beyond this particular motion and point of time? Are we thinking more broadly about how it fits into the whole strategy of the case? How might it reflect more broadly on Pfizer as a company, or on other litigations in our portfolio? What is our end game here?”

—Sheila Brodbeck

District of New York. A lot of companies would have had a different approach and never considered taking a securities case to trial. Lynn Neuner and George Wang, who led the matter for the Firm, dug in and embraced the mentality that we would ultimately end up at trial. Every move we made, every deposition we took, we had to ask ourselves how it would play out at trial. In the end, the suit was dismissed on the verge of trial, which was a fantastic result. But if it had not, we were prepared to take the case to the finish line.

SB: I agree. One of the top criteria in looking at outside counsel is whether they are thoughtful and strategic, asking questions like: Are we thinking beyond this particular motion and point of time? Are we thinking more broadly about how it fits into the whole strategy of the case? How might it reflect more broadly on Pfizer as a company, or on other litigations in our portfolio? What is our end game here? The best outside counsel will both ask those questions and use what they uncover to shape the case's strategy.



Elain Kam Cleary

Senior Counsel at
Amgen Inc.
Former Corporate Associate
(2001-2005)

What is different about working at your company as compared to working at Simpson Thacher? Are there any lessons you learned while at the Firm that you apply to your current position?

The role of in-house counsel is very different from working at the Firm as an associate. I never imagined how different it would be until I was in-house. The main difference is that most of my work at Simpson was transaction-based. Being in-house involves counseling my business clients on a day-to-day basis and being part of the formation and creation of strategies right from the start, rather than just executing upon them. Additionally, while at the Firm, I would work on 1-2 major deals at a time. At Amgen I serve a diversity of clients in that I am working on

varying workstreams and projects every day. I've had to learn how to balance and manage this on a day-to-day basis.

My time as an associate at the Firm gave me great training and background for my work in-house. Simpson taught me how to think strategically, spot issues quickly and counsel clients constructively. Although my work now advising commercial clients at Amgen is totally different from the capital markets work I did at Simpson, the experience and training I received has been invaluable.

Is there a particular legislation, regulation or case you are following, and if so, what are its implications for the healthcare industry?

The BPCIA (Biologics Price Competition and Innovation Act), which passed in 2010, established statutory authority for the FDA to approve biosimilars under the Public Health Service (PHS) Act. Biosimilars are biological products that are highly similar to the innovator product, but at a lower cost. Although not the same as generic medicines, that is the best analogy for most people to understand what biosimilars are. Although biosimilars have been approved in the EU for several years, the first biosimilar is expected to be approved by the FDA in 2015. The hope of the healthcare industry, healthcare providers and patients alike is that biosimilars will bring greater access to these medicines to patients who have otherwise not been able to receive them due to cost. Amgen is one of only a few companies who will be manufacturing biosimilars as well as innovator products. It is an exciting time for the entire industry, and for me, to be a part of bringing these new types of medicine to the market.

What advice would you give to a lawyer who is interested in pursuing a career in the healthcare industry?

Be passionate about the company's mission and values, so that passion can translate into your work. Amgen's mission is to serve patients, and I try to keep that in mind every day. You don't need to have a science background to be in the healthcare industry; I certainly didn't.

“The most effective outside counsel are the ones who have a deep and true understanding of our business.”

—Elain Kam Cleary

What is your top requirement in selecting outside counsel?

The most effective outside counsel are the ones who have a deep and true understanding of our business. Knowledge of the law and regulations can be learned by most, but specific application of the law to unique business situations is critical. Often the questions and topics we bring to outside counsel are ones of first impression for all parties, even working with world-class law firms who have dealt with many issues, so understanding the business is necessary to providing practical and risk-balanced advice.



“Performing as in-house counsel requires a delicate balancing act between including individuals to ensure the different aspects of the organization are protected, but not being over-inclusive, which can slow down or even stagnate a project.”

—S.J. Gagliardi

What is different about working at your company as compared to working at Simpson Thacher? Are there any lessons you learned while at the Firm that you apply to your current position?

One of the most challenging aspects of supporting a large, multinational company is learning how to navigate the many different individuals and functions in the organization necessary to provide sound counsel, especially with respect to business development. While my experience at Simpson Thacher in many ways prepared me for this, particularly from organizing various groups for an M&A transaction, the challenge becomes even greater in-house as impacted functions range across different business units and regions (and time zones). This puts even greater emphasis on an attorney’s ability to maintain personal relationships within the organization. In addition, performing as in-house counsel requires a delicate balancing act between including individuals to ensure the different aspects of the organization are protected, but not being over-inclusive, which can slow down or even stagnate a project.

Are there any unique aspects to being in-house at a healthcare company as compared to being in-house in another industry?

Intellectual property and regulatory concerns are prevalent in almost every matter. Even at an animal health company like Zoetis, where the impact of generic products is less severe than for human health products, maintaining patent and other IP protections is one of the best opportunities for counsel to add value to an organization. Similarly, the failure to ensure freedom to operate can be devastating. While we have specialized IP attorneys at Zoetis, it is still vital that each attorney is IP-proficient in order to issue-spot, implement specialist advice and provide counsel.

What advice would you give to a lawyer who is interested in pursuing a career in the healthcare industry?

To any lawyer looking to go in-house, I recommend developing your range of legal knowledge as broadly as possible, as you will be asked to opine on a diverse range of topics including IP, antitrust and regulatory matters. Even more important, learn to trust your own judgment so you can make quick and confident decisions. To a lawyer specifically interested in a career in the healthcare industry I would give the same advice, but with special attention to developing basic IP and regulatory knowledge. Everything else you need you will, by necessity, learn on the job.



What attracted you to the healthcare industry?

Several things attracted me to healthcare. First, it’s a rewarding feeling to know that my work helps to support a larger mission of helping people to lead better, longer and healthier lives. Second, the industry is global

and highly regulated, which creates myriad interesting legal and business complexities that need to be addressed. The Novartis legal team is called upon every day to provide guidance on the many types of complexities that arise in a global and highly regulated business, and I enjoy the challenge and variety of that work. Finally—setting aside the legal work for a moment—it’s a fascinating industry, particularly the pace at which it evolves and interacts with other sectors and areas of law, business and technology.

What is different about working at your company as compared to working at Simpson Thacher? Are there any lessons you learned while at the Firm that you apply to your current position?

I have really enjoyed being immersed in a single industry, with a focus, of course, on a single company. That deeper and more sustained focus allows me to see first-hand how the business is run, and how things evolve over time. At a law firm, the nature of the work usually requires lawyers to shift focus across different companies and industries, or on a particular piece of the client’s business. Getting to know the company in a detailed way has been a really interesting process, and there is always more to learn. My work supports many of the different Novartis businesses, which affords me a valuable vantage point within the organization. I’m also expected to handle a wider range of issues than on a typical day in law firm practice.

Apart from instilling the importance of technical expertise and an ability to handle complex issues, my time at Simpson Thacher also reinforced the importance of client service. Practicing at a law firm, you learn very quickly that even the substantively best piece of advice is less valuable if it is not delivered when needed and in an efficient, pragmatic way. The same holds true practicing in-house. Some people are under the misconception that client service is only an issue for law firms, which is not true. The difference is that instead of having clients across different companies, all of my clients are now within one group of companies. Maintaining that same standard of client service that is found in a law firm like Simpson is critical to in-house success.

“Practicing at a law firm, you learn very quickly that even the substantively best piece of advice is less valuable if it is not delivered when needed and in an efficient, pragmatic way. The same holds true practicing in-house.”

—Marc Hennes

Of what career accomplishment are you most proud?

In my primary area of practice, government and internal investigations, the best results usually do not result in a splashy headline or a press release—in fact, it’s often the exact opposite. I’m most proud of instances in which we’ve successfully resolved confidential investigations and sensitive inquiries without drawing any notoriety.

Is there a particular legislation, regulation or case you are following, and if so, what are its implications for the healthcare industry?

Frankly, there are too many to list. Among the most interesting and challenging aspects of my job are the number of disparate areas that can have implications for my work. These areas range from data privacy issues, to cross-border discovery and attorney-client privilege considerations, to the Foreign Corrupt Practices Act and False Claims Act, social media issues, electronic discovery and beyond. All of these can have significant implications for the industry and for matters that I handle. Working in such a complex and ever-evolving industry means you have to be constantly learning and keeping vigilant in order to stay ahead of the curve, which is a really interesting part of my job.



Rob Ticktin

SVP & General
Counsel at EPIRUS
Biopharmaceuticals
Former Corporate
Associate (1990-1999) and
Counsel (2000-2002)

What attracted you to the healthcare industry?

Like most things in my career, it was not really part of a specific plan, but more of a result of networking and being opportunistic when things came my way. In general, complicated industries (insurance or healthcare, for example) are good ones for lawyers because there is always a need for

capable attorneys to help navigate businesses through the regulatory and other legal issues.

I subsequently joined Amgen, where I worked for 10 years before starting at Epirus recently. The position turned out to be a match for my transactional law firm experience, as I was responsible for bringing in new opportunities through product-focused transactions. When a company is investing heavily in new drug opportunities, you quickly learn the key value drivers for the business and the industry in general.

What's different about working at your company as compared to working at Simpson Thacher? Are there any lessons you learned while at the Firm that you apply to your current position?

There are a number of key differences between law firm and in-house practice, but the basic premise remains more or less the same: You have to know the business and the issues, deliver value to your business partners and organization, and build strong relationships along the way. But in terms of differences between law firms and in-house, a primary one is the range of matters that you may see on a day-to-day basis can be expanded in-house. You see a lot of issues, and you have the opportunity to get much more in depth with respect to the company's business and strategy. Another difference is that in-house, you have to be more comfortable with uncertainty in delivering your legal guidance without, perhaps, having the luxury of time to get the perfect answer. I apply the 80/20 rule to a lot of day-to-day things; get to an 80% certainty on an answer and you should be in good shape. Of course, for bet-the-house deals or disputes, a different set of rules apply.

My time at Simpson Thacher was terrific training for me. It instilled a solid thought process for me to arrive at critical answers. The DNA of Simpson has always been, at its core, talented lawyers who are easy to work with and know what's important versus what's not so important. Working 10+ years with the profession's best business lawyers gave me the skills and confidence that have allowed me to succeed in my in-house roles. As a firm, Simpson handles so many high-profile M&As, big financings and complex corporate governance matters. Having worked on those

type of matters and being able to translate that experience to my in-house opportunities was a great opportunity I'm very happy to have had.

Is there a particular legislation, regulation or case you are following, and if so, what are its implications for the healthcare industry?

Epirus is focused on developing and commercializing biosimilar drugs, with a particular focus on monoclonal antibodies (MAbs) that are coming off of patent protection and treat autoimmune diseases. MAbs are a huge drug category that has emerged over the last couple of decades. Currently more than half of the world's top-selling drugs are MAbs. It's an exciting time for healthcare stakeholders around the world; as innovative drugs come off patent protection, there are opportunities for significant product cost savings while making these drugs readily available to a wider patient population. This biosimilar opportunity is comparable to the emergence of the small-molecule generic drug industry that emerged 30 years ago with the Hatch-Waxman Act. For biologics, however, the legislatures are now at varying stages of putting in place rules and regulations for the introduction of these products. The U.S. is currently putting that regulatory framework together. The regulation will be core to Epirus's strategy, providing the pathway to get our products to market. So that's a prime area of my day-to-day focus.

Of what career accomplishment are you most proud?

My career has been a bit of a random walk. What I'm most proud of—and what's been most satisfying—is that I've consistently had new and challenging opportunities. I recall a piece of advice from George Krouse, whom I had asked about how to ensure success as a lawyer. He said, "do great work, and great things will come to you." In short, I focus on being the strongest business counselor I can be. I love what I do; I get to come to work every day energized to collaborate with colleagues and deal with interesting issues. It's been a lot of fun.

“There are a number of key differences between law firm and in-house practice, but the basic premise remains more or less the same: You have to know the business and the issues, deliver value to your business partners and organization, and build strong relationships along the way.”

—Rob Ticktin

Leading in Healthcare

Major players across the healthcare industry's subsectors call upon us for advice on some of the most complex deals and disputes in the market. The Firm has recently advised on major healthcare-related matters including:

- Alliance Boots' \$15 billion merger with Walgreen Co.
- Sheridan Healthcare's \$2.35 billion sale to AmSurg Corp.
- Daiichi Sankyo's Lipitor-related antitrust multidistrict litigation
- JPMorgan's committed financing for AbbVie's proposed \$54.7 billion acquisition of Shire
- Mitsubishi Tanabe Pharma's victory in Remicade-related arbitration
- Capsugel's acquisition of Bend Research and senior notes offerings
- Apria Healthcare's \$2.1 billion sale to CVS Caremark
- JPMorgan and Barclays' financing of Perrigo's \$4.5 billion acquisition of Omega Pharma
- Azur and Avanir Pharmaceuticals in dispute related to schizophrenia drug

Our New Look

Simpson Thacher launched its new website this spring. Client-focused and driven by the Firm's values—our collegial culture, commercial approach and leading expertise across practices—the new site is designed to clearly communicate our identity to clients, recruits and other key audiences. In conjunction with the new website, the Firm has also implemented a new branding initiative and visual identity, including an updated logo. Please have a look at www.simpsonthacher.com.



Alumni Updates

- **Kristopher E. Ahrend** (litigation associate 1998-2001) has been appointed Senior Vice President of Recorded Music Rights Administration at Warner Music Group.
- **Nermeen Saba Arastu** (litigation associate 2008-2013) has joined the CUNY School of Law's Immigrant and Non-Citizen Rights Clinic as a clinical law professor and supervising attorney.
- **Dr. Akosua Barthwell Evans** (corporate associate 1993-1996), CEO of the Barthwell Group, was appointed to the President's Advisory Commission on Educational Excellence for African Americans by President Obama. She was also recently featured in *Savoy* magazine and certified as a Governance Fellow of the National Association of Corporate Directors.
- **Richard Buchband** (corporate associate 1989-1992) joined ManpowerGroup, Inc. as Senior Vice President and General Counsel.
- **Scott W. Bulcao** (litigation associate 2004-2009) is now Assistant General Counsel at Samumed.
- **Michael J. Chepiga** (retired litigation partner) is now Acting General Counsel at Deutsche Bank Americas.
- **Carla Crawford King** (corporate associate 2005-2010) is now Associate General Counsel and Vice President at Sotheby's.
- **Caetano Altafin Cunha** (corporate associate 2010-2014) is preparing to row across the Atlantic, an effort that will support cancer research and possibly set a world record. His progress can be followed at remacae.com.
- **Christopher L. Garrett** (litigation associate 2000-2001) was appointed to the Court of Appeals for Oregon.
- **Jennifer M. Gómez** (litigation associate 2008-2010) has been appointed Assistant Secretary for Human Services by New York State Governor Andrew Cuomo.
- **Hank Gutman** (retired litigation partner) was appointed by New York City Mayor Bill de Blasio to chair the Brooklyn Navy Yard Development Corporation.
- **Gail Block Harris** (retired corporate partner) was elected to the Stanford University Board of Trustees.
- **Joel Karansky** (corporate associate 2001-2009) is now Vice President, Associate General Counsel and Corporate Secretary at William Morris Endeavor | IMG.
- **Winston Kitchingham** (corporate associate 2005-2006) is now Executive Director—Legal at Mitsubishi UFJ Securities (USA), Inc.
- **Charles E. Koob** (retired litigation partner) is on the board of directors of MRI Interventions, Inc., MiMedx Group, Inc., Stanford Hospital & Clinics, and DemeRx, Inc.
- **Michelle Levine (Hertz)** (litigation associate 2007-2014) is now Director, Global Litigation and Investigations at UBS AG.
- **Gary Margolis** (corporate associate 2002-2005) was appointed General Counsel and Chief Compliance Officer at DRI Capital Inc., a pharmaceutical royalty stream focused private equity fund manager.
- **Natalie Margulies** (litigation associate 2000-2002) joined Condé Nast Entertainment as the Vice President and Head of Digital Business Affairs.

- **Larry Meeks** (corporate associate 1971-1980) retired after more than 25 years as a founding partner of Pircher, Nichols & Meeks, Los Angeles, and is now pursuing a second career as a personal travel photographer.
- **Brina Milikowsky** (litigation associate 2005-2006) is now Chief Strategy Officer at Everytown for Gun Safety.
- **Francisco J. Navarro** (litigation associate 2004-2007) is now an Assistant United States Attorney for the District of New Jersey (Criminal Division).
- **Ellen Reilly Patterson** (former corporate partner), now Executive Vice President, Head of Legal, Compliance, AML & General Counsel at TD Bank, was honored by *The Philadelphia Business Journal* at its inaugural Corporate Counsel Awards.
- **Joanna Pressman** (exempt organizations associate 2000-2004), General Counsel at the Robin Hood Foundation, was named in-house “Individual of the Year” in the non-profit category of *Legal 500’s* 2014 US Awards. She was also profiled in an issue of *Corporate Counsel*.
- **Ann Rappleye** (litigation associate and counsel 1996-2004) joined the New York City Bar Association to lead its Continuing Legal Education department.
- **Pete Ruegger** (former Firm chairman and retired corporate partner) is on the board of directors of The Travelers Companies, Inc.
- **Donald Stockdale** (litigation associate 1983-1989), the former Deputy Bureau Chief and Bureau Chief Economist of the FCC’s Wireline Competition Bureau, joined Bates White Economic Consulting as a Partner.
- **Marissa C. Wesely** (retired corporate partner) was a recipient of the ABA’s 2014 Margaret Brent Women Lawyers of Achievement Award. She is currently a Fellow in the Harvard Advanced Leadership Initiative and a Global Fellow at the Wilson Center, affiliated with the Center’s Global Women’s Leadership Initiative.

Please Join Us for the 2014 Southern California Alumni Event

Reconnect with old friends and expand your professional network in a fun, casual setting over drinks and great food.

Wednesday, December 3, 2014
6:30 – 8:30 p.m.

Mr. C
1224 Beverwil Drive
Los Angeles, CA 90035



RSVP to Carole Jacobs at cjacobs@stblaw.com or 310-407-7597

New Partners: Effective January 1, 2014

Atif Azher (Corporate, Palo Alto) concentrates his practice in mergers and acquisitions, corporate and securities laws and corporate governance. He advises public and private companies and private equity firms in acquisitions, dispositions, leveraged buyouts, joint ventures and other direct investments.



Jason M. Bussey (Litigation, Palo Alto) focuses his practice on intellectual property matters, with an emphasis on patent litigation. He has also represented clients in connection with price-fixing conspiracies involving Dynamic Random Access Memory (DRAM) and Thin Film Transistor Liquid Crystal Displays (TFT-LCDs).



Jonathan Goldstein (Tax, New York) advises clients on the tax aspects of mergers and acquisitions, tax matters regarding financial institutions, private investment fund formation, financing transactions, corporate restructurings and bankruptcies, cross-border tax matters, and partnerships and other joint ventures.



Karen Hsu Kelley (Corporate, New York) is a member of the Firm's Public Company Advisory Practice, which advises U.S. and non-U.S. public companies on all aspects of their compliance with the U.S. securities laws and the listing requirements of the major U.S. exchanges. She advises clients with respect to corporate governance and other general matters.



Andrew M. Lacy (Litigation, Washington, D.C.) advises on antitrust-related issues, including regulatory approval of mergers and acquisitions, class actions and other complex antitrust litigation, civil and criminal government investigations, and antitrust counseling on strategic business practices.



Edgar J. Lewandowski (Corporate, New York) focuses his practice on capital markets, securities and corporate governance matters. He has experience representing a variety of issuers, investment banks and investors in a broad range of securities transactions, including IPOs and other equity offerings, high yield and investment grade debt offerings, convertible bond offerings, exchange offers, and liability management transactions.



Christopher R. May (Corporate, Houston) concentrates his practice on mergers and acquisitions and other corporate transactions, with a particular focus on the energy sector. He regularly represents private equity firms and corporations in a variety of public and private acquisition and divestiture transactions.



Krista Miniutti (Real Estate, New York) represents private equity firms in commercial real estate acquisitions and dispositions, joint ventures and financings. She has represented clients on a broad range of domestic and international real estate transactions including public to private transactions, securitized and mezzanine financings and portfolio acquisitions.



Anthony F. Vernace (Corporate, New York) represents private equity firms and corporations in a wide range of transactions, including mergers and acquisitions, joint ventures and other corporate transactions. He also advises clients on corporate and securities laws and corporate governance matters.



Craig S. Waldman (Litigation, New York) represents clients in a broad range of high-stakes litigation including securities litigation, insurance coverage, international arbitration and general contract disputes. He also has extensive trial experience and has represented clients in Congressional testimony, SEC investigations and other governmental investigations.



New Partners: Effective January 1, 2015

Christopher O. Bell (Corporate, Hong Kong) concentrates his practice on banking, credit and acquisition finance. His experience covers a range of cross-border senior and subordinated financings, with an emphasis on leveraged acquisition finance and real estate finance.



Matthew P. Einbinder (Corporate, Houston) represents borrowers and lenders in banking and credit transactions, including acquisition, energy related and project financings as well as credit derivatives transactions.



Adam C. Furber (Corporate, Hong Kong) is a member of the Firm's private funds practice. He represents a broad range of alternative asset management firms in the formation and ongoing operation of their private equity, real estate and other private investment funds.



Clare Gaskell (Corporate, London) advises private equity firms and corporate clients on private M&A and public takeovers as well as equity capital markets transactions.



Peter H. Gilman (Corporate, New York) is a member of the Firm's private funds practice. His practice focuses on the sponsoring and operation of private investment funds, investment management M&A and other aspects of private investing in alternative asset classes.



Sara Y. Razi's (Litigation, Washington, D.C.) practice focuses on a wide range of antitrust matters, including government merger and conduct investigations, antitrust litigation and counseling on a wide variety of competition issues. She was formerly Deputy Assistant Director of the Bureau of Competition at the Federal Trade Commission.



New Partners: Lateral

Rajib Chanda (Corporate, Washington, D.C. and New York) joined the Firm in July 2014 as a partner in the Investment Management Practice. Rajib, formerly a partner at Ropes & Gray LLP, focuses his practice on registered funds and a wide variety of other aspects of investment management. He also has substantial experience advising firms in the asset management industry on issues relating to social media and cybersecurity.



Peter Guryan (Litigation, New York) joined the Firm in July 2014 as a partner in the Antitrust Practice. Formerly a partner at Fried Frank LLP, Peter is a prominent antitrust lawyer with extensive experience in civil and criminal antitrust matters for major corporations and private equity firms. He has represented clients in obtaining antitrust approvals in numerous high-profile and challenging transactions, often global in scope, and in other government antitrust investigations before the DOJ, FTC and competition authorities outside of the United States.



M. Breen Haire (Corporate, Houston) joined the Firm in March 2014. Breen, formerly a partner at Baker Botts LLP, focuses his practice on mergers and acquisitions and has significant experience in M&A transactions involving energy companies and master limited partnerships in the oil and gas exploration and production, midstream, oilfield services, contract drilling, petrochemical and other sectors, as well as multiple capital markets offerings.



Jeffrey H. Knox (Litigation, Washington, D.C. and New York) rejoined the Firm in September 2014 as a partner in the Government and Internal Investigations Practice. Jeff previously served as the Chief of the DOJ's Fraud Section, which has responsibility for some of the nation's most significant fraud cases, including securities fraud, healthcare fraud, financial fraud and defense procurement fraud, as well as all FCPA criminal investigations and prosecutions in the United States. Jeff was previously an associate at Simpson Thacher.



Laurence M. Moss (Executive Compensation and Employee Benefits, New York) rejoined the Firm in August 2014. He was formerly a partner at Schulte Roth & Zabel LLP. Larry counsels companies in connection with the employee benefits aspects of mergers and acquisitions, with an emphasis on leveraged buyout transactions. Larry was previously an associate and counsel at Simpson Thacher.



Gil J. Strauss (Corporate, London) rejoined the Firm in September 2014 as a partner in the Capital Markets Practice. Gil was formerly a partner at Weil, Gotshal & Manges LLP, where he led the European High Yield team. Gil's practice focuses on high yield bond offerings, restructurings, initial public offerings and other corporate finance transactions for both private equity sponsors and underwriters. He was previously an associate and counsel at Simpson Thacher.



Pro Bono Highlights



Harlene Katzman, members of APBCo board, and law firm leaders in the Executive Office of the Vice President

Pro Bono Projects Discussed With Vice President Biden

On June 5, 2014, Vice President Joseph Biden convened a meeting with board members of the Association of Pro Bono Counsel (www.apbco.org) and law firm leaders to focus on access to justice issues and the role that pro bono counsel at law firms play in the delivery of legal services. **Harlene Katzman** discussed the Firm's Homeless

Youth Clinic and the Small Business Legal Academy projects as examples of innovative collaborations to address gaps in civil legal services in New York City.

Firm Drafts Reports on Discrimination in Voting in South Carolina and Alabama

Representing a multi-office, multi-department effort, Simpson Thacher produced two

reports on voting rights enforcement and compliance as part of the Lawyers' Committee for Civil Rights Under Law's response to the U.S. Supreme Court's decision in *Shelby v. Holder*, which struck down a key provision of the Voting Rights Act (VRA). Our reports focused on South Carolina and Alabama, two states with extensive and complex histories related to voting rights discrimination. The reports contributed significantly to a larger comprehensive report issued by the National Commission on the Voting Rights Act and were supplemented by state and regional hearings which took place across the country.

The Simpson Thacher team included associates from New York, Washington, D.C., Los Angeles and Palo Alto: **Matthew Cave**, **Samuel Charlton**, **Jonathan Nussbaum**, **Ravi Sharma**, **Andrew Winerman**, **Robert Woodward**, **Lisa Zhang** and former associate **Laura Safdie**. The reports were edited and supervised by litigation counsel **Janet Gochman**.

Simpson Thacher Settles Title IX Claim Against Pasadena Unified School District

Simpson Thacher settled a Title IX claim for our pro bono clients against the Pasadena Unified School District after the District agreed to expand access to athletic opportunities for girls.

The claim was brought on behalf of middle-school girls who were denied access to interscholastic sports. The District's PasadenaLEARNS program offered athletic opportunities to boys, such as flag football, but girls were not provided with comparable opportunities. While PasadenaLEARNS is advertised as including a "co-ed" sports league and girls make up 48.9% of the District's population, only 10% of the LEARNs sports participants were girls at the middle-school level.

The District and the interscholastic sports program it operates have now added basketball and soccer programs for girls, and has plans to add other girls' teams. The settlement was achieved without the need for a lawsuit, following the District's demonstration of a good-faith effort to rectify unlawful gender-based discrimination and ensure that girls can play sports.

The Simpson Thacher team, from our Palo Alto, Los Angeles and New York offices, included **Buzz Frahn**, **Jayma Meyer**, **Michael Freedman** and **Lee Brand**.

Sanctuary for Families' Law Firm Leadership Award

Simpson Thacher received the Law Firm Leadership Award from Sanctuary for Families at its 2014 Zero Tolerance benefit at Pier Sixty, Chelsea Piers on June 3. Sanctuary for Families provides legal and social services to nearly 11,000 survivors of gender violence, including domestic violence and trafficking. Simpson Thacher has partnered with Sanctuary for the past six years on numerous pro bono projects. The award was accepted on behalf of the Firm by **Lori Lesser**, **Harlene Katzman** and **Mark Stein**. **Barry Ostrager** is a member of Sanctuary's board of directors and was one of the event chairs.

2014 Public Service Fellowship

The Firm awarded the 2014 Simpson Thacher & Bartlett LLP Public Service Fellowship to Palo Alto litigation associate **Paloma Wu** (2012-2014). Paloma is spending the year working with the ACLU of Pennsylvania, where she will litigate a range of constitutional challenges on issues such as anti-immigrant legislation, voter identification laws, providing constitutionally adequate representation of indigent criminal defendants and the state's refusal to marry same-sex couples or recognize out-of-state same-sex marriages.



Left to right: Sanctuary for Families' Executive Director Hon. Judy Harris Kluger, STB's Lori Lesser, Harlene Katzman and Mark Stein.

Firm Honors and Awards

The Firm has been the recipient of recent accolades including:

- Antitrust Litigation Department of the Year, *The American Lawyer*
- One of the top 10 most innovative law firms, *The Financial Times*' U.S. Innovative Lawyers Report
- Bank Lending Team of the Year Award, *The Legal 500 United States*
- Recognized by *Law360* as one of the top five global law firms in six categories: Energy, Insurance, M&A, Private Equity, Real Estate and Technology—in addition to a Law Firm of the Year Honorable Mention
- Four Global M&A Deals of the Year, in addition to the Global Corporate Grand Prize at *The American Lawyer*'s Global Legal Awards
- *Chambers & Partners* Award for Excellence in Energy/Projects: Power (the Firm was also a finalist for Corporate/M&A, Employee Benefits & Executive Compensation, Finance, Insurance, Investment Funds and Real Estate)
- Equity Team of the Year Award and four Deal of the Year Awards, *IFLR Americas Awards*
- National Insurance Practice of the Year Award, *Benchmark Litigation Awards*
- Investment Funds Team of the year, *Asian Legal Business Hong Kong Awards*

The many accomplishments of our partners have also been recognized:

- **Rich Capelouto**, named to *Daily Journal*'s Top 100 Lawyers in California list
- **Leiming Chen** and **Philip Culhane**, recognized at the inaugural Asian Lawyer All-Star Awards hosted by *The American Lawyer*
- **Alexis Coll-Very**, named by *Daily Journal* to its list of Top Women Lawyers
- **Bill Curbow**, named a *Law360* MVP for M&A and a Dealmaker of the Week by *The American Lawyer*
- **Mary Beth Forshaw**, **Lynn Neuner** and **Mary Kay Vyskocil**, recognized by *Benchmark Litigation* among the Top 250 Women in Litigation—with Mary Kay recognized among the top 10
- **Nicholas Goldin**, named to *Global Investigations Review*'s 40 Under 40 list
- **Lori Lesser**, recognized by *Law360* as one of the 20 Most Influential Women in IP Law
- **Roy Reardon**, named a Lifetime Achiever by *The New York Law Journal*
- **Matt Reilly**, named by *The National Law Journal* as one of the Top Outside Counsel to America's Outstanding General Counsel
- **David Shevlin**, selected as a member of the David Rockefeller Fellows Class of 2015
- **Kathryn King Sudol**, recognized by *Law360* as a Rising Star in M&A

Thought Leadership

Corporate Partner A.J. Kess and Corporate Associate Yafit Cohn, members of the Firm's Public Company Advisory Practice, recently authored an op-ed regarding the controversy over fee-shifting bylaws in Delaware. Titled "Loser Pays' Rules Make A Comeback," the op-ed was published in *The Wall Street Journal* on August 27. Click [here](#) to read the article (subscription required).

Alumni Reception: October 2013

Simpson Thacher attorneys and alumni convened last October at Gotham Hall in New York. Together, the alumni attendees represented approximately 45 corporations, 60 banks and financial institutions, 15 government agencies, 20 non-profit organizations and a number of law firms. Some attendees had worked at the Firm as early as 1956. We hope you will join us for our next Alumni Reception in October 2015 at Gotham Hall.

45
corporations

60
banks and
financial institutions

15
government
agencies

20
non-profit
organizations



Vito Cannavo (Sullivan Papain Block McGrath & Cannavo P.C.), Roy Reardon (STB)



Leiming Chen (STB), Elsa Wang (HSBC)



Bob Friedman (Blackstone), Steve Lehman (Vidyo)



Laura Wolff (Barclays), Alison Dow (Sony Music), Natalie Margulies (Condé Nast), Lori Lesser (STB), Julie Rappaport (Sony Music), Susan Meisel (Sony Music)



John Pierce (WilmerHale), Amy Rubin (Weil)



Amy Liss (The Juilliard School), Sarah Cogan (STB), Michael Grad (AIG)



Rafael Vasquez (STB), Eric Berry (TripleLift)



Patricia Guarino (White & Case), Kathryn Gutowski (Pace Law School)



Alvise Spinazzi (Studio Legale Spinazzi Azzarita Troi), Alex Cano (AIG)



Roger Blissett (RBC), Michael Roberson (Sony Music), Don Liu (Xerox)



Marty Schwartz (Phillips Lytle), Conrad Harper (STB)



Dave Shevlin (STB), Jennifer Reynoso (STB), Alison Silverman (STB), Bich-Nga Nguyen (Milbank)



Alexis Coll-Very (STB), Randall Rainer (Wollmuth Maher & Deutsch)



Dan Tabak (Cohen & Gresser), Rebecca Fine (Schindler Cohen & Hochman), Joe McLaughlin (STB)



Helena Willner (Credit Suisse), David Williams (STB), Elisabeth Duncan (Berger Legal)



Paul Gluckow (STB), Gary Sellers (STB), Patrick Donnelly (SiriusXM)



Lauri Sawyer (Jones Day), Lynn Neuner (STB)



Roy Reardon (STB), Joe Dennin (McKenna Long & Aldridge), Jim Harbison (Morgan Lewis)



Robert Rabalais (STB), David Lieberman (STB), Philip Epstein (Warren Resources)



Alex Cano (AIG), Mike Garvey (STB), Ricardo Martinez (Baker McKenzie)



David Sorkin (KKR), Bill Alexander (IRS), Greg Conway (STB), David Sneider (STB), Bill Dougherty (STB)



Andy Amer (STB), Summer Craig (STB), Mary Beth Forshaw (STB)



Greg Ressa (STB), Jill McClure Allegretti (Morici & Morici), Scott Kobak (STB)



Libby McGarry (STB), Roy Reardon (STB), Bob Bodian (Mintz Levin), Marjorie Flannigan MacLachlan



Jackie Starr (Patria Investments), Jon Goldstein (STB)



David Cohen (MetLife), Laura Wolff (Barclays), Bret Ganis (Barclays), Julian Chung (Orrick)



Judge Dennis Jacobs (U.S. Court of Appeals for the Second Circuit), David Smallman (Smallman Law), Kristin Sakoda (NYC Department of Cultural Affairs), Matthew Katz (Schindler Cohen & Hochman)



Vince Pagano (STB), Alan Klein (STB), Pete Ruegger (STB), Marissa Wesely (STB)



Marni Lerner (STB), Vikrant Sawhney (Blackstone)



Katherine Weall (Orrick), Tiffany Liston (Public Preparatory Network), Helena Almeida (Siemens), William Regan (Katten Muchin)



Chet Kronenberg (STB), Jon Youngwood (STB), Mike Kibler (STB)



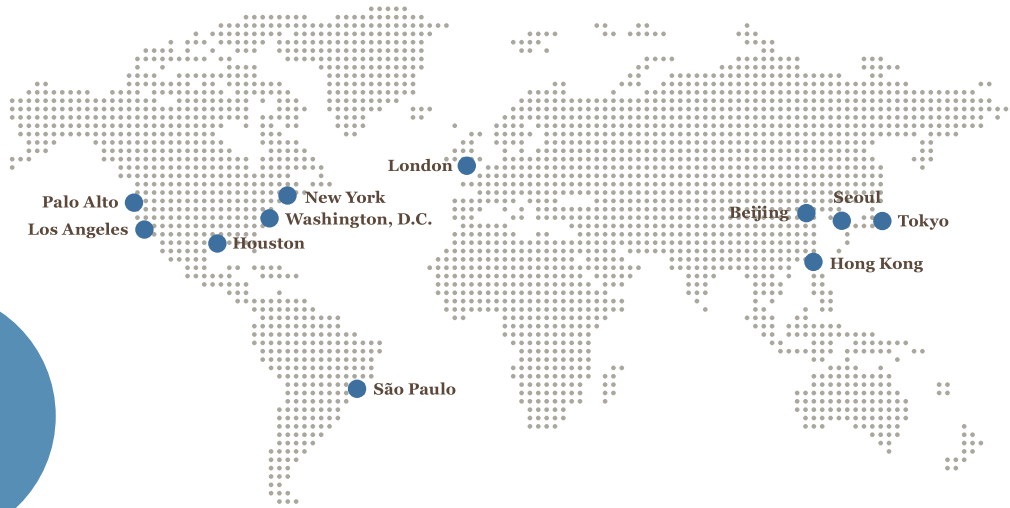
Myles Pistorius (NBA), Mark Adams (Weill Cornell Medical College), Pilar Ramos (MasterCard)



Robin Quittell (Fortress), Pete Kazanoff (STB), Buzz Frahn (STB)



Stefano Crosio (Jones Day), Alan Klein (STB)



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