



Atif Azher

Partner

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Recognized as a recent “Corporate Attorney of the Year” by *The American Lawyer* and “MVP” in Private Equity by *Law360*, Atif Azher is Managing Partner of the Palo Alto office, where he represents clients in a wide range of complex corporate matters, with a focus on M&A and private equity. He was also named among the 2023 “Top 100 Lawyers in California” for the second consecutive year by the *Daily Journal*, which wrote that Atif’s name “has become synonymous with the market’s largest and most complex transactions.” Atif is also recognized by *The Legal 500 US* and *Chambers USA* for Private Equity: Buyouts.

Atif provides sophisticated transactional counsel to public and private companies, investment funds and financial institutions, in a variety of domestic and cross-border transactions. He regularly advises on multi-billion dollar mergers, acquisitions, divestitures and JVs, drawing on his substantial experience across a broad range of industries, including technology, technology-enabled services, software, internet, sports and media, healthcare, fintech, retail and consumer products, infrastructure and real estate. Additionally, he has experience working on SPAC transactions, including advising target companies, SPACs and PIPE investors.

Atif regularly advises clients in:

- Take-privates
- Leveraged buy-outs
- Unsolicited takeover offers
- Public and private acquisitions and investments (including PIPEs)
- Corporate governance matters (including fiduciary law, SEC and stock exchange considerations)
- Emerging and growth company matters (including capital raising transactions)
- Financial advisory matters (including representing financial institutions)

Practice Focus:

- Mergers and Acquisitions
- Corporate
- Private Equity
- Corporate - M&A
- Corporate Governance
- Artificial Intelligence
- Alternative Capital and Private Credit
- Shareholder Activism
- Special Purpose Acquisition Companies (SPACs)

Industries:

- Technology
- Healthcare and Life Sciences
- Education

Atif has represented clients in a wide range of transactions, including:

Corporate Transactions

- Dell in its \$67 billion acquisition of EMC
- Dell in its spinoff of VMware
- Dell (as controlling stockholder of VMware) in VMware's acquisition of Pivotal Software
- Dell in the divestiture of its software group to Francisco Partners and Elliot Management
- Airbnb in its Series F capital raise
- Airbnb in its acquisition of Luxury Retreats
- PPD in its \$17.4 billion sale to Thermo Fisher
- Bright Health in separate \$750 million and \$175 million convertible preferred stock PIPE financings
- Kronos and Ultimate Software's \$22 billion merger
- UKG in its acquisition of Ascentis Corporation and Immedis
- Cohesity in its announced acquisition of Veritas' data protection business
- ZoomInfo in its corporate restructuring
- Edelman Financial in its take-private acquisition of Financial Engines
- Edelman Financial Engines in its investment from Warburg Pincus
- Applied Systems in its acquisitions of EZLynx
- Applied Systems in its acquisition of Indio Technologies
- Acoustic in its growth investment from Francisco Partners
- Precisely in its acquisition of Pitney Bowes' Software Solutions business
- Precisely in its sale to Clearlake Capital Group and TA Associates
- ClubCorp in its \$2.2 billion take-private sale to Apollo
- Openlink Financial in its sale to ION Investment Group
- Endeavor in its acquisition of IMG Worldwide
- Goodman Global in its \$3.7 billion sale to Daikin Industries
- Interactive Data Corporation in its \$5.2 billion sale to Intercontinental Exchange
- Tsinghua Unigroup in its acquisition of a 51% interest in Hewlett Packard's Chinese Networking and Technology Infrastructure business with a \$4.5 billion valuation
- TD Bank Financial Group in its \$8.5 billion acquisition of Commerce Bancorp, Inc., and \$6.3 billion acquisition of Chrysler Financial Services

Private Equity Transactions

- Blackstone, Carlyle and Hellman & Friedman in their majority investment in Medline Industries
- Silver Lake in numerous transactions, including Broadcom's \$61 billion acquisition of VMware (highlighted by the *Financial Times* as the "deal of the decade" according to market participants), \$24.4 billion acquisition (together with Michael Dell) of Dell Inc.,

acquisition of equity holdings of David Bateman (founder of Entrata), IonQ's \$2 billion merger with dMY Technology Group, Social Finance's \$8.65 billion merger with Social Capital Hedosophia V, PIPE investments in AMC, Motorola Solutions and Unity Software, and investments in Alchemy, Carta, Clari, Entrata, Genies, Oak View Group, Plaid, Red Ventures, UFC and WME Entertainment

- Hellman & Friedman in numerous transactions, including its acquisitions of The NPD Group, Checkmarx, Ultimate Software, Financial Engines, MultiPlan, Edelman Financial, SnapAV and Grocery Outlet, and investments in Baker Tilly, PointClickCare Technologies, Sprinklr, Splunk and SimpliSafe
- Centerbridge in its acquisition of INDUS Realty Trust, American Renal Holdings, Vision Solutions, Syncsort, and IBM's marketing platform and portfolio of commerce software products
- Blackstone in its initial public offering and numerous other transactions, including its \$870 million acquisition of Encore Medical, its investment in Bayview Asset Management and sale of its interest in Cumulus Media Partners LLC to Cumulus Media Inc.
- Apollo in its \$5 billion acquisition of The Michaels Companies
- TCV as part of Aurelia Bidco Norway AS in its acquisition of Adevinta ASA

SPAC Transactions

- Social Finance's \$8.65 billion merger with Social Capital Hedosophia Holdings Corp. V
- Cellego DI Ltd.'s \$2.4 billion merger with TWC Tech Holdings II Corp.
- A Place for Rover's \$1.35 billion merger with Nebula Caravel Acquisition Corp.
- IonQ's \$2 billion merger with dMY Technology Group III
- CCC Intelligent Solutions Inc.'s \$6.5 billion merger with Dragoneer Growth Opportunities Corp.
- Multiplan's \$11 billion merger with Churchill Capital Corp III

Atif was named among the "Top 100 Lawyers in California" by the *Daily Journal* for 2022, an "MVP" in Private Equity by *Law360* in 2021 and 2017, and a "Trusted Adviser" in Private Equity by *The Recorder* in 2017. He was also named a 2016 "Rising Star" in Private Equity by *Law360*.

Atif serves on the Board of Trustees of the National Resources Defense Council. He received a J.D. and an M.A. from the University of Pennsylvania and a B.S. and a B.S.B.A. from the University of Arizona. He is admitted to practice in New York and California.