



Tristan Brown

Partner

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Tristan Brown is a Partner in the Palo Alto office, where he is the only Executive Compensation and Employee Benefits partner. He is involved in most of the transactions that are handled by Simpson Thacher's Palo Alto, Los Angeles, and Asian offices, including some of the most important technology deals ever—such as the historic \$25 billion Alibaba IPO, and Dell's \$67 billion acquisition of EMC—and closely collaborates with the Corporate Practice attorneys across the Firm's global network of offices.

Practice Focus:

- Executive Compensation and Employee Benefits
- Corporate

Tristan has extensive experience advising a wide variety of clients, including private equity funds and publicly held corporations, with respect to the executive compensation and employee benefits issues arising in corporate mergers, takeovers, sales, spin-offs, initial public offerings and other corporate transactions. He has also represented employers, compensation committees and executives in the negotiation of employment and separation agreements and advises clients with respect to the design of stock option plans and other equity- or cash-based incentive compensation arrangements, non-qualified deferred compensation plans, golden parachute excise tax issues, health and welfare programs and issues relating to pension fund investing.

Tristan regularly represents a number of private equity funds, including Silver Lake Partners, KKR and KSL, in a wide variety of M&A transactions. He provides executive compensation and employee benefits advice to clients in the technology, life sciences, retail, financial services, and travel and entertainment industries, including Dell Technologies, Inc., Alibaba, Ancestry.com, CBRE, Masonite, TD Bank, Airbnb, McKesson, Ant Financial, BrightView, Sedgwick and Oaktree. Tristan also regularly provides advice regarding the SEC's executive compensation disclosure rules, particularly in connection with initial public offerings.

Recent representations include the following transactions, where Tristan

led the Simpson Thacher Employee Benefits and Executive Compensation team:

- KKR in its \$2.2 billion acquisition of certain international operations from Campbell Soup Company
- Gardner Denver Holdings in its \$15 billion merger with Ingersoll-Rand plc's Industrial segment
- Oaktree Capital Group in its sale of approximately 62% of the Oaktree business to Brookfield Asset Management
- PHC Holdings Corporation (formerly known as Panasonic Healthcare Holdings Co., Ltd.) in its \$1.14 billion acquisition of the Anatomical Pathology business of Thermo Fisher Scientific
- Sedgwick in its \$6.7 billion sale to funds affiliated with The Carlyle Group and Stone Point Capital LLC and Caisse de dépôt et placement du Québec
- KKR and KSL's acquisition of Apple Leisure Group
- Dell's \$67 billion acquisition of EMC Corporation, the largest technology deal ever
- TD Bank and TD Ameritrade's \$4 billion acquisition of Scottrade
- Silver Lake Partners and GIC's \$2.6 billion strategic investments in Ancestry.com
- Alibaba's historic \$25 Billion IPO, the second largest initial public offering ever, and Alibaba's subsequent acquisition of Youku Tudou
- ZS Pharma's \$2.7 billion acquisition by AstraZeneca
- KeyCorp's \$4.1 billion acquisition of First Niagara

Tristan was recently named as a 2017 Top 20 Lawyer in Employee Benefits by *Lawdragon*. He is recognized for his extensive executive compensation and employee benefits experience and his remarkable work, including being recognized in *The Legal 500 United States* for Employee Benefits and Executive Compensation, and *Chambers USA: America's Legal Lawyers for Business*, which lauded him for being "incredibly intelligent and highly responsive" and quoted a client who said, "[He] is a master at executive compensation matters and has an excellent understanding of the state of the market."

Tristan received his B.A., with high distinction, from Trinity College, University of Toronto in 1993. He graduated in 1996 from the University of Toronto, Faculty of Law, where he received his J.D. and was an associate editor of the *Faculty of Law Review*. He also received his LL.M. in labor and employment law in 1997 from the Georgetown University Law Center, where he was awarded the Thomas Bradbury Chetwood, S.J. Prize for ranking first in his LL.M. program. Prior to his association with Simpson Thacher, Tristan clerked for the Honorable Mark MacGuigan of the Federal Court of Canada, Appeals Division.