



Representative Legal Matters

Michelle Rae Heisner

Selected Transactions and Representations - M&A

- Advised ALDI on its acquisition of Southeastern Grocers, home of the Winn-Dixie and Harveys Supermarket brands.
- Advised Galapagos, a Belgian headquartered biotechnology company listed on Nasdaq and Euronext, on its acquisition of AboundBio, a US headquartered, privately held biotechnology company focused on developing antibody-based biological therapeutics for cancers.
- Advised MiddleGround Capital in its multijurisdictional carve out acquisition of PVI Holdings, a flow control distributor focused on serving MRO applications across marine, chemical, downstream energy, and W&O Supply, a distributor of valves, actuated valves, pipe, fittings and engineered solutions to the maritime industry, from Pon Holdings.
- Advised Aurora Acquisition Corp., a Nasdaq-listed SPAC, in its USD 6.9 billion (and a post-money equity value of approximately USD 7.7 billion) business combination with Better HoldCo, Inc., a fully digital homeownership platform.
- Advised JHD Holdings (Cayman) Limited, operating in China under the brand Ji Hui Duo®("积惠多"), in its USD 1 billion de-SPAC transaction with publicly traded special purpose acquisition company East Stone Acquisition Corporation.
- Advised Okada Manila, as holder of one of the Philippines' biggest casino resorts, in its de-SPAC with 26 Capital Acquisition Corp. at a USD 2.6 billion valuation.
- Advised MiddleGround Capital in acquisition of Race Winning Brands and subsequent roll-up of aftermarket performance motor sports parts suppliers around the globe.
- Advised Aeris Cleantech AG, a provider of air purifiers, and its shareholders on its acquisition by iRobot Corporation.
- Advised a newly formed joint venture providing competitive intelligence and specialist data to the retail and commercial banking market. The joint venture combined Novantas, a provider of analytic advisory services and technology solutions, and Informa Financial Intelligence's FBX Group.
- Advised Daily Mail and General Trust's on the sale of its education technology business in two transactions for an aggregate approx. USD 410 million to PowerSchool and EAB Global.

- Advised PointsBet Holdings, an ASX listed corporate bookmaker with operations in Australia and the United States that has developed a scalable cloud-based wagering platform through which it offers its sports and racing wagering products, on its 5-year, USD 393 million US media partnership with NBCUniversal Media involving the sale of an equity stake in their business.
- Advised North Equity LLC in its acquisition of various digital media brands, including Domino, Popular Science, Field & Stream, Outdoor Life and Saveur.
- Advised CRIF S.p.A., a global company specialized in credit bureau, business information, credit and open banking solutions, in its acquisition of Strands, Inc., a FinTech company specialized in advanced digital banking solutions.
- Advised Brazilian education business YDUQS (formerly known as Estácio Participações S.A.) on its acquisition for USD 465 million of Adtalem Educacional do Brasil, the Brazilian education business of Adtalem Global Education, a US public company.
- Advised Sika AG, a Swiss chemical company, on its CHF 2.5 billion (USD 2.55 billion) offer for Parex, mortar manufacturer.
- Advised Brookfield Business Partners on its USD 13.2 billion acquisition of Johnson Controls' Power Solutions business.
- Advised Ontario Teachers' Pension Plan in its sale of a majority stake in GCT Global Container Terminals Inc., an operator of marine container terminal facilities in New York, New Jersey and Vancouver, to IFM Investors and British Columbia Investment Management Corporation.
- Advised ORIX Capital Partners, a business unit of ORIX USA Corporation, in its private equity investment and acquisition of Hoffman Southwest Corp., commercial and residential drain services provider and the largest franchisee of Roto-Rooter in the United States, from US based private equity firm Sterling Partners.
- Advised RR Donnelley & Sons, a NYSE-listed provider of marketing and business communications, commercial printing, and related services, in the spin-off of its financial print and PRS businesses to create three independent, publicly traded companies.
- Advised Shanda Games Ltd., a NASDAQ-listed Chinese game developer, operator and publisher, as advisor to the special committee, on its USD 1.9 billion Rule 13e-3 going-private transaction.
- Advised ASX-listed Telstra Corporation Ltd, Australia's leading telecommunications company, in connection with various US legal advice, including its sale of 47.4% of NYSE-listed Autohome Inc., its A 454 million sale of 70% stake in Sensis Pty Ltd., the USD 123.6 million initial public offering of Autohome Inc., with Telstra Corporation Ltd as controlling shareholder, on NYSE and USD 410 million follow-on offering.
- Advised Duff & Phelps, Goldman Sachs, Rothschild and H.C. Wainwright in connection with their roles as financial advisors to various transactions.



Selected Transactions and Representations - Capital Markets

- Advised Bank of New Zealand, one of New Zealand's largest banks, on the establishment of its Luxembourg-listed Rule 144A Medium-Term Note Sub-Program and over USD 1.6 billion of issuances thereunder.
- Advised National Australia Bank Limited, one of Australia's big four financial institutions, in connection with various U.S. legal advice, including: its AUD 5.5 billion rights issue of ordinary shares in NAB in reliance on Regulation S, Section 4(a)(2) and Rule 144A; the establishment of its U.S. commercial paper program and update of its U.S. commercial paper program using its Delaware funding entity; and issuances of over USD 6.6 billion of Rule 144A Medium-Term Notes, USD 4.75 billion of Covered Bonds; and USD 7.35 billion of 3(a)(2) Medium-Term Notes.
- Advised Queensland Treasury Corporation, the Queensland Government's central financing authority, in connection with its various U.S. legal advice, including its registered U.S. Medium-Term Note program and AUD Bond program in reliance on Rule 144A and Regulation S.
- Advised Queensland Treasury Holdings on its AUD 806 million block trade of shares in ASX-listed QR National Limited, an Australian rail freight company, in reliance on Rule 144A and Regulation S.
- Advised ASX-listed Telstra Corporation Ltd, Australia's leading telecommunications company, in connection with various U.S. legal advice, including: its USD 1 billion issuance of senior notes in reliance on Rule 144A and Regulation S; the USD 123.6 million initial public offering of Autohome Inc., with Telstra Corporation Limited as controlling shareholder, on the NYSE and USD 410 million registered follow-on offering; and its AUD 1 billion share buyback excluding U.S. holders.
- Acting as underwriter or dealer counsel in: registered offerings of senior notes issued by Aetna Inc., exempt offerings of equity under Rule 144A and Regulation S; exempt offerings under Rule 144A and Regulation S by Asaleo Care Limited's and Pact Group's in connection with their initial public offerings on the ASX; and exempt offerings by NewSat Limited under Rule 144A and Regulation S.
- Work with various issuers in offerings of unregistered securities, including AquaSure Pty Ltd, the developer and operator of the Victorian Desalination Plant, Costa Group Limited, Australia's largest horticultural company, and Oceana Gold Corporation, an ASX and TSX-listed Asia-Pacific gold producer with projects located on the South Island of New Zealand and in the Philippines.

*Includes representations during work with prior law firms.