



Karessa L. Cain

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Karessa Cain is a partner in Wachtell, Lipton, Rosen & Katz's Corporate Department, where she focuses on mergers and acquisitions, corporate governance, and corporate and securities matters. She has worked on a wide range of transactions, including domestic and cross-border acquisitions, private equity transactions, spin-offs, takeover defense, shareholder activism and proxy contests, joint ventures and capital market transactions.

Representations by Karessa include:

- **Alcoa Inc.** in its separation into two public companies
- **Visa Inc.** in its €21 billion acquisition of Visa Europe Ltd.
- **Apollo Global Management's** affiliated funds in their \$5.1 billion acquisition of West Corporation
- **Special Committee of the Board of Directors of Discovery Communications** in its agreement to exchange \$5 billion of preferred stock held by Advance/Newhouse Programming Partnership
- **Arconic Inc.** in its proxy contest and settlement agreement with Elliott Management
- **Gramercy Property Trust** in its merger with Chambers Street Properties
- **Ann Inc.** in its \$2.2 billion sale to ascena retail group
- **Abbott Laboratories** in its \$55 billion spin-off of AbbVie, and AbbVie in its \$14.7 billion bond

offering

- **Alcoa Inc.** in its \$3 billion acquisition of Firth Rixson Ltd.
- **NYSE Euronext** in its attempted \$23.4 billion cross-border merger of equals with Deutsche Börse and its successful defense against a hostile takeover attempt by Nasdaq OMX
- **Morgan Stanley** in forming the Morgan Stanley Smith Barney joint venture with Citigroup, Inc. and subsequent acquisition by Morgan Stanley of Citigroup's interest in the joint venture at an implied 100% valuation of \$13.5 billion
- **United Technologies Corporation's** sale of its Pratt & Whitney Rocketdyne business to GenCorp and its Pratt & Whitney Power Systems business to Mitsubishi Heavy Industries
- **Simon Property Group** in its spin-off of Washington Prime Group, and Washington Prime Group in its subsequent acquisition of Glimcher Realty Trust
- **Apollo Global Management's** affiliated funds in their acquisition of Rio Tinto plc's Alcan Engineered Products business (later renamed Constellium N.V.) and the subsequent IPO of Constellium N.V.
- **Constellium N.V.** in its \$1.4 billion acquisition of Wise Metals Intermediate Holdings LLC

Karessa frequently writes and speaks about M&A, corporate governance and other legal issues, and she was a consulting editor for the NYSE: Corporate Governance Guide.

Karessa received her B.A. *cum laude* from Yale College in 2000. She received her J.D. from Columbia Law School in 2004, where she was a James Kent Scholar and a Harlan Fiske Stone Scholar. Following graduation from law school, she served as a law clerk to the Honorable J. Clifford Wallace of the U.S. Court of Appeals for the Ninth Circuit. She is a Fellow of the American Bar Foundation and a member of the New York and American Bar Associations.

Clerkships

Honorable J. Clifford Wallace, United States Court of Appeals, Ninth Circuit, 2004 – 2005

Recent Publications

[Stakeholder Governance - Some Legal Points](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, September 20, 2019.

[Stakeholder Governance and the Fiduciary Duties of Directors](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, August 24, 2019.

[Corporate Purpose - Stakeholders and Long-Term Growth](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, May 29, 2019.

[The New Paradigm and the EU Shareholder Rights Directive II](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, May 11, 2019.

[It's Time to Adopt the New Paradigm](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, February 11, 2019.

[Cross Border M&A - 2019 Checklist for Successful Acquisitions in the United States](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 30, 2019.

[Dealing with Activist Hedge Funds and Other Activist Investors](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 25, 2019.

[2018 Private Equity Year In Review](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 17, 2019.

[REIT M&A in 2019](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 4, 2019.

[Some Thoughts for Boards of Directors in 2019](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, December 14, 2018.

[REIT M&A in a Complex Market](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, June 23, 2018.

[Update on The New Paradigm: The Evolution of Stewardship Principles](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, June 20, 2018.

[Engagement - Succeeding in the New Paradigm for Corporate Governance](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 23, 2018.

[Some Thoughts for Boards of Directors in 2018](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, November 30, 2017.

[A Synthesized Paradigm for Corporate Governance, Investor Stewardship, and Engagement](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, April 17, 2017.