



## Steven A. Rosenblum

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**Steven A. Rosenblum has been a partner at Wachtell, Lipton, Rosen & Katz since 1989 and serves as co-chair of the firm's Corporate Department. He focuses on mergers and acquisitions, takeover defense, corporate governance, shareholder and hedge fund activism, proxy fights, joint ventures and securities law. Mr. Rosenblum has been recognized by [Chambers Global](#) as one of the world's leading transactional lawyers and by [Lawdragon](#) as one of the 500 leading lawyers in America. He was named a 2015 and 2016 BTI Client Service All-Star by the BTI Consulting Group for his level of dedication and commitment to exceptional client service.**

Mr. Rosenblum's recent significant representations include: General Motors in its proxy contest with Greenlight Capital; Verizon in its acquisition of Yahoo's core businesses; Michael Dell in Mr. Dell's and Silver Lake's buyout of Dell, Inc. (for which Mr. Rosenblum was named Dealmaker of the Year by *The American Lawyer*) and in Dell's acquisition of EMC; Visa in its acquisition of Visa Europe; Target in the sale of its pharmacy business to CVS; Smucker's in its acquisition of Big Heart Pet Brands; Energizer in the spinoff of its household products business; Verizon in its acquisition of Vodafone's 45% interest in Verizon Wireless; tw telecom in its sale to Level 3 Communications; Cracker Barrel in its four consecutive proxy fight victories over Biglari Holdings; PPG Industries in the spinoff and sale of its specialty chemicals business to Georgia Gulf, and in the sale of its joint venture interest in Transitions Optical to Essilor; the board of General Motors in the repurchase of its common stock from the United

States Treasury; Ralcorp in its takeover defense and subsequent sale to ConAgra; and Duke Energy in its merger with Progress Energy. Mr. Rosenblum's prior significant representations include: Smurfit-Stone in its acquisition by Rock-Tenn; the board of ITT in its spinoffs of Exelis and Xylem; Morgan Stanley in its acquisition of Smith Barney, as well as in its investment from Mitsubishi UFJ Financial Group; Target in its proxy fight victory over Pershing Square; General Mills in its acquisitions of Pillsbury and Chex, its sale of Haagen-Dazs to Nestle, and its sale of SVE to Pepsi; Ameriprise Financial in its acquisition of H&R Block Financial Advisors; Ceridian in its proxy fight with Pershing Square and subsequent going private transaction; ALLTEL in its sale to Verizon; Respironics in its sale to Royal Philips Electronics; and Nextel Partners in its sale to Sprint Nextel. He has also previously represented AT&T in a number of transactions, including the acquisitions of McCaw Cellular, Teleport, TCI and Media One, the IPOs and spinoffs of Lucent and AT&T Wireless, and the sales of AT&T Broadband to Comcast and AT&T to SBC, as well as representing AT&T Wireless in its investment from NTT DoCoMo and its sale to Cingular.

Mr. Rosenblum received his J.D. from Yale Law School in 1982 and his B.A. from Harvard College *magna cum laude* and Phi Beta Kappa in 1978. Prior to joining the firm, he was a law clerk to the Honorable Joseph L. Tauro, United States District Court Judge for the District of Massachusetts.

Mr. Rosenblum is a member of the American Law Institute, the American College of Governance Counsel, and the Board of Advisors of the Yale Law School Center for the Study of Corporate Law. He writes and participates in panels and programs on a number of topics, including mergers and acquisitions, shareholder and hedge fund activism, corporate governance, corporate disclosure and proxy reform. He has served as co-chair of the Annual Federal Securities Institute in Miami since 2005.

## Clerkships

Honorable Joseph L. Tauro, United States District Court, District of Massachusetts, 1982 – 1983

## Recent Publications

[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.

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

[Mergers & Acquisitions - 2019](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 15, 2019.

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

The Shareholder Communications Proxy Rules and Their Practical Effect on Shareholder Activism and Proxy Contests, in A Practical Guide to SEC Proxy and Compensation Rules (Wolters Kluwer, 6th ed. 2018).

[Risk Management and the Board of Directors \(updated August 2018\)](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, September 5, 2018.

[Mergers and Acquisitions -- 2018 - With a Brief Look Back](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 29, 2018.

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

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

[Mergers and Acquisitions - A Brief Look Back and a View Forward](#), in Bank and Corporate Governance Reporter, Volume 57 Number 6, February 2017.

[Promoting Long-Term Value Creation - The Launch of the Investor Stewardship Group \(ISG\) and ISG's Framework for U.S. Stewardship and Governance](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, dated February 1, 2017.

[Dealing with Activist Hedge Funds and Other Activist Investors](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 26, 2017.

[Taking Short-Termism Seriously: A Response to Charles Nathan](#), in Harvard Law School Forum on

