



Contact

Joshua A. Apfelroth

Partner

New York

+1.212.969.3438

japfelroth@proskauer.com

Joshua Apfelroth is a partner in the Mergers & Acquisitions and Private Equity Group.

Josh's practice involves advising a diversified mix of corporations, private equity funds, hedge funds, investment bank and family office clients on complex corporate transactional issues, including public and private mergers acquisitions and dispositions, corporate governance, contests for corporate control, tender and exchange offers, spinoffs and joint ventures. Josh also advises growth companies and investors in connection with venture capital and other alternative investments. In addition, Josh advises clients on complex transactions involving distressed companies and assets, including restructurings, financings, investments, and mergers and acquisitions.

Josh represents clients across a broad range of industries, including in the technology, cybersecurity, media and entertainment, pharmaceutical, real estate, financial services, consumer goods and transportation sectors. Clients trust Josh to serve as a day-to-day legal advisor advising them on a wide array of governance, securities and other commercial matters, including directors' duties and responsibilities, board composition, public disclosure, and legal compliance.

Josh also represents issuers, underwriters and selling stockholders in connection

with public and private securities offerings.

Matters

Representative experience:

Mergers and Acquisitions

- Forbes Global Holdings in its proposed business combination with Magnum Opus Acquisition Limited and related \$200 million strategic investment from Binance.*
- Cybereason in connection with acquisition of empow Cyber Security.*
- Cybereason in connection with its Series F Financing.*
- Cybereason in connection with its Series E Financing.*
- Volta Technologies in connection with various investments.*
- Forbes Media LLC on its sale of a majority stake to a group of international investors as part of the company's global growth strategy.*
- Acorda Therapeutics, Inc. in its acquisition of Civitas Therapeutics, Inc.*
- Dover Corporation in the reorganization and sale of its business unit, Texas Hydraulics, Inc. to Wynnchurch Capital.*
- Genpact Limited in its acquisition of OnSource LLC.*
- Genpact Limited in its acquisition of TandemSeven, Inc.*
- The Dagim-Go Fish LLC in its sale of The Fishing Company of Alaska, Inc. to Ocean Peace, Inc. and O'Hara Corporation.*
- Towers Watson & Co. in its acquisition of Acclaris.*
- Towers Watson & Co. in its acquisition of Extend Health, Inc.*
- Towers Watson & Co. in its acquisition of Liazon Corporation.*
- Towers Watson & Co. in the sale of its Reinsurance Brokerage business to Jardine Lloyd Thompson Group plc (JLT).*

- Evercore as financial advisor to the Special Committee of the Board of Directors of Genco Shipping & Trading Limited in connection with the sale of preferred stock by Genco to a number of investors, including affiliates of Centerbridge, Apollo and Strategic Value Partners, for an aggregate purchase price of \$125 million.*
- Evercore as financial advisor to Höegh LNG Partners LP in connection with a dropdown transaction pursuant to which Höegh LNG Partners purchased from a subsidiary of Höegh LNG Holdings Ltd. a 51% ownership interest in Höegh LNG Colombia Holding Ltd. for a purchase price of \$189 million.*
- Evercore as financial advisor to the Special Committee of the Board of Directors of Tanker Investments Ltd. in connection with its sale to Teekay Tankers Ltd. in a share for share exchange.*
- Elan Corporation, plc in the spinoff of its drug discovery business, Prothena Corporation plc.*
- Pfizer, Inc. in its \$68 billion acquisition of Wyeth.*
- Pfizer, Inc. in its \$3.6 billion acquisition of King Pharmaceuticals, Inc.*
- Pfizer, Inc. in the \$16.6 billion sale of its Consumer Healthcare business to Johnson & Johnson.*
- Triar Fund Management in Triarc Companies, Inc.'s acquisition of Wendy's International, Inc.*
- Nektar Therapeutics in the sale of its royalties on future sales of CIMZIA® and MIRCERA® to Royalty Pharma.*
- Six Flags Entertainment Corporation in its acquisition of an interest in a joint venture that owned Dick Clark Productions, Inc., and in the sale of certain theme parks to PARC 7F-Operations Corporation and CNL Income Properties, Inc.*
- The Bear Stearns Companies, Inc. in its merger with JPMorgan Chase & Co.*
- Credit Suisse USA, Inc. in its acquisition of LIME Financial Services, Ltd.*
- JPMorgan Securities LLC, Centerview Partners LLC, Banc of America Securities LLC, Financo Securities, LLC, Barclays, Lehman Brothers Inc., and Bear Stearns & Co. Inc. in their capacities as financial advisor in connection

with various mergers and acquisitions transactions.*

Securities and Shareholder Activism

- Marcato Capital Management LP in its acquisition of a 6% stake in Deckers Outdoor Corporation and proxy contest seeking to elect a minority slate of directors to the company's board.*
- Marcato Capital Management LP in its acquisition of a 9.9 % stake in Buffalo Wild Wings, Inc. and its successful effort to elect three directors to the company's board in a proxy contest.*
- Marcato Capital Management LP in its acquisition of a 5.1% stake in Terex Corporation and its subsequent agreement to add a representative of Marcato to the board.
- Safe Bulkers, Inc. in a \$17.2 million public offering of common shares.*
- Pershing Square Capital Management in its acquisition of a 7.5% stake in Mondelez International, Inc.*
- Perrigo Company plc in an \$80 million sale of ordinary shares of Prothena Corporation plc.*
- Deutsche Bank and other underwriters in Air Products and Chemicals, Inc.'s €300 million senior unsecured notes offering.*
- Elan Corporation plc in its \$381 million sale of ordinary shares of Alkermes plc and subsequent \$170 million sale of its remaining ordinary shares of Alkermes plc.*
- Elan Corporation plc in a \$600 million Rule 144A notes offering and tender offer to purchase approximately \$625 million of outstanding notes and related redemption of non-tendering notes. *
- Barclays and the other underwriters in Lorillard Tobacco Company's \$500 million senior unsecured notes offering. *
- Trian Fund Management in its \$166 million tender offer for common stock of Wendy's/Arby's Group, Inc. *
- Pfizer, Inc. in its \$13.5 billion SEC-registered senior unsecured notes offering

and \$10.5 billion Reg S senior unsecured notes offering to finance its acquisition of Wyeth. *

- The Bear Stearns Companies, Inc. in connection with the Bear Stearns Medium Term Note Program and Reverse Convertible Note Program.*

*at prior firm

Practices

Mergers & Acquisitions, Corporate/Transactional, Capital Markets

Market Solutions

Environmental, Social and Corporate Governance (ESG)

Education

American University Washington College of Law, J.D.

American University, Washington, D.C., B.A.

Admissions & Qualifications

New York