

Contact

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Michael E. Ellis is a partner in the Corporate Department and co-head of Proskauer's Mergers & Acquisitions Group.

Mike advises on all aspects of public and private mergers and acquisitions, corporate governance, GP-led secondaries transactions and complex commercial arrangements. He has handled billions of dollars in buy-and sell-side representations including tender offers, stock and asset purchases and sales, mergers and joint ventures, for both strategic players and financial sponsors in a broad range of industries, including in the retail, healthcare, pharmaceutical, real estate, financial services and consumer goods sectors, guiding boards and executive teams through all stages of the M&A process.

Mike also represents public companies in their ongoing corporate and securities law matters, including with respect to corporate governance, board and committee representation and public disclosure.

Matters

Public M&A Transactions

- Comtech Telecommunications Corp. (Nasdaq: CMTL) in its proposed $532.5 acquisition of Gilat Satellite Networks Ltd. (Nasdaq: GILT; TASE: GILT), which was subsequently terminated
- Celgene Corporation (Nasdaq: CELG) in its $9 billion acquisition of Juno Therapeutics, Inc. (Nasdaq: JUNO)
- Henry Schein, Inc. (Nasdaq: HSIC) in the spin-off and merger of its animal health business with Vets First Choice in a “Reverse Morris Trust” transaction and numerous other acquisitions
- C-III Capital Partners LLC in its $207 million acquisition of Resource America, Inc.
- Inland Real Estate Corporation (NYSE: IRC), a publicly traded REIT, in its $2.3 billion acquisition by DRA Advisors
- Comtech Telecommunications Corp. in its $430.8 million acquisition of TeleCommunication Systems, Inc. by way of tender offer
- Celgene Corporation in its $7.2 billion acquisition of Receptos, Inc. by way of tender offer
- Ascena Retail Group, Inc. in its $2 billion acquisition of ANN INC., owner of LOFT and Ann Taylor
- Annie’s, Inc. in its $820 million sale to General Mills, Inc. by way of tender offer
- American Realty Capital Properties, Inc. in its $11.2 billion acquisition of Cole Real Estate Investments, Inc., which followed its $9.7 billion withdrawn unsolicited offer to purchase Cole Credit Property Trust III, Inc.
- American Realty Capital Properties, Inc. in its $2.2 billion acquisition of CapLease, Inc.
- American Realty Capital Properties, Inc. in its acquisition of Cole Credit Property Trust, Inc. by way of tender offer
- American Realty Capital Properties, Inc. (ARCP) and American Realty Capital Trust III, Inc. in their $2.2 billion merger and ARCP and American Realty

Capital Trust IV, Inc. in their $3.1 billion merger

- American Realty Capital Trust, Inc. (ARCT) in its $3 billion acquisition by Realty Income Corporation, including with respect to the contested solicitation resulting from activists who opposed the transaction
- Ascena Retail Group, Inc. in its $890 million acquisition of Charming Shoppes, Inc., a specialty retailer for women's plus-size apparel and the parent company of Lane Bryant, Catherines Plus Sizes and Fashion Bug, by way of tender offer
- Dress Barn, Inc., a leading national specialty apparel retailer, in its $412.7 million acquisition of Tween Brands, Inc., a specialty retailer for tween girls in the U.S. and internationally
- United Industrial Corporation in its $1.1 billion sale to Textron Inc., which makes precision weapons, surveillance systems, complex intelligence and communications systems, aircraft control systems, specialty marine craft and armored vehicles for the defense, homeland security and aerospace markets, by way of tender offer
- Wendy’s/Arby’s Group Audit Committee in the tender offer made by funds affiliated with Trian Partners for up to 40 million shares of Wendy’s/Arby’s

Private M&A Transactions

- Bed Bath & Beyond Inc. in its sale of PersonalizationMall.com to 1-800-FLOWERS.COM, Inc.
- Comtech Telecommunications Corp. in its acquisition of Solacom Technologies Inc., a leading provider of Next Generation 911 solutions for public safety agencies
- Fund managed by Private Equity Group of Ares Management Corporation in its acquisition of CoolSys, Inc., the leading refrigeration and HVAC services company, from Audax Private Equity
- RCS Capital Corporation in its $1.15 billion acquisition of Cetera Financial Holdings, Inc.

- An ownership group led by the grandchildren of Walter O'Malley, the Hall of Fame owner of the Brooklyn and Los Angeles Dodgers, in its acquisition of the San Diego Padres for a base purchase price of $800 million
- Copal Partners, one of the world’s leading providers of outsourced research and analytical services, in its cross border acquisition by Moody’s Corporation
- Icahn Enterprises LP’s $1.9 billion acquisition of Carl C. Icahn’s partnership interests in the management company and general partners of the Icahn hedge funds
- Tyman PLC in its $200 million acquisition of Truth Hardware Corporation
- Yield Capital Partners in its indirect acquisition of a minority stake in Electro Dunas, S.A., a Peruvian company engaged in electricity distribution
- Belron International Ltd., the world's largest dedicated vehicle glass repair and replacement company, in numerous acquisitions, including Diamond Glass Inc., one of the nation's leading providers of replacement auto glass services
- iQor Holdings Inc. in its acquisition of RMS, a leader in business-to-business accounts receivable outsourcing services
- Circle Peak Capital LLC in a leveraged buyout of apparel company Rocket Dog Brands

Practices

Mergers & Acquisitions, Special Situations, Secondary Transactions and Liquidity Solutions, Health Care Regulatory Compliance, Private Credit Restructuring, Private Equity Transactions, Corporate/Transactional

Industries

Private Equity, Private Capital, Asset Management

Education

Hofstra University School of Law, J.D.
magna cum laude
Associate Editor, *Hofstra Law Review*

State University of New York at Buffalo, B.S.

magna cum laude

Golden Key International Honor Society

Admissions & Qualifications

New York

Memberships

American Bar Association

New York State Bar Association

New York City Bar

Awards & Recognition

Chambers USA: New York: Corporate/M&A 2015-2017

The Legal 500 United States: Telecoms and Broadcast: Transactional 2017

The Legal 500 United States: Mergers, Acquisitions and Buyouts: Private Equity Buyouts 2016, 2025

The Legal 500 United States: M&A Corporate & Commercial: Large Deals ($1bn+) 2020-2025

The Legal 500 United States: M&A Corporate & Commercial: Private Equity Buyouts: M&A Middle Market (Up to $500M) 2025

New York Super Lawyers "Rising Stars" 2015-2020

Empire State Counsel Award Recipient 2007

Citation of Excellence in Corporate and Securities Law Courses