



Contact

Grant R. Darwin

Partner

New York

+1.212.969.3306

gdarwin@proskauer.com

Grant Darwin is a partner in the Corporate Department and a member of the Private Equity and Mergers & Acquisitions Group. Grant counsels clients in connection with a variety of domestic and cross-border buyouts, mergers, acquisitions, divestitures, joint ventures, and recapitalizations, as well as growth and venture-stage investments and general corporate governance matters. Grant's experience involves transactions in an array of industries, including manufacturing, gaming, retail and consumer products, technology and healthcare.

In addition to his corporate practice, Grant engages in a variety of pro bono efforts, including matters related to cash bail and prison reform, use of excessive force against minors and advising not-for-profit organizations on formation, corporate governance and related matters. Grant has also spearheaded voter registration drives and joined in election protection initiatives.

Matters

Representative transaction experience includes:

- Stellex Capital Management in its acquisition of the US- and Australia-based conveying business units from Komatsu Mining Corp.
- Decowraps, an intentional floral packaging manufacturer, and its founder Steven Tchira in the sale of Decowraps to Palladin Consumer Retail Partners, LLC.
- Seacoast Capital in its growth equity investment in AMP Smart, a Utah-based provider of residential security and smart home services.
- The Public Interest Registry, the non-profit manager and registry of the .ORG domain, in its proposed \$1.135 billion sale to Ethos Capital.
- Banbury Private Capital LLC in its investment in SeaTec Consulting, Inc., a Washington-based aerospace industry technology consultant.
- Represented the Greater New York Hospital Association (GNYHA) in the sale of its Acurity and Nexera businesses to Premier Inc.
- Oasis International, a portfolio company of Patriarch Partners, in its sale to Culligan International
- KKR Credit Advisors in its acquisition of a minority interest in and debt financing of Z Galleire, a national chain of chain of home furnishing, art and decor retail stores.
- Yonkers Racing Corporation in its \$850 million sale to MGM Resorts International Ltd. of Empire City Casino and Yonkers Raceway.
- Cincinnati Eye Institute in the launch of CEI Vision Partners, a new management services organization formed with an investment from Revelstoke Capital Partners.
- National Partners in Healthcare in its organizational activities and strategic transactions with Waxahachie Anesthesia Consultants Services and National Medical Billing Management.
- Represented Frontera Energy in its \$225 million proposed acquisition of all minority interests in Pacific Midstream Ltd.
- Discovery Communications in its \$120 million sale of a majority interest in Discovery Education, a unit of Discovery Communications that provides digital

content and professional development for public schools.

- Henry Schein, Inc. in its acquisition of a majority interest in Endo Holdings, which owns Edge Endo and US Endo, dental supply companies focused on developing, manufacturing, marketing and selling endodontic products.
- Discovery Communications in its Series A financing of a production studio focused on virtual reality spherical filmmaking.
- Serving as corporate counsel to the Creditors Committee in the chapter 11 cases of Westinghouse Electric Company.
- LCatterton in its acquisition of Leslie's Holdings, Inc., the world's largest retailer and online marketer of swimming pool and spa supplies and services.*
- LCatterton in its nearly \$1 billion take-private acquisition of Steiner Leisure Limited, a worldwide provider and innovator in the fields of beauty, wellness and education.*
- Starr Investment Holdings, LLC in its \$7.5 billion sale to Hellman & Friedman of MultiPlan, Inc., one of the largest preferred-provider organizations in the United States.*
- AIP/Aerospace Holdings, LLC, a portfolio company of American Industrial Partners, in its acquisition of Gemcor, LLC, a provider of fastening systems to the aerospace industry.*
- Palladium Equity Partners, LLC in its acquisition of GoodWest Industries, Inc., a leading provider of foodservice dispensing solutions.*
- The Macerich Company in connection with Simon Property Group's \$23.2 billion unsolicited takeover offer and subsequent settlement with two activist investors.*

*at prior firm.

Practices

Mergers & Acquisitions

Education

University of Pennsylvania Law School, J.D.

magna cum laude

Order of the Coif

Journal of Law and Social Change, Executive Articles Editor for Outreach

Inaugural Penn Law Sports Law Symposium presented by the Heisman Trust, Co-organizer

Vanderbilt University, B.A.

cum laude

The Wharton School of the University of Pennsylvania, Certificate in Finance and Management

Admissions & Qualifications

New York

New Jersey

Awards & Recognition

Best Lawyers in America: Ones to Watch 2023-2024

The Legal 500 United States: M&A Corporate & Commercial: Large Deals (\$1bn+)
2024