



Contact

## Jonathan Gill

Partner

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Jon Gill is partner in Proskauer's Mergers & Acquisitions Group. Jon's practice focuses on advising investment funds that make debt and equity investments in public and private companies, particularly in distressed and special situations. He provides comprehensive corporate, securities, and bankruptcy law advice throughout the lifecycle of transactions, from pre-commitment and execution to exit. His work includes representing creditor groups in both in-court and out-of-court reorganizations, plan fundings, and debtor-in-possession financings.

Jon also advises public and private clients on a wide range of corporate securities matters, including debt and equity tender offers, rights offerings, confidentiality issues and shareholder and inter-creditor agreements.

Since 2017, Jon has served as an adjunct professor at New York University School of Law, where he teaches a course on special situations.

### Matters

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### Prior Firm Experience

- Represented an ad hoc group of second lien term loan lenders to a specialty textile manufacturing company in connection with the company's restructuring of over \$850 million in funded indebtedness. As part of the restructuring, second lien term loan lenders received a significant primary equity stake, warrants and the opportunity to participate in funding the exit term loan.
- Representing FB Debt Financing Guarantor, LLC and certain of its subsidiaries ("Forma Brands"), a builder of top beauty brands including Morphe®, Morphe 2®, Jaclyn Cosmetics®, and Born Dreamer®, in their Chapter 11 cases to address approximately \$870 million of funded indebtedness, facilitate a going-concern 363 sale transaction for substantially all assets, and resolve numerous complex licensing and potential litigation issues.
- Representing an ad hoc group of first lien lenders of K&N Engineering, Inc., a consumer-branded designer, manufacturer and marketer of high performance automotive and power sports aftermarket parts, in a \$60 million new money financing in connection with its out of court restructuring of approximately \$415 million of funded indebtedness.
- Represented Sixth Street Partners-backed Legends in connection with its acquisition and related financing of ASM Global, a venue management company and producer of live event experiences.
- Represented a consortium of investors acquiring the higher education business of Follett Corporation, a leading campus bookstore operator.
- Represented the limited partners of a multibillion dollar infrastructure fund in replacing and insourcing the fund's general partner.
- Represented Elliott Management Corporation in respect of its investments in EFH/EFIH (TXU) and its consortium bid for the majority interest in Oncor, the Dallas-area regulated electric utility.
- Represented Elliott Management Corporation in connection with a \$2.5bn preferred equity PIPE to First Energy Corporation, a NYSE listed public utility.
- Represented a leading family office in connection with its investments in Autism Learning Partners, Community Based Care, Legacy Sports, Inc. and PM Pediatrics.

- Represented Bain Capital Credit in relation to its structured investments in Gamblit Gaming, LLC.
- Represented Flight Centre Travel Group Limited in various acquisitions of travel-related providers in North America, including Liberty Travel, Inc.
- Represented Blackstone Tactical Opportunities Advisors in its preferred equity investment in Natural Resource Partners, L.P., a NYSE-listed MLP.
- Represented Goldman, Sachs & Co. in a number of structured equity investments in the telecommunications, data center and real estate industries.
- Represented Gawker Media in its s363 auction process and sale to Univision.
- Represented Thunderbird Resources Equity, Inc. in its \$250m acquisition of a minority interest in a regasification facility in Mississippi.
- Represented a private equity sponsor in respect of an energy industry portfolio company's response to an involuntary chapter 7 petition and the successful chapter 11 reorganization of the portfolio company.
- Represented American Media in the sale of several nationally recognized magazine titles.
- Represented a hedge fund complex in respect of its debt and equity backstops of certain public company m&a transactions.
- Represented MatlinPatterson in connection with its \$1.35bn bid to acquire the operating assets of a bankrupt owner and operator of power plants in the Boston area.
- Represented a publicly held savings bank in the disposition of an approximately \$1.4bn commercial loan portfolio.
- Represented Angelo, Gordon in formation of a joint venture with another sophisticated investor for the acquisition of non-performing and re-performing mortgage pools.
- Represented Highland Capital in the disposition of its debt and equity investments in a NJ-based paper manufacturer.
- Represented investment funds constituting a majority of the senior secured lenders to a Vanadium mine and related processing operation in Western

Australia.

- Represented the majority holders of a company engaging in the acquisition, development, and production of oil and gas in Kazakhstan, in its \$290m Senior Secured Notes due in 2010 in connection with various restructuring efforts and the eventual sale of its operating assets pursuant to a plan of reorganization.
- Represented a private equity firm as a stalking horse bidder for the assets of one of the world's leading producers of titanium dioxide.
- Represented a private equity firm as a prepetition lender, DIP provider and plan sponsor of Chapter 11 cases to a manufacturer of aluminum products.
- Represented a private equity firm in its acquisition of a controlling equity interest in an Israeli dehumidification technology concern.
- Represented a consortium of significant private investment funds in an approximately \$2bn bid to acquire the assets of a private company engaging in mining, smelting, and refining copper as a result of the company's Chapter 11 cases.

#### Practices

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Mergers & Acquisitions, Private Equity Transactions, Restructuring, Special Situations

#### Industries

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Private Capital, Private Equity

#### Education

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Columbia Law School, LL.M.

James Kent Scholar

Adelaide University, LL.B. (Hons)

#### Admissions & Qualifications

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New York