



Contact

**Joshua A. Apfelroth**

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Joshua Apfelroth is a partner in the Private Equity and Mergers & Acquisitions 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 infrastructure, technology, media and entertainment, pharmaceutical, life sciences, real estate and financial services 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.

## **Matters**

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## Representative experience:

- Ascend Capital Partners in its acquisition of Seoul Medical Group, Inc.
- Icahn Enterprises in connection with various investments.
- MidCap Financial Investment Corp. in the \$3.4 billion merger of publicly listed Apollo Managed Funds.
- Royal Paper Corp. in its sale to Envoy Solutions.
- Assure Professional in its sale to A-LIGN.
- Luxor Capital Group in connection with its proxy contest with respect to the Ritchie Bros/IAA merger.
- Hopkins & Rhodes in its purchase of Double L Group.
- BTS Bioenergy in connection with various corporate and financing transactions.
- BMO Capital Markets in its role as financial advisor in connection with Rio Tinto's acquisition of Turquoise Hill Resources Ltd.
- Volta Energy Technologies in connection with various investments in the energy storage sector
- ValueAct Capital in its investments in various companies.
- Sachem Head Capital Management LP in its investment in and agreement with International Flavors & Fragrances, granting Sachem Head the option for Managing Partner Scott Ferguson to join the company's board.
- Senator Investment Group, LP in its partnership with Cannae Holdings, Inc. to make an approximately \$7 billion unsolicited acquisition proposal for CoreLogic, Inc. and successful effort to replace three directors on the company's board.
- Sachem Head Capital Management LP in its \$1.2 billion acquisition of a 9.1% stake in Elanco Animal Health Inc. and successful effort to appoint three new directors, including Sachem Head Managing Partner Scott Ferguson, to the company's board.

- Safe Bulkers, Inc. in connection with the adoption by its board of directors of a shareholders rights plan and a subsequent SEC-registered \$100 million at-the-market offering program for its shares of common stock.
- Safe Bulkers, Inc. in the novation of a shipbuilding contract to a bankruptcy remote subsidiary of the company, the amendment of payment terms under such shipbuilding contract, and the establishment of a related \$50 million joint venture with a third party investor.
- Safe Bulkers in connection with its \$37.2 million SEC-registered offering of common shares
- Safe Bulkers, Inc. in a \$17.2 million public offering of common shares.
- Purchasers in connection with the acquisition of Hellenic Steel Co. S.A.
- Genpact in its acquisitions of Barkawai Management Consultants
- Genpact Limited in its acquisition of OnSource LLC.
- Genpact Limited in its acquisition of TandemSeven, Inc.
- 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.
- Forbes Global Holdings in its proposed business combination with Magnum Opus Acquisition Limited and related \$200 million strategic investment from Binance.
- 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.
- 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).
- Medifast in its agreement with Engaged Capital.
- 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.
- Triarc 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.
- 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.
- 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.

*Certain of the above representations occurred prior to Josh's association with Proskauer*

#### Practices

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Mergers & Acquisitions, Corporate/Transactional, Capital Markets

#### Market Solutions

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Corporate Governance, Environmental, Social and Corporate Governance (ESG)

#### Education

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American University Washington College of Law, J.D.

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

#### Admissions & Qualifications

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New York

#### Awards & Recognition

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The Legal 500 US M&A/Corporate and Commercial - M&A Middle-Market (\$500M-999M), 2023 (Next Generation Lawyer, 2023)

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