



Zachary S. Podolsky

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Zach Podolsky is a corporate partner at Wachtell, Lipton, Rosen & Katz. His practice focuses primarily on mergers and acquisitions, securities law matters, takeover defense, corporate governance and shareholder activism. Zach has represented bidders and targets in negotiated as well as hostile acquisitions, and has advised public and private companies, private equity firms, boards of directors and special committees of directors in a broad range of transactions and industries.

Zach received his J.D. in 2011 from Yale Law School and his A.B., *summa cum laude*, in 2004 from Harvard University, where he was elected to Phi Beta Kappa. Prior to attending law school, Zach was an equity research analyst at Goldman Sachs covering the oil and gas industry. He is also a CFA charterholder. Zach was named a Rising Star by *Law360* for 2020, one of the next generation of legal leaders in America by *Lawdragon* and a Dealmaker of the Year by *The American Lawyer* in 2024.

Selected representations include:

Energy

Upstream / E&P

- **ConocoPhillips** in its \$22.5 billion acquisition of Marathon Oil and its \$13 billion acquisition of Concho Resources
- **Chord Energy** in its \$11 billion combination with Enerplus

- **Diamondback Energy** in its \$26 billion merger with Endeavor Energy Resources
- **APA Corporation** in its \$4.5 billion acquisition of Callon Petroleum
- **Hess Corporation** in its \$60 billion acquisition by Chevron Corporation
- Special Committee of the Board of Directors of **Continental Resources** in its acquisition by the Hamm family, its 83% shareholder
- **Cimarex Energy** in its \$17 billion merger of equals with Cabot Oil & Gas to form Coterra Energy
- **Anadarko Petroleum** in its \$60 billion acquisition by Occidental Petroleum
- **Energen** in its \$9.2 billion acquisition by Diamondback Energy
- **EQT** in its \$6.7 billion acquisition of Rice Energy
- **Freeport-McMoRan** in its \$6.9 billion acquisition of Plains Exploration & Production
- **Freeport-McMoRan** in its \$3.4 billion acquisition of McMoRan Exploration

Midstream / Downstream / MLP

- **NuStar Energy** in its \$7.3 billion acquisition by Sunoco
- **Pilot Corporation** in the \$2.6 billion sale of its remaining interest in Pilot Travel Centers to Berkshire Hathaway
- **CenterPoint Energy** in the \$7 billion merger of its majority owned MLP, Enable Midstream Partners, with Energy Transfer
- **EQT** in the \$2.4 billion merger of its publicly traded MLP subsidiaries EQT Midstream Partners and Rice Midstream Partners
- **EQT** in its \$937 million sale of the incentive distribution rights of Rice Midstream Partners LP to EQT GP Holdings, LP
- Conflicts Committee of the Board of Directors of **NuStar GP Holdings** in its \$780 million acquisition by NuStar Energy and its response to an unsolicited acquisition proposal by Energy Transfer

Gaming, Lodging & Leisure

- **PENN Entertainment** in numerous transactions, including its exclusive strategic alliance with ESPN for U.S. online sports betting, its acquisition of Score Media and Gaming, its acquisition of Barstool Sports, its \$2.8 billion acquisition of Pinnacle Entertainment, its \$575 million divestiture of four casinos to Boyd Gaming and the separation of its real estate assets into Gaming and Leisure Properties, the first gaming-focused REIT

- **Gaming and Leisure Properties** in its \$5.1 billion acquisition of Pinnacle Entertainment's real estate assets
- **MacAndrews & Forbes** in its \$1 billion sale of a 34.9% stake in Scientific Games to institutional investors including Caledonia
- **Full House Resorts** in its response to an unsolicited acquisition proposal by Z Capital Partners
- **Mohegan Tribal Gaming Authority** in numerous financing and securities transactions
- Special Committee of the Board of Directors of **International Speedway Corporation** in its \$2.0 billion acquisition by NASCAR
- **Kroenke Sports & Entertainment** in its \$265 million acquisition of Outdoor Channel
- **Kennedy-Wilson Holdings** in its \$1.9 billion acquisition of Kennedy Wilson Europe Real Estate Plc

Consumer & Retail

- **Altria** in numerous transactions, including its joint venture with JT Group for the U.S. marketing and commercialization of heated tobacco stick products, its \$12.8 billion investment in JUUL Labs and as SABMiller's 27% shareholder in SABMiller's \$104 billion acquisition by AB InBev
- Special Committee of the Board of Directors of **Franchise Group** in its \$2.6 billion management buyout
- **Office Depot** in its \$1 billion acquisition of CompuCom Systems
- **Harland Clarke**, a subsidiary of MacAndrews & Forbes, in its \$1.8 billion acquisition of Valassis Communications and its \$630 million acquisition of RetailMeNot
- **Flavors Holdings**, a subsidiary of MacAndrews & Forbes, in its sale of Merisant Company and MAFCO Worldwide to Act II Global Acquisition Corp.

Industrials

- Special Committee of the Board of Directors of **Diversey** in its \$4.6 billion acquisition by Solenis, a portfolio company of Platinum Equity
- **Prysmian** in its \$4.2 billion acquisition of Encore Wire, its \$3 billion acquisition of General Cable and its €500 million rights offering
- **Chemours** in its divestitures of its Sulfur Products and Clean and Disinfect businesses
- **Alcoa** in its \$1.5 billion acquisition of RTI International Metals and its \$3 billion acquisition of Firth Rixson
- **Metals USA** in its \$1.2 billion acquisition by Reliance Steel & Aluminum

- **EADS NV** in its proposed €35 billion dual-listed company combination with BAE Systems plc
- **PowerSecure** in its \$431 million acquisition by Southern Company

Health Care

- **Pfizer** in numerous transactions, including its \$43 billion acquisition of Seagen, its \$5.4 billion acquisition of Global Blood Therapeutics, its \$48 billion combination of Upjohn and Mylan to form Viatris and its \$11.4 billion acquisition of Array BioPharma
- **Encompass Health** in its spin-off of Enhabit Home Health & Hospice
- **Medline** in its sale of a majority interest to Blackstone, Carlyle and Hellman & Friedman
- **Abbott Laboratories** in its \$4.3 billion sale of its vision care business to Johnson & Johnson

Information Technology

- Special Transaction Committee of the Board of **DISH Network** in its \$22 billion combination with EchoStar
- **CoreSite** in its \$10.1 billion acquisition by American Tower
- **Tech Data, a portfolio company of Apollo**, in its \$7.2 billion combination with SYNnex
- **RealPage** in its \$10.2 billion acquisition by Thoma Bravo
- **AOL** in its \$4.4 billion acquisition by Verizon and its \$1.1 billion sale of its patent portfolio to Microsoft
- **Hewlett-Packard** in its spin-off of Hewlett Packard Enterprise
- **Ancestry.com** in its \$1.6 billion buyout by a Permira-led investment group

Financial Services

- **Invesco** in its \$5.7 billion acquisition of OppenheimerFunds from MassMutual
- **Nasdaq** in its \$705 million acquisition of eVestment
- **Hilltop Holdings** in its \$315 million acquisition of SWS Group
- **National Bank Holdings** in its initial public offering
- **Alleghany Corporation** in its \$3.4 billion acquisition of Transatlantic Holdings

Recent Publications

[Activism: The State of Play at Year-End 2018](#), in Harvard Law School Forum on Corporate Governance and Financial Regulation, January 2, 2019.

[Activism: The State of Play](#), in Columbia Law School's Forum on Corporate Governance and Financial Regulation, October 11, 2018.