

## Keith Flaum

Partner

Silicon Valley

### Biography

Keith Flaum is a leading M&A lawyer with more than 30 years of experience representing publicly traded and privately held companies in domestic and cross-border merger and acquisition transactions and complex joint ventures, with a particular emphasis on representing information technology and life sciences companies.

He is a trusted adviser to boards of directors and special committees in the M&A context. Keith serves as the firm's Co-Head of M&A for the Americas and a member of the firm's Global M&A Leadership Team.

Keith's recent experience includes more than US\$100 billion of M&A activity for some of the world's top technology companies, handling groundbreaking deals throughout the United States, Europe, Asia, the Middle East, and elsewhere.

Legal guides consistently recognize Keith as one of the top legal minds in M&A. *Chambers USA* ranks him in their highest tier, Band 1, for California Corporate/M&A. In 2021, *Who's Who Legal* named Keith as one of seven M&A Global Elite Thought Leaders in the U.S. and the *Daily Journal* named him one of the top 100 lawyers in California. In 2019, the *LMG Life Sciences Guide* deemed him a "Life Sciences Star." In 2016, *The National Law Journal* named him a "Trailblazer" in M&A. *Law360* has recognized him as both a "Technology MVP" and "M&A MVP."

Keith has been actively involved for more than 15 years in the M&A Committee of the ABA's Section of Business Law, including as Vice Chair of the Committee,



### Phone

+1 650 463 4084

### Fax

+1 650 463 4199

### Email

[keith.flaum@hoganlovells.com](mailto:keith.flaum@hoganlovells.com)

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### Practices

Mergers and Acquisitions

Communications, Internet, and Media

Corporate Governance

Health

IP and Technology Transactions

Joint Ventures

Medical Device and Technology Regulatory

Pharmaceuticals and Biotechnology Regulatory

Securities and Public Company Advisory

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### Industries

Life Sciences and Health Care

Chair of the Market Trends Subcommittee, Co-Chair of the International M&A Subcommittee, and a member of the Subcommittee on Acquisitions of Public Companies.

## Representative experience

Oracle on its pending US\$28bn acquisition of Cerner Corporation.

Facebook on its US\$16bn acquisition of WhatsApp.\*

The Anschutz Corporation in respect of the US\$5.8bn acquisition of Regal Entertainment Group by Cineworld Group plc.

Zendesk on its pending acquisition of Momentive in a stock-for-stock transaction with a reported value in excess of US\$4bn.

Wise Road Capital on its US\$1.4bn acquisition of Magnachip Semiconductor (terminated).

Autodesk on its US\$1bn acquisition of Innovyze.

Jazz Pharmaceuticals on its US\$1bn acquisition of Gentium S.p.A.\*

Merz Pharma on its acquisitions of BioForm, Ulthera, OnLight Sciences, Neocutis, and the sale of its medical dermatology business to Sebelo Pharmaceuticals.\*

Oracle on its acquisitions of NetSuite, MICROS Systems, Taleo Corporation, Acme Packet, Inc., Aconex Limited, Eloqua Inc., Textura Corporation, and Opower, Inc. for >US\$20bn.\*

Reid Hoffman, founder and controlling stockholder of LinkedIn, in LinkedIn's acquisition by Microsoft for US\$26.2bn.\*

Chewy, Inc. in its US\$3.3bn sale to PetSmart in what is reported to be the largest e-commerce deal ever.\*

Varian Medical/Varex Imaging Corporation on its purchase of PerkinElmer's medical imaging business for US\$276m.\*

XenoPort in its US\$446.6m sale to Arbor Pharmaceuticals.\*

Technology and Telecoms

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## Areas of focus

Buy Outs

Buy-ins and Buy-outs

Carve-outs, Spin-offs, and Split-offs

Corporate Group Structures

Cross-border Mergers and Acquisitions

Exits

Governance

Hostile Takeovers and Takeover Defense

M&A and Tax

M&A, Business Transfers, and Restructuring in Financial Services

Infrastructure/Energy M&A and Joint Ventures

Medical Devices

Proxy Solicitations, Shareholder Meetings, and Shareholder Proposals

Public Company Mergers and Acquisitions

Shareholder Activism

Special Committee and Independent Director Representations

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## Education and admissions

### Education

J.D., University of California, Davis School of Law, 1989

B.A., University of California, Los Angeles, 1986

zulily, inc. in its US\$2.4bn sale to Liberty Interactive Corporation.\*

Applied Materials on its acquisitions of Kokusai Electric Corporation (US\$3.5bn) (terminated) and Varian Semiconductor Equipment (US\$4.9bn),\* and its merger with Tokyo Electron (US\$29bn) (terminated).

Illumina on its successful defense of Roche's US\$6.2bn hostile takeover attempt.\*

Rosetta Stone on its US\$792m sale to Cambium Learning Group.

eBay on its acquisitions of GSI Commerce for approximately US\$2.4bn, GittiGidiyor (Turkey), and Brands4Friends (Germany).\*

eBay in its sale of a majority interest in Skype for US\$1.9bn and its enterprise business to Sterling Partners and Permira for US\$925m.\*

RF Micro Devices on its US\$1.6bn merger of equals with TriQuint Semiconductor.\*

Riverbed Technology on its acquisition of OPNET Technologies for US\$1bn, as well as its acquisitions of Zeus Technology in the United Kingdom and Aptimze in New Zealand.\*

Opera Software on its acquisitions of companies in Brazil, Turkey, Canada, Argentina, and numerous acquisitions in the United States.\*

PayPal in its joint venture with SOFTBANK relating to online payment technology in Japan.

Zynga in its joint venture with SOFTBANK relating to online gaming in Japan and its acquisition of Unoh in Japan.

\*Matter handled prior to joining Hogan Lovells.

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## Bar admissions and qualifications

California

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## Awards and rankings

- Corporate/M&A (Northern California), *Chambers USA*, 2003-2021

- M&A/Corporate and Commercial: M&A: Large Deals (\$1bn+), Leading Lawyer, *Legal 500 US*, 2018-2021
- Corporate Governance, *Who's Who Legal*, 2021
- Leading Life Sciences Lawyer, *LMG Life Sciences*, 2021
- Legends of the 500, *Lawdragon*, 2021
- Mergers and Acquisitions Law, *Best Lawyers in America*, 2006-2021
- Corporate M&A (International & Cross-Border) (USA), *Chambers Global*, 2017-2020
- Top 100 Lawyers in California, *Daily Journal*, 2015, 2019-2020
- Acritas Star, *Acritas Stars Independently Rated Lawyers*, 2019-2020
- M&A, Highly Regarded, *IFLR1000*, 2020
- Technology and Telecommunications, Highly Regarded, *IFLR1000*, 2020
- Life Science Star, *LMG Life Sciences Guide*, 2016, 2018-2019
- Healthcare: Life Sciences, *Legal 500 US*, 2018
- Trailblazer in M&A, *The National Law Journal*, 2016
- Technology MVP, *Law360*, 2013, 2015-2016
- M&A MVP, *Law360*, 2014

## Latest thinking and events

- Press Releases
  - Hogan Lovells advises Oracle on US\$28.3 billion acquisition of Cerner
- Press Releases
  - Hogan Lovells represents Zendesk in Acquisition of Momentive
- Press Releases
  - Hogan Lovells appoints Chris Moore as Silicon Valley Office Managing Partner
- Hogan Lovells Events
  - M&A Boot Camp training series

- Press Releases
  - Hogan Lovells reaffirms its commitment to Northern California by signing lease on new Silicon Valley office
- Awards and Rankings
  - Three Silicon Valley M&A partners receive 2020 "Top 100" Daily Journal recognition