

MORRIS NICHOLS ARSHT & TUNNELL



MELISSA A. DIVINCENZO
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PRACTICE AREAS

Corporate Counseling
Contests for Corporate Control
Corporate Governance
Financings
Mergers, Acquisitions & Divestitures
Legal Opinions
Special Committees
Stockholder Activism
Benefit Corporation Governance

EDUCATION

J.D., 2001, magna cum laude,
Dickinson School of Law of The
Pennsylvania State University
Comments Editor, *The Dickinson Law
Review*
B.A., English and History, 1998,
magna cum laude, Mount Saint
Mary's University

ADMISSIONS

Delaware, 2001

Melissa provides advice on corporate governance matters and private and public corporate transactions, including initial public offerings, mergers, asset sales, domestications, dissolutions and financing transactions. Clients look to Melissa for specialized knowledge of Delaware law when structuring transactions and confronting complex or novel corporate issues.

Her work also involves guiding Delaware corporations on the requirements of the Delaware General Corporation Law ("DGCL"), counseling boards of directors and board committees with respect to fiduciary duties, and providing formal legal opinions on issues of Delaware law. Melissa has represented Fortune 500 companies, retailers, energy companies, agriculture and food businesses, technology companies, and many others on matters of Delaware law.

In her M&A practice, Melissa provides advice regarding public and private company acquisitions, fiduciary duty and conflict issues, and Delaware aspects of equity acquisition financing. She also serves as counsel to special committees of the boards of directors of Delaware corporations, providing insight on matters of Delaware law.

Melissa frequently provides reasoned and bottom line legal opinions in a number of contexts, including in connection with assessing whether a transaction constitutes a sale of all or substantially all of a corporation's assets, in connection with real estate transactions entered into by Delaware corporations, and in connection with ordinary lending transactions.

Drawing on her extensive knowledge of the DGCL, Melissa prepares documents and conducts diligence in connection with the ratification of defective corporation acts pursuant to Section 204 and Section 205.

Melissa is actively involved with the American Bar Association's Mergers and Acquisitions Committee and serves as the co-chair of the Private Company Merger Agreement Working Group. Appointed by the Delaware Supreme Court, Melissa served on the Delaware Board of Bar Examiners from 2015-2017. She previously served on the Delaware Bar Association's subcommittee on Sections 204 and 205 of the DGCL.

Melissa frequently speaks on Delaware corporate law issues with a focus on M&A developments, the changing litigation landscape, and technical guidance from the Delaware courts on drafting matters.

She has been recognized as a leading Delaware attorney by *IFLR1000 United States* and selected for inclusion in *Who's Who Legal* for corporate governance.

Professional Activities

- American Bar Association (Business Law Section)
 - Committee on Mergers and Acquisitions
 - Private Company Merger Agreement Working Group (Co-Chair)
 - Subcommittee on Acquisitions of Public Companies
 - Annual Survey Working Group
 - Judicial Interpretations Working Group
- Delaware Board of Bar Examiners (appointed by Delaware Supreme Court, 2015-2017)
- Delaware State Bar Association

Representative Matters

- Complex M&A transactions involving Delaware corporations:
 - Delaware counsel to Baker Hughes in connection with the business combination between General Electric Co. and Baker Hughes.
 - Delaware counsel to Tyson Foods, Inc. in connection with its acquisition of AdvancePierre Foods Holdings, Inc. for approximately \$4.3 billion.
 - Delaware counsel to government services contractor Engility in an acquisition of Tasc Inc. valued at \$1.1 billion.
- Special committees of boards of directors of Delaware corporations:
 - Delaware counsel to the special committee of the board of Hilton Worldwide, which approved a sale of 25% of the company from Blackstone to Chinese conglomerate HNA Group Co. Ltd. for \$6.5 billion.
 - Delaware counsel to a special committee of the board of directors of SeaWorld Entertainment, Inc. in connection with the purchase by Zhonghong Zhuoye Group Co. Ltd of Blackstone Group LP's stake in SeaWorld.
 - Delaware counsel to the special committee of Dell in the 2013 going-private transaction valued at nearly \$25 billion.
 - Counsel to the special committee of Southern Union in the acquisition of Southern Union by Energy Transfer for \$7.9 billion.

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