



Michael D. Allen

Director

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Michael Allen counsels corporations, officers, directors, board committees, and stockholders in connection with a wide variety of transactional and advisory matters, including mergers and acquisitions, divestitures, recapitalizations, proxy contests, stockholder meetings, and corporate governance issues. Vice chair of the firm's Corporate Department, Mike also renders legal opinions on matters relating to Delaware corporate law.

Mike is commended by peers for being “very, very knowledgeable about Delaware corporate law” and “extremely well prepared” (*Chambers USA*). He is a frequent speaker regarding Delaware law practice and developments.

Experience

- Delaware counsel to the special committee of the board of directors of Papa John's International, Inc. in connection with a \$200 million strategic investment with Starboard Value LLP
- Delaware counsel to USG Corporation in connection with its acquisition by Gebr. Knauf KG for approximately \$7 billion
- Counsel to the conflicts committee of 8point3 Energy Partners LP in connection with its sale to Capital Dynamics and, prior to that, multiple “drop down” acquisition transactions with First Solar, Inc. and SunPower Corp.
- Delaware counsel to Dell Technologies in connection with various transactions, including its initial public offering of Pivotal Software and SecureWorks Corp. as well as its acquisition by Michael Dell and Silverlake Partners for \$24 billion
- Counsel to the special committee of the board of directors of Federal-Mogul Holdings, Inc. in connection with its acquisition by affiliates of Icahn Enterprises L.P. for approximately \$300 million
- Counsel to the conflicts committee of NextEra Energy Partners, LP in connection with multiple “drop down” transactions with NextEra Energy Resources
- Counsel to the special committee of WildHorse Resource Development Corporation

- in connection with a \$425 million equity financing transaction with Carlyle Partners
- Counsel to the special committee of Covenant Surgical Partners in connection with its acquisition by KKR for approximately \$225 million
- Counsel to the special committee of Heat Biologics, Inc. in connection with its acquisition of a controlling interest in Pelican Therapeutics, Inc.
- Delaware counsel to Orbital ATK in connection with its acquisition by Northrop Grumman Corp. for \$9.2 billion
- Delaware counsel to Rice Energy, Inc. in connection with its acquisition by EQT Corp. for \$6.7 billion
- Counsel to the special committee of the board of directors of Cogentix Medical Inc. in connection with an equity financing transaction and debt conversion
- Delaware counsel to Accuride Corporation in connection with its acquisition by Crestview Advisors, LLC for approximately \$125 million
- Counsel to EdgeCraft Corporation in connection with its acquisition by The Legacy Companies
- Delaware counsel to Sirona Dental Systems in connection with its merger with Dentsply International Inc. for approximately \$5.5 billion
- Delaware counsel to AMC Entertainment in connection with its acquisition of Carmike Cinemas for approximately \$1.2 billion
- Delaware counsel to SunGard Data Systems in connection with its acquisition by Fidelity National Information Systems for approximately \$9.1 billion
- Counsel to the special committee of the board of directors of Sport Chalet, Inc. in connection with its acquisition by affiliates of Versa Capital Management
- Delaware counsel to Orbital Sciences Corporation in its merger of equals transaction with Alliant Techsystems Inc. valued at \$5 billion
- Delaware counsel to Cadence Pharmaceuticals, Inc. in connection with its contemplated acquisition by Mallinckrodt plc for approximately \$1.3 billion
- Delaware counsel to Hologic, Inc. in connection with its acquisition of Gen-Probe Incorporated for \$3.7 billion
- Counsel to the special committee of the board of directors of Navisite Inc. in connection with its \$300 million acquisition by Time Warner Cable Inc.

Publications

- "*Investors Bancorp: Structuring and Approving Non-Executive Director Compensation to Avoid Judicial Review,*" *The Review of Securities & Commodities Regulation*, November 7, 2018
- *Special Committees: Law and Practice* (2nd edition), 2014
- "A Baker's Dozen - 13 Defensive Takeover Measures Available to Closed-End

Investment Companies Organized as Delaware Statutory Trusts," *The Investment Lawyer*, November 2010

Awards

- *Chambers USA*, 2019, 2018, 2017, 2016, 2015, 2014
- *The Legal 500 US*, 2018, 2017, 2016
- *The Best Lawyers in America*, 2020, 2019, 2018, 2017, 2016
- *IFLR1000*, 2018
- *Delaware Today* Top Lawyer, 2016
- *Who's Who Legal*, Mergers & Acquisitions, 2017, 2016
- AV Rating, Martindale-Hubbell

Education

- J.D., *cum laude*, Washington and Lee University School of Law, 1996
- B.A., Swarthmore College, 1992

Admitted to Practice

- United States District Court, District of Delaware, 1997
- Delaware, 1996

Clerkships

- Honorable Maurice A. Hartnett III, Delaware Supreme Court, 1996-97

Practices

- Corporate Advisory and Governance
- Special Committees