



2020 MVP

Eric Schiele

Kirkland & Ellis LLP partner Eric Schiele handled a host of big-time mergers and acquisitions over the past year, including AbbVie's \$63 billion buyout of pharmaceutical giant Allergan PLC and a multibillion-dollar transaction for Norwegian Cruise Line amid the coronavirus pandemic, earning him a spot among Law360's 2020 M&A MVPs.

His biggest accomplishment this year:

Schiele, who joined Kirkland in 2018 after more than 17 years at Cravath Swaine & Moore LLP, assisted on many major mergers over the last 12 months, including AbbVie Inc.'s \$63 billion deal for Allergan PLC and Simon Property Group Inc.'s \$3.6 billion acquisition of indoor mall operator Taubman Centers Inc. But the transaction that stands as his biggest accomplishment is a complex

matter in which Kirkland helped Norwegian Cruise Line Holdings Ltd. shore up its balance sheet so it could survive the pandemic.

"That was a historic deal," Schiele said. "It was great to work with their team, and it was an enormously complex transaction."

The deal, announced in May, saw Norwegian Cruise Line raise \$2.2 billion through multiple financings, including equity and debt offerings and a \$400 million private

investment from private equity firm L Catterton. The financings could hit \$2.4 billion if underwriters fully exercise their over-allotment options.

Prior to inking the agreement, the cruise line company said it had "substantial doubt" about its ability to stay afloat. As a result of the deal, Norwegian Cruise Line said it expected to have about \$3.5 billion in cash, which it believes would be enough to last if its ships have to be docked for an entire year.

"It was rewarding to be able to be in the position to help them when they were in a completely unforeseeable situation," Schiele said. "They are an incredibly well-run company and almost overnight went from being on a great trajectory to having their business largely halted for reasons entirely outside of their control."

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Other notable recent deals:

Though the megadeal between AbbVie and Allergan was originally announced in June 2019, it required plenty of work prior to closing this May. In January, it received antitrust approval from the European Commission on the condition that the drugmakers would divest an inflammatory bowel disease treatment called brazikumab.

That same month, Allergan agreed to sell two of its medications, including brazikumab, to try to sway both European and U.S. regulators to give the deal the green light. In May, the Federal Trade Commission gave its go-ahead, and the companies clinched the transaction a few days later.

In addition to that eye-popping deal, Schiele has juggled many others in 2020 amid the pandemic. Another major transaction that has eaten up much of his time is Simon Property Group's acquisition of Taubman Centers, in which Kirkland represents the special committee of Taubman's board of directors.

The deal, inked in February, saw Indiana-based Simon agreeing to buy all of Michigan-headquartered Taubman's common stock for \$52.50 per share. The agreement

stood to result in Simon becoming an 80% owner of the real estate investment trust's operating subsidiary, Taubman Realty Group.

But then the coronavirus crisis exploded, and in June Simon announced it was terminating the transaction, saying the pandemic constitutes a material adverse effect and that Taubman failed to take necessary actions to fortify the business in the wake of COVID-19. Simon simultaneously sued Taubman in the Sixth Judicial Circuit of Oakland County, Michigan, asking for a declaration from the court that Taubman had suffered a material adverse effect and had breached covenants in the merger agreement relating to the operation of its business. Taubman fired back at Simon, saying it can't walk away from the deal and informing its merger partner of an intention to "vigorously" defend itself from Simon's lawsuit.

That's not the only deal dispute Schiele has faced this year. Among other matters, he is representing Delphi in its sale to BorgWarner, where the parties reached a negotiated solution to their dispute in late spring.

"I imagine I've had to spend as much time as anyone in the

country navigating how COVID has impacted dealmaking, including existing deals and how it might affect the way we look at deal terms going forward," he said.

Although he's a deal attorney and not a litigator, Schiele said he stays involved when his clients go to court over a deal he helped put together.

"An M&A partner has to remain deeply involved in any deal dispute, including after any litigation starts," he said. "We have an amazing litigation team, but it's not like you hand it off to the litigators and move on. You advise continuously throughout."

What sparked his interest in corporate law work:

Schiele isn't one of those attorneys who always wanted to pursue the law as a career. In fact, he said he mostly decided to become a lawyer because he didn't have another profession in mind.

"I went to law school for all the reasons people shouldn't go to law school," he said. "I got really lucky that I turned out to be good at it and loved it. I went based on ambivalence for what I wanted to do next."

As for what made him want to focus on M&A, it was pretty simple.

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“I decided to be a corporate lawyer because I thought it sounded cool,” he said.

Schiele’s path shows that it’s possible to find success even if it takes a while for you to figure out what you want to do with your life. He might not have always known he would be a corporate lawyer, but today he has a strong appreciation for many aspects of the job.

“I really enjoy being a trusted adviser and consigliere,” he said. “Playing that role with the senior-most people at great companies, to me that’s the most rewarding part of the job. That those people are willing to trust your judgment. It’s still a little surreal.”

His advice for younger M&A attorneys:

According to Schiele, one of the biggest lessons young attorneys should learn is that they shouldn’t rue not being already where they want to be. The only way to become the sort of trusted adviser big-time clients call upon is to work hard and focus on executing the particulars of any given role on a deal.

“M&A deals are very partner-heavy, and as a younger lawyer, you’re

probably interacting with someone a little lower in the corporate chain,” he said.

It’s easy for young associates to wish they were tight with a client’s more senior players, whether it’s the CEO or chief financial officer, Schiele explained. But it’s important to remember that the counterparts you are likely to be dealing with most regularly as a young attorney probably have a similar level of experience, meaning they too will rise up to earn more responsibilities in the future.

“The reality is that, when the time comes that you’re expected to have those relationships, it’s these junior people you’re dealing with right now who are going to be in a position to actually make things happen,” he said. “Never neglect any relationships you can develop in the context of a deal.”

Additionally, Schiele noted, it’s up to young lawyers to take ownership of their development so that they can eventually become the senior partners. In the early stages of an attorney’s career, the only way to learn about what you don’t understand is by asking questions.

“When you’re a junior lawyer, you often find that your advice

is discounted by virtue of your inexperience,” he said. “The only way to overcome that is by being intimately familiar with all the issues. It’s stunning how much credibility a young lawyer can get when they can give chapter and verse on all the documents and show they understand the deal inside and out. That’s what I would tell people: master the documents, and make sure you understand things. If you don’t understand, ask.”

Young attorneys should keep in mind that every move they make is a foundational step toward a strong career down the line, he said.

“Like anything else, you’re setting yourself up for later in your career,” he said. “You have to understand that these things take time.”

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