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2013 M&A MVP

Sarkis Jebejian

Kirkland & Ellis LLP partner Sarkis Jebejian spent 2013 helping expand the firm's corporate practice by sealing some major deals, advising Bain Capital LLC and Golden Gate Capital on their \$6.9 billion acquisition of BMC Software Inc. and representing Accenture PLC on several key acquisitions, earning him a place among *Law360's* M&A MVPs.

Jebejian, who spent 18 years with Cravath Swaine & Moore LLP before joining Kirkland in December 2012, has spent the past year helping transform Kirkland's already robust mergers and acquisitions practice, which heavily focuses on public companies and private equity clients, into a far more diversified corporate practice.

Given a directive from the firm's top brass to cultivate new corporate business from existing or untapped clients, Jebejian marked his first year with Kirkland — one that he described as a successful growth year — racking up impressive intellectual property and technology

deals representing companies such as Bain and Golden Gate, Accenture and Vista Equity Partners.

"From the very start, the firm and its management said to me, 'The idea is not for you to come here to do work already in the building,'" he said. "I was given a lot of support and resources to look outward at opportunities and relationships the firm had not yet pursued."

A domestic and cross border M&A expert, Jebejian also provides governance and other general corporate counseling to clients and their boards of directors, including Dodd Frank Act compliance.

In one of his biggest deals of the year, Jebejian led a team that sent the publicly traded BMC Software Inc. into the hands of Bain and Golden Gate Capital for approximately \$6.9 billion.

The team used an innovative "modified go-shop" tailored to BMC's specific circumstances as part of the merger agreement with Bain and Golden Gate that was announced in May, helping to move forward an attractive package in one of the largest leveraged buyouts of the past year.

"That was a creative solution to solving an issue in the transaction," Jebejian said. "In every public company you have the push and pull of the acquirer wanting as much certainty as possible that if the deal is signed, it will actually be theirs."

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The merger agreement included, at BMC's insistence, a fairly traditional go-shop, but it also provided that

in Hong Kong, and required a tremendous effort by an integrated Kirkland team across a wide range of

participant management, in an all-cash transaction valued at approximately \$1.05 billion.

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certain parties that had participated in the robust and somewhat public auction before the merger agreement was announced were not eligible for the lower break-up fee payable by go-shop participants who strike a deal on a topping bid before the deadline.

"Our team suggested to Bain and Golden Gate that one thing we could do was essentially split the difference and allow the target to have their go shop but mitigate concerns that someone who had already passed or been outbid could get a second bite at the apple," Jebejian said.

Jebejian has also represented Accenture on three very different acquisitions in the technology and outsourcing space, including Accenture's approximately \$316 million acquisition of Acquity Group LLC, a digital marketing and e-commerce company, in May. That cross-border transaction involved a Cayman Islands company listed on Nasdaq but headquartered

practice areas and locations, including in New York, Shanghai and Hong Kong.

Jebejian also advised Accenture in its acquisition of Mortgage Cadence LLC, a provider of loan origination software and electronic document management services, and is currently advising Accenture on its \$375 million acquisition of Procurian Inc., a provider of procurement business process solutions, in a deal announced in October.

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Jebejian is also representing Vista Equity Partners in a pending acquisition of ACTIVE Network, a leader in cloud-based activity and

Looking ahead, Jebejian said he is working on a number of initiatives intended to tap into the synergies between practice groups and create new opportunities for other parts of the firm from his M&A relationships.

For example, he's working on what he calls outgrowth from the firm's restructuring practice by converting clients in that area into post-restructuring corporate clients.

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