



Kevin Miller

Senior Counsel

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Related Services

Corporate & Finance ■ Financial Advisors ■ Corporate & Business Transactions ■ Mergers & Acquisitions ■ Corporate Governance ■ International

Kevin is senior counsel in Alston & Bird's Corporate & Business Transactions Group and a former co-head of Alston & Bird's [Financial Advisors Team](#). The firm is consistently ranked in the top 10 by The American Lawyer and Corporate *Control Alert* among U.S. law firms representing financial advisors in M&A transactions. Alston & Bird has advised large and midsize financial advisors on more than \$600 billion of M&A transactions. Kevin is also a former co-head of Alston & Bird's M&A Practice Quality Team.

Before joining the firm, Kevin served as the head of Credit Suisse First Boston's Investment Banking Division's legal group for the Americas. He is a frequent author and speaker on M&A topics, including recent legal and regulatory developments, fairness opinions, stapled finance, and the role of investment bankers. Kevin is a member of the advisory boards of DealLawyers.com and the *Deal Lawyers* newsletter. He is also a frequent contributor to the DealLawyers.com blog. He has also been listed in the 2017–2024 editions of *The Best Lawyers in America*®.

Representative Experience

Kevin has represented the financial advisors to the following:

- Harsco Corporation in its \$592 million cash sale of its Air-X-Changers business to Chart Industries Inc.
- Hydrogenics Corporation in its acquisition by Cummins Inc. pursuant to a plan of arrangement for \$15 per share in cash. The shares of Hydrogenics owned by The Hydrogen Company will remain outstanding.
- Tower International Inc. in its sale to Autokiniton Global Group for \$31 per share in cash.
- Worldpay in its acquisition by Fidelity National Information Services in a \$43 billion cash and stock transaction.
- International Wire Group Holdings Inc. in its sale to an affiliate of Atlas Holdings LLC.
- Luxoft Holding Inc. in its \$2 billion cash sale to DXC Technology.
- Integrity Gaming in its sale to AGS in a cash transaction valued at approximately \$49 million.
- Sparton Corporation in its cash acquisition by Cerberus Capital Management L.P. for approximately \$181.85 million.
- Golden State Foods in the sale of certain distribution centers to The Martin Brower Company.
- Bojangles' in its sale to Durational Capital Management L.P. and The Jordan Company L.P. for approximately \$593 million.
- Encana Corporation in its \$5.5 billion acquisition of Newfield Exploration Company.

- Cambium Learning Group in its acquisition by affiliates of Veritas Capital for \$685 million in cash.
- Pinnacle Foods in its acquisition by Conagra Brands for cash and stock in a transaction valued at \$10.9 billion.
- ESCO Corporation in its acquisition by Weir plc in a stock and cash transaction valued at \$1.285 billion.
- Nationstar Mortgage Holdings in its acquisition by WMIH Corp. for cash and stock in a transaction valued at approximately \$4.8 billion.
- Laboratory Corporation of America Holdings (LabCorp) in its acquisition of Chiltern International Ltd in a cash transaction valued at \$1.2 billion in cash.
- CSRA in its acquisition by General Dynamics in a cash merger valued at \$9.6 billion.
- Fidelis Care in the acquisition of substantially all its assets by Centene Corporation for approximately \$3.75 billion in cash.
- SemGroup Corporation in its acquisition of Houston Fuel Oil Terminal Company in a cash and stock transaction valued at approximately \$2.1 billion.
- The special committee of the board of directors of Nord Anglia Education Inc. in its sale to a consortium of investors led by Baring Private Equity Asia and the Canadian Pension Plan Investment Board in a cash transaction valued at approximately \$4.3 billion.
- Praxair in its publicly announced intention to merge with Linde in a transaction valued at approximately \$65 billion.
- Dr Pepper Snapple Group in DPS's acquisition of Bai Brands LLC in a transaction valued at approximately \$1.7 billion.
- Stanley Black & Decker in Stanley Black & Decker's acquisition of Newell Tools from Newell Brands for approximately \$1.95 billion in cash.
- WCI Communities Inc. in its merger with Lennar Corporation in a cash and stock transaction valued at approximately \$807 million.
- Isle of Capri Casinos Inc. in its cash and stock merger with Eldorado Resorts Inc. in a transaction valued at approximately \$1.7 billion.
- Enbridge Inc. in its stock merger with Spectra Energy Corp. in a business combination valued at approximately C\$37 billion.
- EverBank Financial Corp. in its cash merger with TIAA in a transaction valued at approximately \$2.5 billion.
- Epiq Systems Inc. in its cash merger with an entity affiliated with OMERS Private Equity and Harvest Partners LP in a transaction valued at approximately \$1 billion.
- The conflicts committee of Plains All American Pipeline L.P. in a simplification transaction with Plains AAP L.P., a controlled affiliate of Plains GP Holdings L.P.
- The strategic alternatives committee of the board of directors of Electro Rent Corp. in the cash acquisition of Electro Rent by Platinum Equity in a transaction valued at approximately \$324 million.
- Range Resources in its acquisition of Memorial Resource Development in a stock for stock merger valued at approximately \$4.4 billion.
- Krispy Kreme in its acquisition by JAB Beech in a cash merger with an equity value of approximately \$1.35 billion.
- The special committee of the board of directors of SL Industries Inc. in the acquisition of SL Industries by Handy & Harman Ltd. in a cash transaction valued at approximately \$158 million.

- Nasdaq Inc. in its acquisition of International Securities Exchange for \$1.1 billion in cash.
- Algonquin Power & Utilities Corp. in its acquisition of Empire District Electric in a cash transaction valued at approximately \$2.4 billion.
- Cameron International in its acquisition by Schlumberger NV in a stock and cash merger valued at approximately \$14.8 billion.
- The special committee of the board of directors of WuXi PharmaTech in its acquisition by a consortium that includes the founder and a group of financial sponsors in a cash merger for aggregate equity consideration of approximately \$3.3 billion.
- Precision Castparts Corp. in its acquisition by Berkshire Hathaway Inc. in a cash merger valued at approximately \$37.2 billion.
- IPC Healthcare in its acquisition by TeamHealth in a cash merger valued at \$1.6 billion.
- Lockheed Martin in its acquisition of Sikorsky Aircraft from United Technologies in a transaction valued at \$9 billion.
- Hormel in its acquisition of Applegate Farms in a transaction valued at \$775 million.
- Micrel in its acquisition by Microchip Technology in a cash and stock transaction valued at approximately \$744 million.
- Crestwood Midstream Partners in its acquisition by Crestwood Equity Partners in a stock transaction valued at approximately \$7.5 billion.
- Raytheon in its acquisition of Websense in a transaction valued at approximately \$1.9 billion.
- Hyperion Therapeutics in its acquisition by Horizon Pharma in a transaction valued at approximately \$1.1 billion.
- Lakes Entertainment in its acquisition of Sartini Gaming.
- AK Steel in its acquisition of Severstal Dearborn LLC from an affiliate of Severstal OAO for approximately \$700 million in cash.
- Kodiak Oil & Gas in its acquisition by Whiting Petroleum for approximately \$6 billion in Whiting stock.
- Merck in its acquisition of Idenix in a cash transaction valued at \$3.85 billion.
- The Priceline Group in Priceline's cash acquisition of OpenTable in a transaction valued at approximately \$2.6 billion.
- Furiex Pharmaceuticals in its acquisition by Forest Laboratories for approximately \$1.1 billion in cash and contingent value rights worth up to an additional \$360 million in the aggregate.
- Chiquita Brands in its business combination with Fyffes plc in a transaction valued at approximately \$1.07 billion.
- Coastal Energy in its acquisition by an affiliate of CEPSA for \$2.3 billion in cash.
- General Parts International in its acquisition by Advance Auto Parts for \$2 billion in cash.
- Crown Holdings in its acquisition of Mivisa Envases for approximately \$1.6 billion in cash.
- CapLease in CapLease's acquisition by American Realty Capital Properties for approximately \$2.2 billion in cash.
- Berry Petroleum in its acquisition by LinnCo and LINN Energy for approximately \$4.3 billion in LinnCo stock.
- KAYAK in its acquisition by Priceline.com for approximately \$1.8 billion in stock and cash.
- Epoch Holding in its acquisition by The Toronto-Dominion Bank for \$668 million in cash.

- Freeport-McMoRan Copper & Gold in its acquisition of Plains Exploration & Production Company for \$17.2 billion in stock and cash.
- Freeport-McMoRan Copper & Gold in its acquisition of McMoRan Exploration for \$3.4 billion in cash and units in a royalty trust.
- Anheuser Busch InBev NV in its acquisition of the shares of Grupo Modelo SA it did not own for approximately \$20 billion in cash.
- Sunoco in its acquisition by Energy Transfer Partners L.P. for approximately \$5.3 billion in cash and stock.
- Complete Production Services in its acquisition by Superior Energy Services for \$2.7 billion in stock and cash.
- Goodrich Corporation in its acquisition by United Technologies for approximately \$18.4 billion in cash.
- Energy Transfer Equity in its acquisition of Southern Union for \$8.9 billion in stock and cash.
- Frontier Oil in its \$7 billion stock merger with Holly Corporation.
- Total SA in its acquisition via tender offer of approximately 60 percent of the outstanding equity securities of SunPower Corporation for \$1.4 billion.
- Frontier Oil Corporation in its \$7 billion merger with Holly Corporation.
- The conflicts committee of the board of PVG GP LLC, as general partner of Penn Virginia GP Holdings L.P., in the acquisition by Penn Virginia Resource Partners L.P. of its general partner Penn Virginia Holdings.
- The audit, conflicts, and governance committee of the board of Enterprise Products GP LLC as general partner of Enterprise Products Partners L.P. in the acquisition by Enterprise Products Partners of its general partner Enterprise GP Holdings L.P.
- BP P.L.C. in its \$7 billion sale of assets to Apache Corporation.
- Allscripts-Misys Healthcare Solutions Inc. in its \$1.3 billion acquisition of Eclipsys Corporation.
- Mainline Management LLC, as general partner of Buckeye GP Holdings L.P., in the acquisition of Buckeye GP Holdings L.P. by Buckeye Partners.
- Mariner Energy Inc. in its \$3.9 billion sale to Apache Corporation.
- Merck & Co. Inc. in the \$4 billion sale of its 50 percent interest in Merial Ltd to Sanofi-Aventis SA.
- Schering-Plough Corporation in its granting Merial Ltd the right to acquire its Intervet/Schering-Plough Animal Health business for consideration with a minimum aggregate value of at least \$9.25 billion.
- The special committee of the audit, conflicts, and governance committee of the general partner of TEPPCO Partners L.P. in its \$3.3 billion acquisition by Enterprise Products Partners L.P.
- Sun Microsystems Inc. in its \$7.4 billion acquisition by Oracle Corporation.
- The special committee of the board of directors of Retail Ventures Inc. in the acquisition of Retail Ventures by DSW Inc.
- Booz Allen Hamilton Inc. in the spinoff of its commercial consulting business and the sale of its government consulting business to the Carlyle Group.
- The special committee of the board of directors of UnionBanCal in its \$3.5 billion acquisition by its majority stockholder, the Bank of Tokyo-Mitsubishi UFJ.
- King Pharmaceuticals Inc. in its \$1.6 billion acquisition of Alpharma Inc.

- Grant Prideco Inc. in its \$7.5 billion merger with National Oilwell Varco Inc.
- Thomas Weisel Partners Group Inc. in its \$300 million acquisition by Stifel Financial Corp.
- The special committee of the board of directors of Pomeroy IT Solutions Inc. in Pomeroy IT Solutions' acquisition by an affiliate of Platinum Equity for \$6.50 per share.

Kevin has also served as:

- Counsel to a special committee of the board of directors of a publicly held chemical company in the sale of the company for approximately \$100 million in cash.
- Counsel to the majority stockholder of a publicly held bank holding company in a potential recapitalization and other strategic alternatives.
- Counsel to the founders and other minority stockholders of a privately held national retail company in the sale of their 49 percent interest in the company.
- Counsel to a public technology company in its sale for approximately \$180 million in stock.

Publications & Presentations

Publications

- "The Disclosure of Material Relationships by Financial Advisors, *Board Disclosure Memos v. Engagement Letter Provisions*," *Deal Lawyers*, January/February 2017.
- "Food for Thought: Conflicting Views on the 'Knowing Participation' Element of Aiding & Abetting Claims," *Deal Lawyers*, March-April 2015.

Presentations

- "Financial Advisors - Latest Developments," *PLI Mergers & Acquisitions 2023: Advanced Trends and Developments*, New York, NY, January 18, 2023.

Education

- Rutgers University (J.D., 1990)
- University of Michigan (M.A., 1985)
- University of Michigan (A.B., 1981)

Admitted to Practice

- New York (Retired)