

## Sarah Ernst

### Partner

404.881.4940

sarah.ernst@alston.com

Atlanta | One Atlantic Center, 1201 West Peachtree Street, Suite 4900 | Atlanta, GA 30309-3424

*Sarah handles capital markets and business transactions for companies and investors, and advises on corporate governance matters, with an emphasis in the health care sector. She safeguards the value of her clients' deals by proactively analyzing risks and offering working solutions. Her clients benefit from her effective representation and common sense approach.*



Sarah Ernst represents public and private companies and private equity clients in complex mergers and acquisitions, carve-out transactions, securities offerings, restructurings, joint ventures, and spinoffs, with an emphasis in the health care industry. Sarah also counsels companies on corporate governance matters and ongoing SEC compliance and reporting obligations.

Sarah received her J.D. from the University of Oklahoma College of Law, where she was managing editor of the Oklahoma Law Review and a member of the Order of the Coif. Sarah received her B.S.F.S., cum laude, from the Georgetown University School of Foreign Service. She also attended the U.S. Naval Academy from 1997 until 1999.

Sarah has been named one of Law360's "Rising Stars," selected by the *Atlanta Business Chronicle* to its list of "40 Under 40" business leaders, recognized by the *Daily Report* as one of 25 "On the Rise" attorneys, and named a "Rising Star" by *Super Lawyers*.

### **Representative Experience**

- Counsel to Clearview Capital in its sale of Advanced Medical Personnel Services to AMN Healthcare Services.
- Counsel to Avanos Medical, Inc. (AVNS) (formerly Halyard Health, Inc. (HYH)) in its \$710 million carve-out of its surgical and infection prevention business to Owens & Minor (OMI) and in its \$174 million acquisition of private-equity-backed CORPAK MedSystems Inc.
- Counsel to ValorBridge Partners in its acquisition of Hutcheson Medical Center out of bankruptcy, and the subsequent sale of the renamed Cornerstone Medical Center to CHI Memorial.
- Counsel to Arbor Pharmaceuticals, a specialty pharmaceutical portfolio company of KKR, in its tender offer and acquisition of XenoPort, Inc. (XNPT) for \$467 million.
- Counsel to The Schumacher Group, a leading provider of outsourced emergency and hospital medicine clinical staffing and other health care advisory services, in a recapitalization with Onex Corporation.
- Counsel to Halyard Health, Inc. in its \$1.7 billion tax-free spinoff from Kimberly-Clark Corporation and high-yield debt exchange offer.
- Counsel to Harden Healthcare Holdings, Inc., a portfolio company of Capstar Partners and KKR, in a tax-free merger with Gentiva Health Services, Inc. (GTIV) valued at \$410 million and the related spinoff of Harden's long-term care business to its shareholders.
- Counsel to PSS World Medical in its \$2.1 billion sale to McKesson Corporation and multiple 144A high-yield debt and exchange offers.

- Counsel to Adams Respiratory Therapeutics, the maker of Mucinex, in its IPO and several follow-on offerings, shelf registration and takedown, SEC compliance and reporting, corporate governance matters, and eventual sale for \$2.3 billion to Reckitt Benckiser.
- Counsel to private equity firms in numerous complex acquisitions of health care providers, including in the areas of behavioral health, specialty pharmacy, and hospice.
- Counsel to specialty pharmacy, home health care, manufacturing, and consumer goods companies in public offerings, SEC compliance and disclosure, and corporate governance matters.
- Counsel to a leading global investment bank in a number of public securities offerings by health care companies.
- Counsel to numerous private health care providers and health care technology, consumer products, and insurance and staffing companies in complex mergers, acquisitions, securities offerings, tender offers, and equity restructurings.
- Counsel to a not-for-profit health system in its affiliation with another not-for-profit health system.
- Counsel to health care technology, supply, and services companies in venture capital financings.

## ***Publications & Presentations***

### ***Publications***

- “Healthcare Providers: Financial Distress Isn’t Going Away,” *Becker’s Hospital Review*, October 19, 2017.

### ***Education***

- University of Oklahoma (J.D., 2004)
- Georgetown University (B.S.F.S., 2001)

### ***Languages***

- German

### ***Admitted to Practice***

- Georgia

### ***Related Services***

Health Care | Corporate Health Care Transactions | Corporate & Finance | Corporate & Business Transactions | Private Equity | Capital Markets & Securities | Corporate Governance | Privacy & Data Security | Mergers & Acquisitions