



**Gary J. Simon**

Partner and Chair, Securities and Capital Markets Group

New York

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**Areas of Concentration**

- Chair, Securities and Capital Markets Group
- General public company representation
- Capital markets transactions
- Investment bank and institutional investor representation
- Proxy contests and corporate control matters
- Mergers and acquisitions

**Recent securities transactions led by Gary:**

- Representation of Citigroup Global Markets as lead underwriters in the registered public sale by National Amusements, Inc. of \$900,000,000 of common stock of CBS Corporation and Viacom, Inc.
- Representation of Citigroup Global Markets, Deutsche Bank Securities and RBS Securities as lead underwriters in the public offering of \$850,000,000 of debt securities of Viacom Inc.
- Representation of the largest stockholder in the proxy contest for control of Presidential Life Insurance Company (NYSE: PLFE)
- Representation of Citigroup Global Markets and Merrill Lynch as lead underwriters in the public offering of \$700,000,000 of debt securities of CBS Corporation.
- Representation of Northwest Airlines in emergence from bankruptcy, including public offering of 26,000,000 shares of common stock
- Representation of Cenveo, Inc. in the private placement of \$400,000,000 of high yield debt securities placed by BofA,

**Practice Groups and Other Information**

Securities & Capital Markets  
Corporate  
Corporate Governance  
Private Equity

**Education Information**

Swarthmore College, B.A., 1979, *with high honors*  
Vanderbilt University Law School, J.D., 1983

**Bar Admissions**

New York

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Morgan Stanley and RBS Securities.

- Representation of Deutsche Bank Securities as lead underwriters in the public offering of \$750,000,000 of debt securities of Viacom Inc.
- Representation of BofA, Citigroup Global Markets and JPMorgan as purchasers in the private placement of \$4,750,000,000 of debt securities of Viacom Inc.
- Representation of MediaNews Group in the private placement of \$450,000,000 of debt securities placed by Deutsche Bank Securities and BofA.
- Representation of Cenveo, Inc. in the private placement of \$175,000,000 of high yield debt securities placed by Lehman Brothers
- Representation of Deutsche Bank Securities as purchasers in the private placement of \$750,000,000 of debt securities of Viacom Inc.
- Representation of Nautica Enterprises, Inc. in successful defense of proxy contest, immediately followed by sale to VF Corporation for \$580,000,000.

### Professional Activities

- Member, National Board, Vanderbilt University Law School (2007-2010)
- Faculty Member, "Preparation of Annual Disclosure Documents" Seminar, Practising Law Institute
- Faculty Member and Chair of "LLCs and LLPs" and "Going Private" Seminars, Association of the Bar of the City of New York
- Selected by New York Super Lawyers as one of the leading Securities and Capital Markets lawyers in New York (2007-2010)

### Highlighted Publications

- Author, "New Requirements for Audit Committees," *The Review of Securities & Commodities Regulation* (September, 29, 2004)
- Author, "Audit Committees: New Requirements", Practising Law Institute (January 2005)
- Author, "Introduction to Securities Law", The Association of the Bar of the City of New York (May 2004)
- Author, "Membership Interests in Limited Liability Companies: Are They Securities", The Association of the Bar of the City of New York (April 2004)

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- Co-Author, "Forming and Advising Businesses", The Association of the Bar of the City of New York (December 2002)