



Christopher P. Giordano

Partner
CHAIR, NEW YORK CORPORATE GROUP

christopher.giordano@dlapiper.com

New York
T: +1 212 335 4522

Chris Giordano concentrates his practice on mergers and acquisitions and corporate counselling for private and publicly traded companies.

His clients include Tilray Inc., W.P. Carey & Co. Inc., Whole Earth Brands, Inc., Goodness Growth Holdings, Inc., Harrison Street Real Estate Capital and Great Point Partners.

Chris advises clients on topics ranging from acquisitions and divestitures to securities law and general corporate matters, and he regularly represents various REIT sponsors in connection with their M&A activities. Significantly, his practice includes advising public companies and their boards on corporate governance and strategic matters, including defending against activist investors. Chris also has deep experience representing private equity funds in their investment activities.

Chris is a Regional Practice Group Leader, heading the New York Corporate department.

- Corporate
- Private Equity
- Public Company and Corporate Governance
- Mergers and Acquisitions

REPRESENTATIVE TRANSACTIONS

Mergers and Acquisitions (Public Company)

- Aphria Inc. (NASDAQ: APHA) in connection with its business combination with Tilray (NASDAQ: TRLY)
- The Special Committee of the Board of Directors of MDC Partners (NASDAQ: MDCA) in connection with MDC's business combination with Stagwell Media LP
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with the merger of Carey Watermark Investors Inc. and Carey Watermark Investors 2 Inc., both publicly-held non-traded REITs externally managed by WPC
- Act II Global Acquisition Corp. (NASDAQ: ACTT), a special purpose acquisition company, in connection with its acquisition of the Merisant and Mafco business lines from a subsidiary of MacAndrews & Forbes Incorporated
- Credible Labs Inc. (ASX: CRD), an online financial technology company, in connection with its acquisition by Fox Corp. (NASDAQ: FOX), a global media company
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with its acquisition of Corporate Property 17 – Global Incorporated, a publicly-held non-traded REIT

- Harrison Street Real Estate Capital, LLC, a real estate private equity firm, in connection with its acquisition of Campus Crest Communities, Inc. (NYSE: CCG), a student housing focused REIT
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with its acquisition of Corporate Property 16 – Global Incorporated, a publicly-held non-traded REIT
- W. P. Carey & Co. LLC (NYSE: WPC), a publicly-traded LLC, in connection with (i) its conversion into a REIT, and (ii) the concurrent acquisition of Corporate Property Associates 15 Incorporated, a publicly-held non-traded REIT
- W. P. Carey & Co. LLC (NYSE: WPC), a publicly-traded LLC, in connection with the merger of Corporate Property Associates 14 Incorporated and Corporate Property Associates 16 - Global Incorporated, both publicly-held non-traded REITs externally managed by WPC

Mergers and Acquisitions (Private Company)

- Whole Earth Brands Inc. (NASDAQ: FREE) in connection with its acquisition of Swerve, a rapidly growing manufacturer and marketer of a portfolio of zero sugar, keto-friendly, and plant-based sweeteners and baking mixes
- Aphria Inc. (NASDAQ: APHA) in connection with its acquisition of SweetWater Brewing Company, one of the largest independent craft brewers in the United States
- Whole Earth Brands (NASDAQ: FREE) in connection with its acquisition of Wholesome Sweeteners, Inc., the #1 organic sweetener brand in North America
- MaSTherCell Global Inc., a joint venture focused on the production of cell and gene therapies owned by Great Point Partners and Orgenesis Inc. (NASDAQ: ORGS), in connection with its sale to a wholly-owned subsidiary of Catalent Inc. (NYSE: CTLT), a provider of advanced delivery technologies, development, and manufacturing solutions for drugs, biologics, gene therapies, and consumer health products
- Oxford Properties, the real estate arm of the Ontario Municipal Employees Retirement System, in connection with its formation of a joint venture with Ivanhoé Cambridge, and the concurrent multi-billion dollar acquisition of IDI Logistics from Brookfield Asset Management, an alternative asset management company
- The Hain Celestial Group, Inc. (NASDAQ: HAIN), a food manufacturer and distributor, in connection with its sale of the FreeBird and Empire Kosher brands, to Aterian Partners, a private equity firm
- The Hain Celestial Group, Inc. (NASDAQ: HAIN), a food manufacturer and distributor, in connection with its sale of the Plainville Farms brand to Regent Partners, a private equity firm
- Rothstein Kass, an auditing and accounting firm focused on hedge funds, in connection with its sale to KPMG LLP, an audit, tax and advisory services firm
- The Hain Celestial Group, Inc. (NASDAQ: HAIN), a food manufacturer and distributor, in connection with its acquisition of the BluePrint brand, a marketer and manufacturer of raw, organic cold-pressed fruit and vegetable juices and juice beverages
- The Hain Celestial Group, Inc. (NASDAQ: HAIN), a food manufacturer and distributor, in connection with its acquisition of World Gourmet Marketing, L.L.C., a manufacturer of the Sensible Portions brand of Garden Veggie Straws

Capital Markets Transactions

- ACT II Global Acquisition Corp. (NASDAQ: ACTT), a special purpose acquisition company, in connection with its proposed US\$75 million private placement to a consortium of investors led by Baron Small Cap Funds
- Aphria Inc. (NYSE: APHA), a Canadian cannabis company, in connection with its Rule 144A/Regulation S offering of \$350 million aggregate principal amount of convertible senior notes
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with an underwritten offering of €500 million of 1.350% Senior Notes due 2028
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection a \$750 million At-the-Market Offering Program
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with an underwritten offering of \$325 million of 3.850% Senior Notes due 2029
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with a \$500 million At-the-Market Offering Program
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with an underwritten offering of €500 million of 2.250% Senior Notes due 2026

- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with an underwritten offering of €500 million of 2.125% Senior Notes due 2027
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with a \$400 million At-the-Market Offering Program
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with an underwritten offering of €500 million of 2.250% Senior Notes due 2024
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with an underwritten offering of \$350 million of 4.250% Senior Notes due 2026
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with a \$400 million At-the-Market Offering Program
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with an underwritten offering of \$500 million of 4.000% Senior Notes due 2025
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with an underwritten offering of €500 million of 2.000% Senior Notes due 2023
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with an underwritten offering of \$300 million of common stock
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with an underwritten offering of \$500 million of 4.600% Senior Notes due 2024
- W. P. Carey Inc. (NYSE: WPC), a publicly-traded REIT, in connection with a registered direct sale of \$45 million of common stock

Private Equity and Debt Financings

- Great Point Partners, a private equity firm, in connection with its equity investment in Velentium, a designer and manufacturer of therapeutic and diagnostic active medical devices
- Tilray Inc. in connection with its acquisition of senior secured convertible notes of MedMen Enterprises
- Great Point Partners, a private equity firm, in connection with its equity investment in Tergus Pharma Inc., a dermatology pharmaceutical company
- CAN Capital, Inc., an alternative lender for small businesses, in connection an equity investment lead by Accel Partners and Meritech Capital Partners, both private equity firms
- The Hain Celestial Group, Inc. (NASDAQ: HAIN), a food manufacturer and distributor, in connection with the formation of a joint venture relating to the operations of Rosetto Foods LLC, a manufacturer and distributor of pasta products
- CAN Capital, Inc., an alternative lender for small businesses, in connection an equity investment lead by Accel Partners and Meritech Capital Partners, both private equity firms
- Psilos Group, a private equity firm, in connection with an equity financing of OmniGuide, a surgical laser company
- Psilos Group, a private equity firm, in connection with various equity and debt financings of SpineMatrix, Inc., a medical diagnostics company

CREDENTIALS

Admissions

- New York

Recognitions

The Legal 500 United States recognizes Chris for his private equity practice. Chris serves as an adjunct professor of mergers and acquisitions at New York Law School.

Clerk Experience

- The Honorable Roger J. Miner, United States Court of Appeals for the Second Circuit (1993 - 1994)

Education

- J.D., New York Law School 1993
magna cum laude
Editor, *New York Law School Law Review*
- B.A., Political Science, Drew University 1989

INSIGHTS

Christopher frequently addresses legal, business and academic groups on mergers and acquisitions, private equity and venture capital financings, transaction structuring and related topics. His publications include "Billion Dollar Companies: Not Too Big For Hostile Shareholder Activism," *Deal Lawyers*, January-February 2013 and "Filling Your Basket," *Daily Deal/The Deal*, Sept. 25, 2006. Christopher has been quoted in various publications, and trade journals, including *CFO Magazine* and *Private Equity Manager*.

Publications

Shareholder Proposal Rule modernized – now what?

1 October 2020

A brief background of the Shareholder Proposal Rule, plus some action items for boards to consider as companies head into the 2021 proxy season.

SEC adopts amendments to required financial disclosures for acquisitions and dispositions of business

29 May 2020

Public companies can utilize the new rules on a voluntary basis effective immediately, so long as they adopt the amendments in their entirety.

The barbarians are coming ... time for public companies to reinforce the gate

2 April 2020

While it is far too early to understand or evaluate the true impact that the COVID-19 outbreak may have on the M&A market, for so long as market prices remain depressed, public companies are encouraged to remain cognizant of the potential threat of coercive takeover attempts.

COVID-19's (likely) impact on the US M&A market

19 March 2020

Certain considerations that participants in the M&A market may wish to keep in mind as we progress through these unprecedented times.

- Co-Author, "ESG: the rise of private ordering and the role of the NCGC Committee," *DLA Piper's handbook*, (March 26, 2020)
- Co-author, "Judgment Call: Shareholder Activism is Back and Here Stay," *The Deal* (May 10, 2013)
- Co-author, "The Activists are Coming, the Activists are Coming...Now What?" *Corporate Board Member* (April 1, 2013)
- Co-author, "Billion Dollar Companies: Not Too Big for Hostile Shareholder Activism," *Deal Lawyers* (January-February 2013)

NEWS

DLA Piper shortlisted in five categories for The Deal Awards 2021

2 August 2021

DLA Piper is pleased to announce that the firm has been shortlisted in five categories by *The Deal* in its annual awards recognizing the advisers, professionals, firms and banks driving the market forward.

DLA Piper advises Whole Earth Brands in US\$80 million acquisition of Swerve

12 November 2020

DLA Piper represented Whole Earth Brands, Inc. in its US\$80 million acquisition of Swerve, a rapidly growing manufacturer and marketer of a portfolio of zero sugar, keto-friendly and plant-based sweeteners and baking mixes.

MEDIA MENTIONS

- "My Weekday Workout: DLA Piper's Chris Giordano," *Law.com* (January 31, 2020)
- "More Than 20 Firms Guided Largest 1st-Half Real Estate Deals," *Law360* (July 10, 2018)
- "More Boards Are Negotiating With Activists," *Agenda* magazine by *Financial Times* (March 4, 2013)
- "When Investors Attack," *CFO* magazine (February 13, 2013)