



2019 ADVISER AWARDS

OUR ANNUAL ADVISER AWARDS DRAW ON THE COMPREHENSIVE COVERAGE OF ACTIVIST INSIGHT ONLINE IN HIGHLIGHTING THE MOST ACTIVE LAW AND PROXY SOLICIATION FIRMS IN SHAREHOLDER ACTIVISM OVER THE PAST 12 MONTHS, AND THE ADVISERS BEHIND SOME OF THE BIGGEST ACTIVIST CAMPAIGNS OF 2019'S PROXY SEASON.

IN THIS FEATURE, ACTIVIST INSIGHT FIRST PROFILES THE MOST PROLIFIC LAW AND PROXY SOLICIATION FIRMS BY TOTAL CAMPAIGN INVOLVEMENT BEFORE REVEALING THIS YEAR'S WINNERS IN FOUR CATEGORIES.

Although 2019 saw a slight dip in the number of companies publicly subjected to activist demands compared to last year, according to *Activist Insight Online*, advisers in the space told *Activist Insight Monthly* that they were just as busy as ever – if not more so. Many noted that 2019 saw an uptick in non-traditional or first-time activists advancing demands at companies. In addition, experts in the space noted that few situations went to a vote this year, with the preference of both parties to settle, formally or otherwise.

“I think the bias of companies is always to settle and that’s always plan A,” Kai Liekefett, co-chair of Sidley Austin’s shareholder activism practice, told *Activist Insight Monthly*. “But in some situations, the dissidents are just widely unrealistic, and they’re stuck in their positions and they just want to fight.”

In addition, activism continued to expand globally with many U.S.-based funds looking for cross-border opportunities. The U.K. and Japan were popular destinations this year. “For this type of assignment, success requires both a global and local perspective,” Michael Verrechia, Morrow Sodali’s managing director of activism and contested situations, said.

2019 also saw high opposition to M&A in various forms. “I think it’s reasonable to expect more of that going forward,” Verrechia added.

OLSHAN FROME WOLOSKY

TOTAL CAMPAIGN INVOLVEMENT: 105

KEY CONTACTS: ANDREW FREEDMAN, STEVE WOLOSKY

For the fifth consecutive year, Olshan placed first in our law firm rankings for overall involvement, representing activists in a record number of campaigns. “2019 was plenty active,” Andrew Freedman, co-head of Olshan’s activist & equity investment group, told *Activist Insight Monthly*, adding that he believes 2020 will be even busier.

Olshan worked on **Toby and Derek Rice**’s comeback contest at **EQT**, which saw the first dissident majority slate elected through a universal ballot. The New York-based law firm also represented **Legion Partners Asset Management**, **Macellum Advisors**, and **Ancora Advisors** in their campaign at **Bed Bath & Beyond**. After just a few months, co-founders Warren Eisenberg and Leonard Feinstein retired from their roles as co-chairmen, CEO Steven Temares stepped down from the helm, the board created a “business transformation and strategy review” committee, and four activist nominees were appointed as directors.

“Campaigns in general have become more dynamic,” Freedman said. “It’s been less ‘one size fits all’ activism.”

SCHULTE, ROTH & ZABEL

TOTAL CAMPAIGN INVOLVEMENT: 45

KEY CONTACTS: ELEAZER KLEIN, MARC WEINGARTEN

For New York-based Schulte, this year was “extremely busy,” according to partner Eleazer Klein, who co-heads the law firm’s shareholder activism practice. “While the overall market going to actual meetings was down, we had a good portion of those campaigns,” Klein said. Schulte had 45 representations in 2019, three more than last year.

Two of the most memorable campaigns for Schulte this year were representing **Elliott Management** and **D.E. Shaw Investment Management** in their engagements with **Marathon Petroleum** and **Emerson Electric**, respectively. Although both fights settled, there was no formal agreement between D.E. Shaw and Emerson, a common theme this year along with the drop in proxy contests going the distance, according to Klein.

“As parties get more sophisticated both on the activist side and the company side, they tend to understand likely outcomes better and try to resolve their issues without the need to spend the money and incur the distraction of going to a vote,” Klein said.

VINSON & ELKINS

TOTAL CAMPAIGN INVOLVEMENT: 41

KEY CONTACTS: LAWRENCE ELBAUM, PATRICK GADSON

A busy second half of 2019 has seen half a dozen consent solicitations, as well as many other types of activism, a trend that has not been lost on Lawrence Elbaum and Patrick Gadson, co-leaders of Vinson & Elkins' shareholder activism practice.

"For the fourth year in a row, there's been no 'off-season' for companies targeted by activists," Elbaum, a partner with Vinson & Elkins, told *Activist Insight Monthly*. "As a result, our practice has seen an unprecedented volume of work, particularly for boards facing increasingly sophisticated and aggressive activism campaigns."

Indeed, Vinson & Elkins' representations ticked up from 33 to 41, including a small number of dissidents. "Anyone who still believes there is a 'peace-time' or 'off-season' needs to give me a call because I have some ocean front property in Nebraska to sell them," quipped Patrick Gadson, partner-elect at the firm. "From the perspective of an activist, companies don't wait to underperform until proxy season, so then why should a shareholder wait until proxy season to catalyze change?"



SIDLEY AUSTIN

TOTAL CAMPAIGN INVOLVEMENT: 30

KEY CONTACTS: KAI LIEKEFETT, DEREK ZABA

Sidley Austin remained in fourth place for our adviser rankings, though the number of situations credited to the law firm nearly doubled from last year. “This was the busiest year of my career,” Kai Liekefett, co-chair of Sidley’s shareholder activism practice, told *Activist Insight Monthly*.

In August, Derek Zaba joined Liekefett in heading the group. “In addition to his much-needed help, Derek also brings skill sets and perspectives that I just don’t have; the perspective of the former activist and investor, which is extremely helpful. He really complements our offering and increases the services that we that we can provide to clients,” Liekefett said.

This year Sidley worked on a handful of high-profile situations, including defending **Texas Pacific Land Trust** against a trio of activists, **Argo Group** against **Voce Capital Management**, and **MiMedx** against former CEO **Pete Petit**. The law firm was also rumored to be working with **AT&T** in its bout with **Elliott Management**. “It was an extraordinary year because of the kind of campaigns that ultimately kept us busy for long stretches of the year,” Liekefett said.

LATHAM & WATKINS

TOTAL CAMPAIGN INVOLVEMENT: 14

KEY CONTACT: JOSH DUBOFSKY

Latham placed fifth in our law firm rankings for the second year in a row, bringing its representations up to 14 from 12 last year.

Josh Dubofsky, a corporate partner at Latham & Watkins and member of the firm’s activism practice, said 2019 has been “a good, strong year on the activism front with lots of interesting fights and engagements.” Latham represented **Cerner** in its engagement with **Starboard Value**, which resulted in a settlement for board refreshment and operational targets. The law firm also defended **Nevro** against **Broadfin Capital**. The parties agreed to an executive transition and board changes in March.

“The activist calendar is becoming less relevant than it used to be,” Dubofsky said. “We’re seeing round-the-year activism.”

KIRKLAND & ELLIS

TOTAL CAMPAIGN INVOLVEMENT: 14

KEY CONTACTS: DANIEL WOLF, ERIC SCHIELE, SHAUN MATHEW

Kirkland & Ellis worked on 14 campaigns in 2019, including prominent M&A situations such as **Bristol-Myers Squibb's** defense of its \$90 billion acquisition of **Celgene**, which faced opposition from **Starboard Value** and **Wellington Capital Management**, and **Callon Petroleum's** defense of its acquisition of **Carrizo Oil & Gas** against opposition from **Paulson & Co.**

Kirkland partner Shaun Mathew highlighted the enormous impact that activism is having on M&A markets. "On the one hand, activism continues to play a meaningful role in catalyzing M&A activity, as nearly half of activist demands this year boiled down to some version of 'just sell the company' or 'sell some assets,'" he told *Activist Insight Monthly*, while noting that activists are also increasingly challenging M&A deals. "Activists are keenly aware that M&A transactions create significant vulnerability because both buyer and seller have so much at stake, and they attempt to exploit that vulnerability to advance their objective."



01.

OLSHAN FROME WOLOSKY

TOTAL CAMPAIGNS REPRESENTING ACTIVISTS IN 2019: 105

02.

SCHULTE, ROTH & ZABEL

TOTAL CAMPAIGNS REPRESENTING ACTIVISTS IN 2019: 45

03.

KLEINBERG, KAPLAN, WOLFF & COHEN

TOTAL CAMPAIGNS REPRESENTING ACTIVISTS IN 2019: 12



ACTIVIST ADVISORY

THE ACTIVIST INSIGHT 2019 ADVISER AWARDS **LAW FIRMS**

ISSUER ADVISORY



01.

VINSON & ELKINS

TOTAL CAMPAIGNS REPRESENTING ISSUERS IN 2019: 38

02.

SIDLEY AUSTIN

TOTAL CAMPAIGNS REPRESENTING ISSUERS IN 2019: 24

03.

KIRKLAND & ELLIS

TOTAL CAMPAIGNS REPRESENTING ISSUERS IN 2019: 14

LATHAM & WATKINS

TOTAL CAMPAIGNS REPRESENTING ISSUERS IN 2019: 14

OKAPI PARTNERS

TOTAL CAMPAIGN INVOLVEMENT: 53

KEY CONTACT: BRUCE GOLDFARB

Okapi Partners heads *Activist Insight Monthly's* overall proxy solicitor rankings for the fourth year in a row. "2020 will be an active year," CEO Bruce Goldfarb said in an interview, adding that previous settlements may turn into campaigns in 2020 with the proviso that "political uncertainty" around the world makes it hard to make predictions for markets.

The proxy solicitor worked on fewer large campaigns that went to a vote compared to 2018, notably representing **Velan Capital** and **Cruiser Capital** in campaigns at **Progenics Pharmaceuticals** and **Ashland Global**, respectively. Cruiser's campaign is an "indication that the best way to achieve everyone's goals is to find an outcome that can be thoughtful of all of the different voices," Goldfarb said. He also believes Velan's campaign shows the expectation of communicating, as well as executing, plans and ideas well, even in an industry where "investors tend to be very forgiving."

Goldfarb said he saw an increase in companies willing to settle, altering the landscape of several situations. "Companies and activists find ways to achieve a peaceful outcome much earlier in the process," Goldfarb said. He expects this trend to continue in 2020, noting that "there may be situations where it is logical for peace to break out all over," such as the outcome of **Elliott Management's** campaign at **AT&T**.

INNISFREE

TOTAL CAMPAIGN INVOLVEMENT: 36

KEY CONTACT: ARTHUR CROZIER

Innisfree ranked second this year, despite increasing its campaign count from last year, when it was level with Okapi. It found itself involved in many of the significant proxy contests of 2019, including **Gannett's** defense against **MNG Enterprises'** hostile bid, and **Verint Systems'** resistance against **Neuberger Berman's** attempt to elect a three-person slate to the board. The proxy solicitor also worked with **EQT** while the **Rice brothers** fought for control of the board.

On the activist side, Innisfree worked with **Kimmeridge Energy Management** in its attempt to win three seats at **PDC Energy** after pushing the firm to pay a dividend, return proceeds from asset sales to shareholders, cut costs, and de-stagger the board. "As has been the case for a while now, the vast majority of activism campaigns are settled before they reach an actual contest; although we did see a number of situations this year where settlements were not reached until after solicitation materials for a contest had been filed," Innisfree Chairman Arthur Crozier told *Activist Insight Monthly*.

Crozier explained that Innisfree has been involved in more situations behind the scenes where parties reached an understanding before coming to blows publicly. "It is always difficult to predict how many campaigns there will be and where they will end in their 'life cycle,' but it is clear that activism is a useful strategy across markets and will not go away."

GEORGESON

TOTAL CAMPAIGN INVOLVEMENT: 34

KEY CONTACT: CAS SYDOROWITZ

Georgeson's efforts saw the proxy solicitor jump one place from last year's ranking to third place. The firm said 2019 was one of the busiest years for activism it had observed and it advised actors as diverse as Japan's **Sakura Sogo REIT**, U.S. bank **DNB Financial**, and New York-based activist **Coast Capital** in a foray across the pond at **FirstGroup**.

Cas Sydorowitz, Georgeson's global head of activism, noted the continued importance of boardroom battles, but also pointed to the increased popularity of activist campaigns against conglomerates that don't necessarily go to a vote, such as **Third Point Partners'** campaign at **Nestlé**.

British companies may have a lively year ahead of them, Sydorowitz told *Activist Insight Monthly*. There "will likely be more targets in the U.K. because of ongoing political uncertainty, and the FX rates make some U.K. companies more appealing targets." Although some situations have shown that activists and companies alike can keep their disagreements civil, like **Triam Partners** at **Ferguson**, Sydorowitz thinks U.K. companies are "happy to risk a dispute becoming more belligerent" because costs in U.K. campaigns have not reached the levels seen in the U.S. This is likely to change, however. "The appetite to settle will increase once companies see costs increasing."



MORROW SODALI

TOTAL CAMPAIGN INVOLVEMENT: 26

KEY CONTACTS: MICHAEL VERRECHIA, CHARLIE KOONS

Morrow Sodali's practice has been growing steadily. It worked on 26 campaigns this year, up from 23 and 19 in 2018 and 2017, respectively. Yet that was not enough for the proxy solicitor to move up from fourth place.

While most of its clients were from the U.S., including **Caesars Entertainment** and **Luby's** in their engagements with **Carl Icahn** and **Bandera Partners**, respectively, the firm also had a good hand in Europe. There, clients included **Sunrise Communications**, which canceled a proposed merger with UPC Switzerland after opposition from **Freenet** and **Active Ownership Capital**. It also worked with **Vivendi**, the French media company that failed to wrestle back control of **Telecom Italia** from **Elliott Management**.

Michael Verrechia, Morrow Sodali's U.S.-based managing director of activism and contested situations, said his team has been working with both new and existing clients on activism preparedness "much earlier in their annual meeting process." Verrechia believes a prevalent trend this proxy season was opposition to M&A and he expects more such campaigns next year.

MACKENZIE PARTNERS

TOTAL CAMPAIGN INVOLVEMENT: 26

KEY CONTACTS: PAUL SCHULMAN, ROBERT MARESE, DAVID WHISSEL

MacKenzie Partners enjoyed a year of diverse projects. Representing 26 campaigns over the last 12 months, MacKenzie advised on M&A campaigns, consent solicitations, board overhauls, and traditional proxy contests.

When asked about the firm's standout campaign, Executive Vice President David Whissel pointed to **Starboard Value's** opposition to **Bristol-Myers Squibb's** acquisition of Celgene as the project that "encapsulated one of the major themes of 2019 – M&A activism focusing on breaking up a transaction."

Whissel expects more M&A activism in 2020, saying it "works in a variety of market conditions," which is important considering the growing uncertainty of markets. Whissel listed the U.S. presidential election, U.S.-China trade status, and the threat of an economic slowdown as some of the events that could provide platforms for activism. Although confident that activism will remain elevated in 2020, he expects "activity to be driven by occasional and even first-time activists, as more and more actively managed investors view activism as a tool that they can use selectively, rather than a full-time strategy."

01.

OKAPI PARTNERS

TOTAL CAMPAIGNS REPRESENTING ACTIVISTS IN 2019: 32

02.

SARATOGA PROXY CONSULTING

TOTAL CAMPAIGNS REPRESENTING ACTIVISTS IN 2019: 14

INVESTORCOM

TOTAL CAMPAIGNS REPRESENTING ACTIVISTS IN 2019: 14

03.

GEORGESON

TOTAL CAMPAIGNS REPRESENTING ACTIVISTS IN 2019: 12

D.F. KING

TOTAL CAMPAIGNS REPRESENTING ACTIVISTS IN 2019: 12



ACTIVIST ADVISORY

THE ACTIVIST INSIGHT 2019 ADVISER AWARDS PROXY FIRMS

ISSUER ADVISORY



01.

INNISFREE

TOTAL CAMPAIGNS REPRESENTING ISSUERS IN 2019: 30

02.

MACKENZIE PARTNERS

TOTAL CAMPAIGNS REPRESENTING ISSUERS IN 2019: 23

03.

GEORGESON

TOTAL CAMPAIGNS REPRESENTING ISSUERS IN 2019: 22

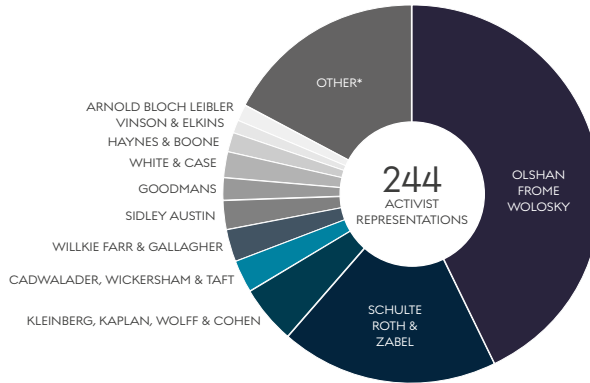
MORROW SODALI

TOTAL CAMPAIGNS REPRESENTING ISSUERS IN 2019: 22

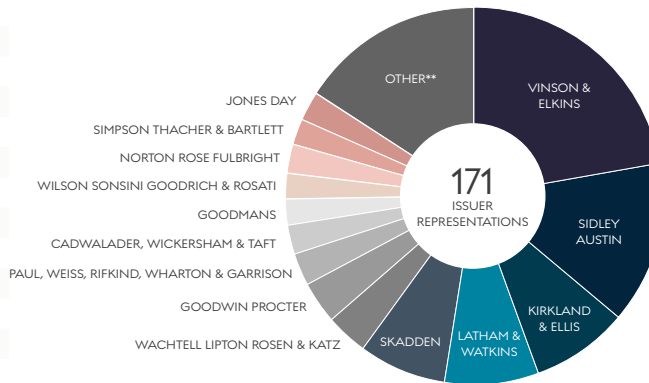
DATA

LAW FIRM	NUMBER OF TIMES REPRESENTING ACTIVIST
OLSHAN FROME WOLOSKY	105
SCHULTE ROTH & ZABEL	45
KLEINBERG, KAPLAN, WOLFF & COHEN	12
CADWALADER, WICKERSHAM & TAFT	7
WILLKIE FARR & GALLAGHER	7
SIDLEY AUSTIN	6
GOODMANS	5
WHITE & CASE	5
HAYNES AND BOONE	4
VINSON & ELKINS	3
ARNOLD BLOCH LEIBLER	3
WILSON SONSINI GOODRICH & ROSATI	2
DAVIES WARD PHILLIPS & VINEBERG	2
AKIN GUMP STRAUSS HAUER & FELD	2
STIKEMAN ELLIOTT	2
SULLIVAN & CROMWELL	2
BRYAN CAVE LEIGHTON PAISNER	2
LOWENSTEIN SANDLER	2
WACHTELL LIPTON ROSEN & KATZ	1
NORTON ROSE FULBRIGHT	1
SIMPSON THACHER & BARTLETT	1
BAYARD, P.A.	1
CLEARY GOTTlieb STEEN & HAMILTON	1
FASKEN MARTINEAU DUMOULIN	1
FOLEY & LARDNER	1
FRIED FRANK	1
GIBSON DUNN	1
GLASER WEIL FINK HOWARD AVCHEN & SHAPIRO	1
GREENBERG TRAUIG	1
GROSS, KLEINHENDLER, HODAK, HALEVY, GREENBERG, SHENHAV & CO.	1
JOHNSON FISTEL	1
KANE KESSLER	1
KLUK FARBER LAW	1
LEE & KO	1
MAYER BROWN	1
MELTZER, LIPPE, GOLDSTEIN & BREITSTONE	1
NIXON PEABODY	1
PERLEY-ROBERTSON, HILL & MCDUGALL	1
ROGERS & HARDIN	1
SCHIFF HARDIN	1
SEWARD & KISSEL	1
SHARTSIS FRIESE	1
SMITHAMUNDSEN	1
STROOCK & STROOCK & LAVAN	1
THOMPSON HINE	1
WHITAKER CHALK SWINDLE & SCHWARTZ	1

GLOBAL BREAKDOWN OF LAW FIRM REPRESENTATION OF ACTIVISTS IN 2019



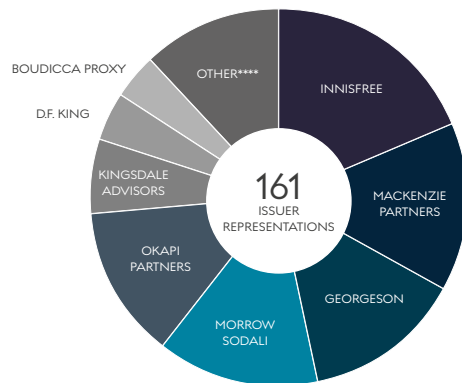
GLOBAL BREAKDOWN OF LAW FIRM REPRESENTATION OF ISSUERS IN 2019



GLOBAL BREAKDOWN OF PROXY FIRM REPRESENTATION OF ACTIVISTS IN 2019



GLOBAL BREAKDOWN OF PROXY FIRM REPRESENTATION OF ISSUERS IN 2019



PROXY FIRM	NUMBER OF TIMES REPRESENTING ACTIVIST
OKAPI PARTNERS	32
INVESTORCOM	14
SARATOGA PROXY CONSULTING	14
GEORGESON	12
D.F. KING & CO	12
INNISFREE	6
MORROW SODALI	4
KINGSDALE ADVISORS	4
MACKENZIE PARTNERS	3
SHORECREST GROUP	3
BOUDICCA PROXY	2
FIRST ADVISERS	1
LAUREL HILL	1
HARKINS KOVLER	1
GRYPHON ADVISORS	1

LAW FIRM	NUMBER OF TIMES REPRESENTING ISSUER
VINSON & ELKINS	38
SIDLEY AUSTIN	24
KIRKLAND & ELLIS	14
LATHAM & WATKINS	14
SKADDEN	13
WACHTELL LIPTON ROSEN & KATZ	6
GOODWIN PROCTER	6
PAUL, WEISS, RIFKIND, WHARTON & GARRISON	5
CADWALADER, WICKERSHAM & TAFT	4
GOODMANS	4
WILSON SONSINI GOODRICH & ROSATI	4
NORTON ROSE FULBRIGHT	4
SIMPSON THACHER & BARTLETT	4
JONES DAY	4
CRAWATH, SWAINE & MOORE	3
MORGAN, LEWIS & BOCKIUS	3
WILLKIE FARR & GALLAGHER	2
DAVIES WARD PHILLIPS & VINEBERG	2
ALSTON & BIRD	2
DENTONS	2
HOGAN LOVELLS	2
LINKLATERS	2
AKIN GUMP STRAUSS HAUER & FELD	1
STIKEMAN ELLIOTT	1
SULLIVAN & CROMWELL	1
BELL NUNNALLY & MARTIN	1
DAVIS GRAHAM & STUBBS	1
NELSON MULLINS	1
PEPPER HAMILTON	1
SEYFARTH SHAW	1
STRADLEY RONON STEVENS & YOUNG	1

PROXY FIRM	NUMBER OF TIMES REPRESENTING ISSUER
INNISFREE	30
MACKENZIE PARTNERS	23
GEORGESON	22
MORROW SODALI	22
OKAPI PARTNERS	21
KINGSDALE ADVISORS	10
BOUDICCA PROXY	7
D.F. KING	7
FIRST ADVISERS	5
LAUREL HILL	5
INVESTORCOM	2
ALLIANCE ADVISORS	2
SARATOGA PROXY CONSULTING	1
SHORECREST GROUP	1
HARKINS KOVLER	1
AST PHOENIX ADVISORS	1
BROADRIDGE FINANCIAL SOLUTIONS	1

*FIRMS WITH 2 REPRESENTATIONS OR FEWER; **FIRMS WITH 3 REPRESENTATIONS OR FEWER; ***FIRMS WITH 4 REPRESENTATIONS OR FEWER; ****FIRMS WITH 5 REPRESENTATIONS OR FEWER