

Vaughan Curtis

Senior Counsel

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Vaughan Curtis is one of the firm's senior corporate lawyers. He is also a former co-partner-in-charge of the New York office and a former member of the firm's executive committee. Vaughan has represented companies in a number of industries, but has focused primarily on the healthcare industry.

Vaughan represents both public and private companies in merger and acquisition transactions, including advising boards, audit committees, and outside board members on matters of corporate governance, change of control issues, and anti-takeover strategies. He also represents underwriters and issuers in public and private debt and equity offerings. He has had lead responsibility in more than 100 merger and acquisition transactions and more than 40 public securities offerings primarily involving healthcare companies.

Vaughan is listed in *The Best Lawyers in America*, *Chambers USA: America's Leading Lawyers for Business*, *Super Lawyers* magazine and *Who's Who Legal: Georgia* for corporate governance.

Vaughan received his undergraduate, graduate and law degrees from the University of Kentucky. He has served on the board of directors of Big Brothers/Big Sisters in Atlanta and on the Life Board of the Atlanta Regional Red Cross. Prior to completing law school, Vaughan served in the White House during the Ford Administration.

Representative Experience

- Representation of Adams Respiratory Therapeutics, Inc. in its \$2.3 billion sale by cash tender offer to Reckitt-Benckiser plc.
- Representation of RARE Hospitality in its \$1.3 billion sale by cash tender offer to Darden, Inc.
- Representation of Movie Gallery, Inc. in its \$1.3 billion cash acquisition of Hollywood Video and defeat of deal jumping hostile takeover attempt by Blockbuster, the #1 video rental business.
- In the largest not-for-profit M&A deal in history, represented consortium of not-for-profit health systems in acquisition of hospitals from HCA for \$1.3 billion in cash.
- Representation of a publicly held hospital company in its \$1.6 billion cash and stock merger with LifePoint Health.
- Representation of a specialty pharmaceutical company in its \$2.2 billion cash merger with Medco.
- Represented CTI Systems in its \$1.0 billion sale by cash tender offer to Siemens.
- Representation of a publicly held anatomic pathology lab company in \$1.1 billion leveraged buyout by affiliate of Welsh, Carson, Anderson & Stowe.
- Representation of a pharmaceutical distributor in its \$1.0 billion stock merger with Bergen Brunswig.
- Representation of a specialty pharmaceutical company in its initial public offering and a follow-on common stock offering raising aggregate proceeds of \$403 million.

- Representation of a specialty pharmaceutical company in its acquisition of the Delsym brand cough syrup for \$125 million.
- Representation of a specialty medical management company in an auction and sale of its business to private equity firm for \$310 million.
- Defense of a publicly held software company in hostile takeover attempt by MRO Software and its subsequent sale to Infor for \$225 million.
- Serving as underwriters' counsel to an investment bank in the initial public offerings of Radiation Therapy Services (\$75 million) and Emageon (\$65 million).
- Serving as underwriters' counsel to a worldwide investment banking firm in public offerings by Medcath and Alliance Imaging.
- Serving as underwriters' counsel to several global financial institutions in multiple public securities offerings.
- Advising Special Committee of Independent Directors in negotiation and sale of an assisted living company for \$750 million in cash.
- Advising independent directors for a publicly held workers compensation managed care company on sale of the business, after indictment and conviction of founder/CEO.

Education

- University of Kentucky (J.D., 1978)
- University of Kentucky (M.A., 1975)
- University of Kentucky (B.A., 1973)

Admitted to Practice

- Georgia
- Kentucky