



## Mark J. Gentile

### Director

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Mark Gentile focuses his practice on advising corporations, officers, directors, board committees, and stockholders in connection with mergers and acquisitions, divestitures, recapitalizations, and corporate governance issues. He is a director in the firm's Corporate Advisory Group.

Called "an expert on Delaware transactional law and corporate governance" and praised as "incredibly attentive and extremely knowledgeable" (*Chambers USA*, 2018), Mr. Gentile is the author of numerous articles on aspects of Delaware corporate law and a frequent speaker at corporate law seminars. He is an appointed member of the American Bar Association's Committee on Corporate Laws.

### Experience

- Represented the independent committee of the board of directors of T-Mobile US Inc. in connection with the \$26.5 billion pending acquisition of Sprint Corp.
- Represented Dell Technologies Inc. in connection with the pending \$21.7 billion conversion of Dell's Class V tracking stock into shares of Dell's Class C stock
- Represented the independent directors of CH2M HILL Companies Ltd. in connection with the \$3.27 billion combination with Jacob Engineering Group Inc.
- Represented the special committee of the board of directors of Neff Corp. in connection with Neff's \$1.3 billion acquisition by United Rentals Inc.
- Represented the board of directors of The Fresh Market, Inc. in connection with its evaluation of strategic alternatives and the \$1.4 billion acquisition of that company by an affiliate of Apollo Global Management, LLC
- Represented Allergan, Inc. in connection with (i) successful defense of \$45.7 billion unsolicited hostile tender offer by Valeant Pharmaceuticals and proxy contest led by Pershing Square, and (ii) \$66 billion sale to Actavis PLC
- Representing the board of directors of Genworth Financial, Inc. in connection with its pending \$2.7 billion acquisition by China Oceanwide
- Represented Reynolds American Inc. in its acquisition of Lorillard, Inc. for \$27.4

billion, and in related \$7.1 billion divestiture to Imperial Tobacco Group and \$4.7 billion investment by British American Tobacco

- Represented Dell Inc. in \$24.9 billion transaction whereby Michael Dell and other investors took Dell private
- Represented the special committee of the board of directors of Dole Food Co. in connection with Dole's going-private that valued Dole at approximately \$1.6 billion
- Represented the special committee of the board of directors of Schawk, Inc. (NYSE: SGK) in connection with its \$600 million acquisition by Matthews International Corporation
- Represented the independent directors of NACCO Industries Inc. in connection with the spin-off of Hamilton Beach Holding Company
- Represented the directors of Cotivity Holdings Inc. in connection with its \$4.9 billion acquisition by Verscend Technologies, Inc.
- Represented Nationstar Mortgage Holdings, Inc. in connection with its acquisition by WMIH Corp.
- Represented La Quinta Holdings Inc. in connection with its \$1.95 billion acquisition by Wyndham Worldwide Corp.
- Represented Clayton Williams Energy in connection with its \$2.7 billion acquisition by Noble Energy, Inc.
- Represented the special committee of the board of directors of Crown Media Holdings, Inc. in connection with \$1.4 billion recapitalization, upheld after trial as entirely fair by the Delaware Court of Chancery and as affirmed by the Delaware Supreme Court (*S. Muoio & Co., LLC v. Hallmark Entertainment Investments Co.*)
- Represented GECC in connection with formation of SYNCHRONY FINANCIAL and its \$2.8 billion IPO
- Represented the board of directors of Selectica, Inc. in connection with triggering of poison pill, upheld by the Delaware Court of Chancery after trial and as affirmed by the Delaware Supreme Court (*Versata Enters., Inc. v. Selectica, Inc.*)
- Represented the special committee of the board of directors of California Pizza Kitchens Inc. in connection with \$470 million acquisition by an affiliate of Golden Gate Capital
- Represented the special committee of the board of directors of American Commercial Lines, Inc. in connection with acquisition by Platinum Equity in an \$800 million transaction
- Represented Transatlantic Holdings, Inc. in connection with successful defense of \$3.4 billion unsolicited hostile tender offer and proxy fight, and negotiation of consensual acquisition by Allegheny Corp.
- Represented the independent directors of Marvel Entertainment, Inc. in connection

with \$4 billion acquisition by The Walt Disney Company

- Represented the board of directors of ITC/DeltaCom in connection with \$500 million acquisition by Earthlink, Inc.
- Represented the board of directors of PAETEC Holding Corporation in connection with \$2.3 billion acquisition by Windstream Corp.
- Represented the independent directors of On2 Technologies in connection with its acquisition by Google Inc.

#### **Awards**

- Fellow, American College of Governance Counsel
- *Chambers USA*, since 2005
- *The Legal 500 US*, 2018, 2017, 2016
- *The Best Lawyers in America*, since 2008
- *Best Lawyers'* 2018 Delaware Corporate Governance Lawyer of the Year
- *Best Lawyers'* 2016 Delaware Mergers and Acquisitions Lawyer of the Year
- *Best Lawyers'* 2014 Delaware Corporate Governance Lawyer of the Year
- *Delaware Today* Top Lawyer, Corporate Law, 2017, 2016, 2015, 2014, 2013; Top Vote-Getter, Mergers, 2016
- *Super Lawyers*, since 2008
- *Lawdragon 500 Leading Lawyers in America*
- *Who's Who Legal*, since 2008

#### **Leadership**

- American Bar Association, Business Law Section, Committee on Corporate Laws
- Planning Committee, Tulane Corporate Law Institute

#### **Education**

- J.D., *cum laude*, Boston University School of Law, Managing Editor, *Law Review*
- B.S., State University of New York at Binghamton

#### **Admitted to Practice**

- Delaware
- New York

#### **Clerkships**

- Hon. John T. Elfvin, United States District Court for the Western District of New York

**Practices**

- Corporate Advisory and Governance
- Special Committees