



## **Andrew M. Johnston**

Partner

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### **Andy advises corporations and their counsel on a variety of Delaware corporate law issues.**

His areas of focus include issues relating to the fiduciary duties of directors, officers and stockholders, financings, conflict of interest transactions, corporate governance, indemnification and director liability.

He has worked closely with boards of directors, special committees of directors, and managements of public and private corporations in conflict transactions, proxy contests, sale of control and business combination transactions, hostile takeovers and initial public offerings.

Andy serves on the Council of the Corporation Law Section of the Delaware State Bar Association (DSBA), which considers amendments to the Delaware General Corporation Law (DGCL) and other Delaware statutes that enable the formation of other types of business entities.

Andy frequently writes and speaks on the role and duty of directors and stockholders. He is the coauthor of two Bloomberg BNA Corporate Practice Series Portfolios: *Special Committees of Independent Directors* and *Preferred Stock*.

He previously served as chair of Morris Nichols' executive committee from 2018-2020.

### **PRACTICE AREAS**

Corporate Counseling  
Corporate Governance  
Financings & Structured Transactions  
Mergers, Acquisitions & Divestitures  
Special Committees

### **EDUCATION**

Northwestern University School of Law, JD, cum laude, 1982  
Kenyon College, AB, economics, summa cum laude, 1979

### **ADMISSIONS**

Delaware, 1982

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**EXPERIENCE**

Delaware counsel to the conflicts committee of oil refiner Andeavor Logistics LP (formerly Tesoro) in connection with its \$1.8 billion merger with Western Refining Logistics LP.

Delaware counsel to medical device company Halyard Health, Inc., advising on \$710 million sale of its surgical and infection prevention business to Owens & Minor, Inc.

Delaware counsel to insurance title company Stewart Information Services Corporation in \$1.2 billion merger with Fidelity National Financial Inc.

Represented a special committee of Hemisphere Media Group, Inc. in connection with indirect transfer of interest transaction with Searchlight Capital Partners.

Delaware counsel to Intercontinental Exchange Inc. (ICE) in its acquisition of mortgage registry owner MERSCORP Holdings Inc.

Delaware counsel to theater chain Carmike Cinemas, Inc. in connection with \$1.2 billion takeover bid by AMC Entertainment Holdings.

Delaware counsel to Charlotte-based department store chain Belk Inc. in nearly \$3 billion acquisition by private-equity firm Sycamore Partners.

Delaware counsel to Zep Inc. in its \$692 million acquisition by private equity firm New Mountain Capital LLC.

Delaware counsel to special committee members of Hilton Worldwide, Inc., advising on purchase of properties from majority stockholder Blackstone Affiliates for nearly \$2 billion.

Delaware counsel to pet health insurance start-up Trupanion, advising on IPO which was the first to seek and receive a court order under newly enacted Section 205 of the DGCL, which allows the Delaware Chancery Court to enter orders to cure certain corporate irregularities upon application.

Delaware counsel to supermarket operator Arden Group Inc., the parent of Gelson's Markets, in acquisition by private equity firm TPG Capital LP for nearly \$400 million.

**NEWS & INSIGHTS**

32 Morris Nichols Attorneys Recognized in *The Best Lawyers in America 2022*  
Media Mention, *The Best Lawyers in America*, 08.19.2021

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*The Legal 500* Distinguishes Morris Nichols Among Leading US Law Firms for M&A  
Media Mention, *The Legal 500*, 06.10.2021

*Chambers USA* 2021 Again Recognizes Morris Nichols in Band 1 in Four Delaware Practices; 27  
Attorneys Named Among Leading Delaware Practitioners  
Media Mention, *Chambers USA*, 05.20.2021

31 Morris Nichols Attorneys Listed in *The Best Lawyers in America* 2021  
Firm News, 08.20.2020

*The Legal 500* Identifies Morris Nichols Among Leading U.S. Law Firms for M&A  
Firm News, 06.10.2020

14 Morris Nichols Attorneys Selected for Inclusion in 2020 *Delaware Super Lawyers*  
Firm News, 05.28.2020

*Chambers USA* 2020 Ranks Morris Nichols Band 1 in Four Delaware Practices; 24 Morris Nichols  
Attorneys Recognized Among Leading Delaware Practitioners  
Firm News, 04.23.2020

M&A Section Delaware Law Update  
Speaking Engagement, Dallas, Texas, 02.11.2020

*Law360* Ranks Morris Nichols a Delaware Regional Powerhouse  
Firm News, *Law360*, 09.02.2019

Executive Compensation 2019: Strategy, Design, and Implementation  
Speaking Engagement, New York, New York, 06.20.2019 Through 06.21.2019

## **HONORS & RECOGNITIONS**

*Chambers USA, America's Leading Lawyers for Business*, Ranked in Delaware corporate M&A,  
2014-2021

*The Legal 500 US*, mentioned for corporate counseling, 2015, 2017, 2019-2021

*The Best Lawyers in America*, listed in Delaware corporate law, corporate governance and mergers  
and acquisitions, 2014-2022

*The Best Lawyers in America*, deemed "Lawyer of the Year" for Delaware M&A, 2017

*Delaware Super Lawyers*, selected for business/corporate law, 2013, 2016-2020

*Who's Who Legal: M&A and Governance*, listed in M&A, 2014-2020

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**PROFESSIONAL & CIVIC**

American Bar Association (Business Law Section, Drafting Subcommittee of the Corporate Practice Committee)

American Bar Foundation (Fellow)

Christ Church Christiana Hundred (Vestry 2005-2010, Senior Warden (2008-2010), Junior Warden (2007), Capital Campaign (Co-Chair 2007))

Contemporary Corporate Forms published by Aspen Law and Business (Editor)

Delaware State Bar Association (Council of the Corporation Law Section)

