

## Special Committee and Independent Director Representations

We regularly counsel independent directors and special committees of boards of directors in a broad range of conflict transactions requiring independent counsel. These include management buyouts, transactions with controlling shareholders, and other related-party transactions or dealings.

Our corporate governance, securities, M&A, and litigation teams provide an integrated approach to delivering comprehensive, practical, and effective solutions to the full range of business and legal issues that arise in these transactions.

Our litigation group has extensive experience in handling shareholder and other types of litigation that often develop in conflict transactions, providing strategic advice throughout the process and minimizing the effectiveness of any challenges.

Regardless of jurisdiction, conflict transactions often experience the highest level of judicial and regulatory review. Our global practice offers a deep understanding of the duties and responsibilities of board committees and individual directors, regularly guiding our clients through these highly complex matters.

[Click here](#) for more detailed information on our global M&A practice.

### Practices

Mergers and Acquisitions

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### Representative experience

The special committee of the board of directors of a corporate JV, on a public U.K. company's proposal to acquire the JV.

The special committee of the board of directors of FBR Asset Investment Corporation on its US\$1.2bn merger with Friedman, Billings, Ramsey Group, Inc.

The special committee of the board of directors of a mutual company on its de-mutualization and initial public offering.

The special committee of the board of directors of a technology company in connection with a recapitalization transaction with its controlling shareholder.

The special committee of the board of trustees of American Homes 4 Rent regarding various matters including its management internalization.

The chairman of a UK listed company on a dispute in relation to pension arrangements.

The special committee of the board of directors of CNL Hotels & Resorts, on the proposed acquisition of an external advisory business.

Millennium & Copthorne Hotels plc on arrangements with its controlling shareholder.

The independent board members of Elster Group on the US\$2.3bn acquisition of all outstanding American Depositary Shares of Elster by a Melrose PLC subsidiary.

The special committee of the board of directors of Firecom, Inc. on the acquisition by majority inside holders of shares held by minority public shareholders

The independent directors of CoorsTek, Inc. on its going private merger with Keystone Holdings LLC.

The special committee of the board of directors of Hatteras Financial Corp. on its US\$1.5bn acquisition by Annaly Capital Management.

The transactions committee of the board of directors of Knology, Inc. in its US\$1.5bn acquisition by WOW! Internet, Cable & Phone.

Lehman Brothers as financial advisors to the special committee of Hallwood Realty Partners' general partner's board of directors in connection with a merger.

The special committee of the board of directors of Phillips Edison Grocery Center REIT II, Inc. on its merger with Phillips Edison & Company, Inc. to create a US\$6.3bn REIT.

The special committee of the board of directors of S1 Corporation on the publicly disclosed evaluation of strategic alternatives, including a going private transaction.

The independent directors of Victoria PLC in relation to proposals put to the company.

The special committee of the board of directors of a NYSE-listed company on the acquisition of an operating division from its controlling shareholder.

## Latest thinking and events

### [Hogan Lovells Publications](#)

Pulse: U.S. tax reforms to spark global M&A activity

*Pulse / Issue 5*

### [Publications](#)

Corporate News - November 2016

### [Publications](#)

Our Shareholder Activism practice, [Learn more](#)

### [Hogan Lovells Publications](#)

New York Rejects Extension of Common Interest Doctrine to Parties in M&A Transactions in the Absence of Pending or Anticipated Litigation

### [Hogan Lovells Publications](#)

Following Delaware's Lead, New York Adopts Business Judgment Rule for Controlling Shareholder Going-Private Mergers Where Certain Minority Shareholder Protections are Present

### [Hogan Lovells Publications](#)

2015 M&A Year in Review - Our Shared Success