

# Davis Polk Tokyo

We deliver best-in-class service, global collaboration and creativity on Japanese and cross-border transactions.



**Davis Polk**

ATTORNEY ADVERTISING. Prior results do not guarantee a similar outcome. Description of a matter herein does not indicate one way or the other whether Davis Polk regularly represents the named client.

# Our Global Capabilities



New York  
Northern California  
Washington DC  
São Paulo

London  
Paris  
Madrid

Hong Kong  
Beijing  
Tokyo

We advise on the matters that matter—  
groundbreaking securities offerings, complex  
financing transactions and industry-shifting  
mergers and acquisitions.

Davis Polk is a leading U.S. legal adviser on complex transactions involving Japanese companies and the Japanese marketplace.

Our lawyers in Tokyo offer an unmatched combination of strengths, with premier capabilities in both capital markets and mergers and acquisitions. Other areas in which we have deep experience include cross-border restructurings, credit transactions, antitrust and competition matters, litigation, and global enforcement and investigations.

The Tokyo team is composed of highly skilled, bilingual practitioners including partners Jon Gray and Ken Lebrun and counsel Chris Kodama. Clients value our ability to provide strategic and timely advice and to analyze and explain issues in Japanese with a deep understanding of their business objectives and decision-making process.

Our lawyers collaborate with colleagues across Davis Polk's practices and global offices to provide sophisticated, practical and innovative solutions to clients' most challenging business and legal needs. We also collaborate regularly with the leading Japanese law firms.



International Deal Firm of the Year

— ALB Japan Law Awards 2019

# Capital Markets

Led by partner Jon Gray and counsel Chris Kodama, our capital markets practice in Tokyo advises issuers and underwriters on a broad range of equity and debt transactions.

We provide best-in-class work on initial public offerings, privatizations, block trades, private placements and PIPEs. We have extensive experience with offerings on, among others, the Tokyo Stock Exchange, the New York Stock Exchange, Nasdaq and the Hong Kong Stock Exchange, and with U.S., Japanese, U.K. and Hong Kong securities regulation.

Our team is at the leading edge of novel and complex debt products, and in touch with the latest developments in debt market issues and practice.

“They are increasing their share in capital markets, especially in the debt space.”

– Chambers Asia-Pacific

“Exceptional reputation for its expertise and track record advising on high-profile debt and equity offerings.”

– Chambers Asia-Pacific

Equity and debt capital markets matters include:



# Mergers and Acquisitions

Led by partner Ken Lebrun, our Tokyo-based M&A lawyers advise bidders, targets and financial advisers on a variety of outbound and inbound deals, private equity transactions and Japanese business combinations. We also advise on related corporate governance issues, securities laws and tender offer regulations.

Our Tokyo-based M&A lawyers seamlessly execute transactions with support from our firmwide M&A team and unparalleled tax, executive compensation, intellectual property and regulatory practices. **Our M&A representations have included:**



**Tokyo Century Corporation** in connection with its \$3 billion acquisition of the remaining interest it does not own in Aviation Capital Group from Pacific Life Insurance Company



**OKI Electric Industry** in the sale of OKI Brazil's IT services and software assets for banks and retailers to NCR Corporation



**Comcast** on its ¥255 billion acquisition of the remaining stake in the Universal Studios Japan theme park located in Osaka that it did not already own.



**Dai-ichi Life Insurance** on its investment in Janus Capital and in connection with the merger of Janus and Henderson Global Investors.



**Daikin Industries** in connection with its \$3.7 billion acquisition of Goodman Global from affiliates of Hellman & Friedman.



**Mitsubishi Tanabe Pharma** on its \$1.1 billion acquisition of NeuroDerm, a Nasdaq-listed, Israel-based pharmaceutical company.



**Mitsubishi UFJ Lease & Finance** on a number of acquisitions of U.S. aircraft and equipment leasing companies.



**Nippon Mining Holdings** on its \$11.8 billion merger with Nippon Oil.



**Shionogi** on a number of acquisitions of and licensing transactions with U.S. life sciences companies.



**Sumitomo Mitsui Trust Bank** on its acquisition of CitiCard Japan from Citigroup.



**Toyo Seikan Kaisha** on its \$775 million acquisition of Stolle Machinery from GSO Capital Partners.

## Litigation and Regulatory Compliance

Major Japanese companies and financial institutions regularly turn to Davis Polk to handle regulatory investigations, enforcement actions, arbitrations, internal investigations, commercial disputes, compliance matters, and civil and criminal court proceedings around the world. We have one of the leading litigation and enforcement practices in Asia, based primarily in our Hong Kong office and offering U.S., U.K. and Hong Kong law capabilities.

Our regulatory lawyers advise financial institution clients on matters related to their supervision and regulation, including corporate governance and market conduct. We also advise these and our corporate clients on matters related to anti-money laundering, anti-bribery, corruption and fraud.

In addition, our antitrust and competition lawyers collaborate with our corporate teams in Tokyo to advise clients on the antitrust aspects of a variety of U.S. and cross-border transactions across industries. We also provide representation in the full range of antitrust litigation.

*Best in banking and finance,  
Asialaw & Benchmark Litigation*

– Asia-Pacific Dispute Resolution  
Awards 2018

*Dispute Resolution Firm of  
the Year*

– Asia Legal Awards 2018

## Finance and Restructuring

We are among the world's most experienced law firms in advising borrowers and lenders on financing transactions, including in Japan and other parts of Asia. We support clients across the full range of product lines.

Davis Polk is a firm of choice for cross-border restructuring matters. We have been involved in some of the most significant cases in Japan, including Elpida Memory's landmark cross-border restructuring, in which we obtained the first-ever Chapter 15 recognition of a Japanese reorganization case. We also represent Volkswagen as the largest customer in the worldwide restructuring of Takata.

*“Regularly sought out by leading financial institutions for its expertise in leveraged buyouts where the team is also well placed to advise borrowers.”*

– *Chambers Global*

*“Davis Polk benefits from a wide geographic scope and cross-border expertise, especially in Asia and Europe.”*

– *Chambers Global*

## Our Tokyo Lawyers



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