

JOSEPH P. GROMACKI, Partner

Joseph P. Gromacki is the Chair of Jenner & Block's firmwide Corporate Practice and oversees all of the firm's transactional practices. He also serves on the firm's governing committee, the Policy Committee.

Mr. Gromacki has been recognized as one of the country's leading corporate lawyers. As trusted advisor to Fortune 500 corporations, he is a highly experienced corporate attorney with a focus on complex M&A and capital markets transactions. Mr. Gromacki represents a wide range of public and private companies in mergers, acquisitions and divestitures as well as securities, capital markets and other finance transactions. Mr. Gromacki also regularly counsels public companies and their boards on corporate governance, fiduciary and disclosure matters as well as crisis management.

Mr. Gromacki was recognized by *The American Lawyer* as one of 2015's Dealmakers of the Year for his representation of Archer Daniels Midland in its \$1.3 billion sale of its global cocoa business to Olam International and its \$440 million sale of its global chocolate business to Cargill. The 2015 recognition marks the third time in Mr. Gromacki's career that he has been recognized by *The American Lawyer* for this award. In 2011, he was recognized as a Dealmaker of the Year for his representation of General Motors in connection with its \$23.1 billion IPO in 2010. He was also named a Dealmaker of the Year in 2008 for his representation of Sam Zell in the Tribune Company's \$8.2 billion going-private transaction in 2007. Since 2004, *Chambers & Partners USA* has named Mr. Gromacki one of the leading US lawyers in corporate and M&A law. He has also been recognized by many other organizations, including the *Best Lawyers in America*, *Illinois Super Lawyers*, *Lawdragon Magazine* and the Leading Lawyers Network, which published a profile about his career in 2007.

Mr. Gromacki is an active patron of the arts, serving on the boards of the Art Institute of Chicago, the Richard H. Driehaus Museum, the Terra Foundation for American Art, the Milwaukee Art Museum and several other museums and organizations. He is a member of the Trustees Council of the National Gallery of Art and the National Trust Council of the National Trust for Historic Preservation. He also serves on the boards of the Chicago Botanic Garden and the Kew Foundation, which supports the Royal Botanic Gardens, Kew.

Mr. Gromacki is a member of The Chicago Club and The Milwaukee Club.

Mr. Gromacki represents corporate clients in many large and sophisticated M&A, securities and corporate finance transactions. While he works with clients across a broad array of industry sectors, Mr. Gromacki has deep experience in the industrial/manufacturing, aerospace and defense, government contracting, automotive, agriculture, food and beverage, energy, and financial industries.

In December 2020, Mr. Gromacki represented Aerojet Rocketdyne (NYSE: AJRD) in connection with its entry into a definitive agreement relating to its sale to Lockheed Martin (NYSE: LMT) for \$5.0 billion pursuant to an all-cash merger transaction.

Mr. Gromacki regularly represents General Dynamics (NYSE: GD) in its major



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PRACTICE GROUPS

Antitrust and Competition Law

Corporate

Energy

Food and Beverage

Mergers & Acquisitions

Private Equity

Securities

Transactional

EDUCATION

University of Virginia School of Law, JD,
1992

Yale University, BA, 1987

ADMISSIONS

Illinois, 1992

JUDICIAL CLERKSHIPS

Hon. Hubert L. Will, US District Court,
Northern District of Illinois, 1992 - 1994

M&A and capital markets transactions. Among dozens of M&A transactions, he represented GD in its 2018 acquisition of publicly traded CSRA (NYSE: CSRA) for \$9.7 billion, and its 2011 acquisitions of Vangent (NYSE: VANG) for \$960 million and Force Protection (NYSE: FPVD) for \$360 million. Further, he has represented GD in its public offerings of over \$22 billion of securities, including its \$7.5 billion public debt offering in 2018 and its \$4.0 billion public debt offering in 2020. He also represents GD in its corporate governance, disclosure, and related matters.

Mr. Gromacki represents General Motors (NYSE: GM) in corporate and securities matters. In 2018, he represented GM in a \$1.6 billion underwritten secondary offering of GM common stock by the UAW Retiree Medical Benefits Trust (VEBA). In 2017, he represented GM in its \$3.0 billion public offering of senior notes. In 2014, he represented GM in its \$2.5 billion public offering of senior notes. In 2013 and 2014, he represented GM in a \$4.5 billion Rule 144A offering of senior notes and the related \$4.5 billion registered exchange offer. In 2013, he represented GM in a \$1.7 billion underwritten secondary offering of GM common stock by the U.S. Department of the Treasury and the UAW Retiree Medical Benefits Trust (VEBA) and a \$175 million underwritten secondary offering of warrants to purchase GM common stock by the UAW Retiree Medical Benefits Trust (VEBA) through a modified "Dutch auction" process. In 2012, he represented GM in its \$5.5 billion negotiated share repurchase of GM common stock from the U.S. Department of the Treasury.

In 2010, he represented GM in connection with its history-making \$23.1 billion initial public offering — the then largest IPO in global history. In 2009, he represented GM in the Section 363 sale of substantially all of its assets to a newly-formed entity sponsored by the U.S. Treasury in connection with GM's voluntary petitions for relief under Chapter 11 of the Bankruptcy Code, a transaction valued at over \$50 billion.

Over the course of this career, he also has represented GM in a wide variety of matters, including the following:

- 2007 \$5.6 billion sale of Allison Transmission to The Carlyle Group and Onex Corporation (TSX: ONEXF)
- 2007 offering of \$1.5 billion of GM convertible debt securities
- 2003 split-off of Hughes Electronics from GM and the subsequent acquisition by News Corporation (NYSE: NWSA) of 34% of Hughes for \$6.6 billion as part of transactions valued at over \$17 billion and GM's 2004 sale of \$911 million of News Corporation Preferred ADSs in an underwritten public offering
- 2003 global offering of \$17.9 billion of debt securities
- 2000 exchange offer of \$9 billion of GM's Class H common stock for its \$1-2/3 par value common stock
- 1999 \$1.7 billion initial public offering of Delphi Automotive Systems (NYSE: DPH)
- 1999 \$9 billion spin-off of Delphi from GM
- 1997 \$27 billion restructuring of GM's Hughes Electronics subsidiary (including the spin-off of Hughes Defense from GM followed by its merger with Raytheon (NYSE: RTN))
- 1996 \$28 billion split-off of EDS (NYSE: EDS)

In 2013 and 2014, Mr. Gromacki represented Archer Daniels Midland (NYSE: ADM) in its \$1.3 billion sale of its global cocoa business to Olam International Limited (SP: OLAM) and its \$440 million sale of its global chocolate business to Cargill Inc.

In 2007, Mr. Gromacki represented Sam Zell in an \$8.2 billion going-private transaction involving the Tribune Company (NYSE: TPCO).

In 2006, he represented J.P. Morgan Securities in its role as financial advisor to WPS Resources in connection with WPS Resources' \$1.6 billion merger with Peoples Energy (NYSE: PGL).

Mr. Gromacki represented the Chicago Board of Trade in connection with a wide variety of corporate and securities law matters, including its 2005 restructuring and demutualization into a stock, for-profit company in a transaction involving a

public offering of securities to CBOT members. He also represented CBOT Holdings (the holding company for the Chicago Board of Trade) in its \$200 million initial public offering later in 2005.

Additionally, Mr. Gromacki represented BP (NYSE: BP) in connection with certain significant transactions, including the 2000 and 2001 divestitures of its Alliance refinery and related assets in transactions valued at over \$1.2 billion.

Mr. Gromacki also has represented various other corporate clients, including Honeywell (NYSE: HON), Booz Allen Hamilton (NYSE: BAH), the Chicago Board Options Exchange (NYSE: CBOE), Aerojet Rocketdyne (NYSE: AJRD), Schneider Electric (NYSE: SBGSY), LGS Innovations and others, in M&A, corporate and securities law matters.

Mr. Gromacki is active philanthropically and volunteers extensively in the community, primarily with organizations dedicated to the arts, culture and historic preservation. He is a member of the Board of Trustees of the Art Institute of Chicago. He also serves on the Committee on European Decorative Arts, the Committee on American Art and the Committee on Textiles, as well as the Audit and Risk Committee and the Compensation and Benefits Committee, at the Art Institute of Chicago. Additionally, Mr. Gromacki is a Trustee and chairs the Board of the Terra Foundation for American Art. He serves as a Trustee and President of the Layton Art Collection, which owns the founding art collection of the Milwaukee Art Museum. Mr. Gromacki is a Trustee and chairs the Board of Historic Deerfield, located in Massachusetts, and serves on the Boards of Directors of the Milwaukee Art Museum and the Richard H. Driehaus Museum. He also serves as a member of the Boards of Directors of the Chicago Botanic Garden and the Kew Foundation, which supports the Royal Botanical Gardens, Kew. He is a member of the Trustees Council of the National Gallery of Art and the National Trust Council of the National Trust for Historic Preservation, as well as other historic preservation organizations. Mr. Gromacki serves as an emeritus member of the Board of Directors of the Landmarks Preservation Council of Illinois (now known as Landmarks Illinois), where he also served as General Counsel on a pro bono basis. He also serves on the Board of Directors of the Gold Coast Neighbors Association, a local community organization. Mr. Gromacki previously served as a member of the Board of Directors of the Chicago Lawyers' Committee for Civil Rights Under Law.

Awards

- *American Lawyer*
Dealmaker of the Year - 2008, 2011, 2015
- *Best Lawyers in America*
Mergers & Acquisitions Law - 2006-2022
Securities Law, 2006-2011
- *Chambers Global*
Corporate/M&A - 2004
- *Chambers USA*
Corporate/M&A (Illinois), 2004-2020
- *Illinois Super Lawyers*
Mergers and Acquisitions, 2007-2020
- *Lawdragon Magazine*
3000 "Leading Lawyers in America" - 2010
500 "Leading Lawyers in America" - 2008, 2011, 2012, 2017
500 "Leading Dealmakers" - 2007, 2021
500 "New Stars, New Worlds" - 2006
- *Leading Lawyers Network*
Mergers & Acquisitions Law - 2004-2019
Publicly Held Corporations Law - 2004-2019

Securities & Venture Finance Law - 2004-2019

- *Legal 500*
M&A/Corporate and Commercial - M&A - Middle Market (\$500M-999M) - 2017-2021
Mergers, Acquisitions and Buyouts: M&A: Middle Market - 2008-2012, 2016
Leading Lawyer - 2010, 2011
- *National Law Journal*
M&A and Antitrust Trailblazer, 2015
- Who's Who Legal
Corporate Governance - 2015
- Who's Who Legal Illinois
Capital Markets - 2007 and 2008 Edition
M&A - 2007 and 2008 Edition

Community Involvement

- Art Institute of Chicago
Member, Board of Trustees
Member, Committee on European Decorative Arts
Member, Committee on American Art
Member, Committee on Textiles
Member, Audit and Risk Committee
Member, Compensation and Benefits Committee
Member, Deaccessions Committee
- Chicago Botanic Garden
Member, Board of Directors
- Chicago Lawyers' Committee for Civil Rights Under Law
Member, Board of Directors, 2011-2012
- Gold Coast Neighbors Association
Member, Board of Directors
- Historic Deerfield, Inc.
Chairman, Board of Trustees
- Illinois Governor's Mansion Association
Member, Board of Directors
Chair, Visitor Experience Committee
- Landmarks Preservation Council of Illinois (Landmarks Illinois)
Member, Board of Directors, 2000-2006; emeritus member, 2018 to present
Pro Bono General Counsel, 2000-2002
- Layton Art Collection
Member, Board of Trustees, and President
- Milwaukee Art Museum
Member, Board of Directors
Member, Board of Directors of American Arts Society

- National Gallery of Art
Trustees Council
- National Trust for Historic Preservation
Member, National Trust Council
- Patrons of the Arts in the Vatican Museums
Member, Board of Directors, Illinois Chapter, 2008-2011
- Royal Botanic Gardens, Kew
Member, Board of Directors, Kew Foundation, 2019-Present
Member, Board of Directors, Kew America Foundation, 2015-2018
- The Richard Driehaus Museum
Member, Board of Directors
- Terra Foundation for American Art
Chairman, Board of Trustees
- The Chicago Club
Member
- The Milwaukee Club
Member

Service To The Bar

- American Bar Association
- Illinois State Bar Association

Publications

- Co-Author, Client Alert: Mergers and Acquisitions in the COVID-19 Environment, May 15, 2020
- Co-Author, Client Alert: Poison Pills during the COVID-19 Pandemic, May 11, 2020
- Client Advisory: SEC Meets on Proxy Rules, Accounting Standards and International Financial Reporting Standards, July 27, 2007
- SEC, NYSE and NASDAQ: New Disclosure Requirements for 2004, January 10, 2004
- News Alert: SEC Comment Letters and Company Response Letters Now Available on LIVEDGAR, December 2003

Speaking Engagements

- Co-Chair, The GC Futures Summit 2016, November 01, 2016
- Moderator, "Managing Complex Cross-Border M&A Transactions," Argyle Executive Forum, 2014 Chief Legal Officer Leadership Forum, September 17, 2014
- Moderator, "Battle of the Economic Experts VIII" Jenner & Block, July 24, 2014
- Chair, 34th Annual Ray Garrett Jr. Corporate and Securities Law Institute, Northwestern University School of Law, Chicago, May 1-2, 2014

- Moderator, "Battle of the Economic Experts VII: Where Do We Go From Here?" Jenner & Block, January 17, 2014
- Panelist, "The Strategic General Counsel: Adding Value to M&A," Argyle Executive Forum, 2013 Chief Legal Officer Leadership Forum, September 18, 2013
- "Battle of the Economic Experts V: What Do We Do Now?" Jenner & Block, Monomoy Partners/Ravinia Capital, Chicago, IL, December 06, 2012
- Panelist, "Best Practices in M&A Transactions: Due Diligence, Risk Management and Effective Integration," Argyle Executive Forum, 2012 Chief Legal Officer Leadership Forum, September 06, 2012
- Moderator, "Battle of the Economic Experts IV: In Search of Growth," Jenner & Block, Monomoy Partners, Ravinia Capital, Chicago, IL, June 13, 2012
- Moderator, "Battle of the Economic Experts III: The Economy: Are We There Yet? And, Where is There?" Chicago, IL, December 08, 2011
- Moderator, "Battle of the Economic Experts II: Where Are We? Where Are We Headed?" Chicago, IL, June 15, 2011
- "The Business of Financing Business," The Milken Institute Global Conference - Shaping the Future, Los Angeles, CA, May 01, 2011 to May 04, 2011
- 31st Annual Ray Garrett Jr. Corporate and Securities Law Institute, Northwestern University School of Law, Chicago, IL, April 28-29, 2011
- Moderator, "Battle of the Economic Experts I," Chicago, IL, October 13, 2010
- Yale Law School Practice Area Forum, New Haven, CT, March 29, 2007
- Yale Law School Practice Area Forum, New Haven, CT, April 06, 2006
- "Hot Securities Law Topics: The Amazing Race Continues," Association of Corporate Counsel, Chicago, IL, November 16, 2004
- "Are You Ready? Form 8-K in Four Days: New SEC Regulations and The New Reality," Jenner & Block and PricewaterhouseCoopers Executive Breakfast Briefing, Chicago, IL, July 27, 2004