

## BRIAN R. BOCH, Partner

*Brian R. Boch has a transactional practice focused primarily in the areas of capital markets transactions, mergers and acquisitions, securities compliance and corporate governance. Mr. Boch's capital markets practice includes public stock offerings (including IPOs and follow-on and secondary offerings), public debt offerings, Rule 144A offerings, exchange offers and private placements. His M&A practice includes mergers, acquisitions, divestitures, tender offers, going-private transactions, joint ventures and other complex business transactions. His securities compliance and corporate governance practices include Exchange Act reporting, board fiduciary duty counseling, rights plan implementations and other corporate control matters.*

Mr. Boch is a partner in the firm's Corporate Department. He is a co-chair of the firm's Securities Practice and is also a member of the firm's Corporate, Mergers & Acquisitions and Private Equity Practices. He has represented clients across a wide array of industries, including the aerospace and defense, automotive, cybersecurity, financial services, information technology, manufacturing, real estate, shipbuilding and repair, and telecommunications industries.

He also serves the firm as a member of the firm's Associate Development and Evaluation, Finance and Opinion Letter Committees.

Mr. Boch's capital markets experience includes the representation of:

- General Dynamics in multiple securities offerings, including:
  - its \$7.5 billion public offering of floating rate notes due 2020, floating rate notes due 2021, 2.875% senior notes, 3.000% senior notes, 3.375% senior notes, 3.500% senior notes and 3.750% senior notes;
  - its \$4 billion public offering of 3.250% senior notes, 3.500% senior notes, 3.625% senior notes, 4.250% senior notes and 4.250% senior notes;
  - its \$1.5 billion public offering of 1.375% senior notes, 2.250% senior notes and 3.875% senior notes;
  - its \$1 billion public offering of 2.375% senior notes and 2.625% senior notes;
  - its \$1 billion public offering of 1.875% senior notes and 2.125% senior notes;
  - its \$1 billion public offering of 5.250% senior notes; and
  - its \$750 million public offering of 1.800% senior notes.
- General Motors in multiple securities offerings and transactions, including:
  - its \$23.1 billion IPO, which consisted of a sale of \$18.1 billion of GM common stock by the US Treasury, the Canadian government and the UAW Retiree Medical Benefits Trust and a concurrent issuance of \$5.0 billion of Series B mandatory convertible junior preferred stock by GM;
  - its \$4.5 billion Rule 144A offering of 3.500% senior notes, 4.875% senior notes and 6.250% senior notes, and its subsequent \$4.5 billion SEC-registered exchange offer of senior notes;



## BRIAN R. BOCH Partner

### CHICAGO

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### PRACTICE GROUPS

Corporate

Mergers & Acquisitions

Private Equity

Securities

### EDUCATION

Northwestern University School of Law, JD, 1995; *cum laude*; Order of the Coif

University of Illinois at Urbana-Champaign, BA in Finance, 1992; *summa cum laude*; University Honors (Bronze Tablet); Phi Beta Kappa

### ADMISSIONS

Illinois, 1995

- its \$3 billion public offering of floating rate senior notes, 4.200% senior notes, 5.150% senior notes and 5.400% senior notes;
  - its \$2.5 billion public offering of 4.000% senior notes, 5.000% senior notes and 5.200% senior notes;
  - a \$1.7 billion public secondary offering of GM common stock by the US Treasury and the UAW Retiree Medical Benefits Trust;
  - a \$1.6 billion public secondary offering of GM common stock by the UAW Retiree Medical Benefits Trust;
  - a \$175 million public secondary offering of warrants to purchase GM common stock by the UAW Retiree Medical Benefits Trust through a modified "Dutch auction" process;
  - its negotiated buyback of \$5.5 billion of GM common stock from the U.S. Treasury;
  - its issuance and contribution of \$2 billion of GM common stock to its hourly and salaried employee pension plans; and
  - its issuance and contribution of \$4.4 billion of GM convertible debt securities to the UAW Retiree Medical Benefits Trust.
- UDR, Inc. (a real estate investment trust) in its \$300 million public offering of 3.500% medium-term notes.
  - KEMET Corporation in a \$173 million public secondary offering of KEMET common stock by an affiliate of Platinum Equity, LLC.
  - CBOT Holdings (holding company for the Chicago Board of Trade) in its \$198 million IPO.

Mr. Boch's M&A experience includes the representation of:

- Aerojet Rocketdyne Holdings, Inc. in its pending \$5 billion sale to Lockheed Martin in an all-cash merger transaction.
- General Dynamics in numerous acquisition and divestiture transactions ranging in size from \$20 million to \$360 million.
- General Motors in the sale of substantially all of its assets in a \$50+ billion transaction to a newly formed entity sponsored by the US Treasury in connection with GM's Chapter 11 bankruptcy filing.
- General Motors in the split-off of Hughes Electronics from GM and the subsequent acquisition by News Corporation of 34% of Hughes for \$6.6 billion as part of transactions valued at over \$17 billion.
- Merge Healthcare Incorporated in its \$1 billion sale to IBM in an all-cash merger transaction.
- Equity Group Investments in an \$8.2 billion going-private transaction involving Tribune Company.
- Grubb & Ellis Company in the sale of its Daymark Realty Advisors tenant-in-common business unit.

## **Service To The Bar**

- American Bar Association

## **Publications**

- Co-Author, Client Alert: Poison Pills during the COVID-19 Pandemic, May 11, 2020
- Co-Author, Client Alert: "SEC Reacts to COVID-19 Crisis and Issues Relief Relevant to Public Companies and Regulated Entities", March 16, 2020

## **Speaking Engagements**

- "Battle of the Economic Experts VI: What Does the Future Hold?" Jenner & Block, June 21, 2013