

## Rising Star: Gibson Dunn's Andrew Kaplan

By Rose Krebs

*Law360 (July 17, 2024, 3:51 PM EDT)* -- Andrew Kaplan of Gibson Dunn & Crutcher LLP handles high-stakes mergers and acquisitions such as advising VMware when it was bought by Broadcom Inc., earning him a spot among the mergers and acquisitions practitioners under age 40 honored by Law360 as Rising Stars.

### The biggest deal of his career, and what made it challenging:

VMware's acquisition by Broadcom, made challenging by its scope and regulatory and other scrutiny, is the biggest deal of his career thus far and could remain so, Kaplan told Law360.

The cash and stock deal was valued at \$61 billion when it was announced in May 2022, but ballooned to an estimated value of \$90 billion, Gibson Dunn and Kaplan said. The deal closed in November.

Kaplan said his history representing VMware extends back five years or so, including advising the cloud services giant in its \$2.7 billion acquisition of Pivotal Software Inc., which closed in 2023, among other deals.

But VMware's acquisition by Broadcom was complicated by several factors, such as regulatory and global political scrutiny, including from China, which frequently does business with the California-based semiconductor chipmaker, he said.

Kaplan told Law360 in an email, "There is a lot of pressure on agencies to scrutinize transactions of this size."

"The trickiest part of the attorneys is trying to manage the scenario planning and the complexities," Kaplan said.

Although terms of Broadcom's acquisition of VMware were announced just 13 days after the chipmaker expressed interest in a deal, it took nearly 18 months to actually close the deal, he said. Closing came the day before a "drop-dead date," given all the cross-jurisdiction regulatory scrutiny and

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**RISING  
STAR**



**Andrew Kaplan**

Gibson Dunn

**Age:** 38

**Home base:** New York

**Position:** Partner

**Law school:** Cornell University  
School of Law

**First job after law school:**  
Summer associate at Gibson Dunn

complexities, he added.

An uncertain closing had attorneys preparing for the potential collapse of the deal, Kaplan said.

### **His proudest moment as an attorney:**

Kaplan said he can't single out a specific moment of his career that most made him proud. Generally, whenever a client is satisfied with the job done by him and the counsel team, he is proud, he said.

"The fun part of this job is that you work with some really admirable people," Kaplan said.

Often he deals with client companies led by some of the smartest, most creative and most accomplished executives, he said. Thus, pressure to close a deal can be high, but so is the reward.

When clients "are satisfied and put trust in you, that's a good feeling," he said.

There are many quality firms clients can choose from, so when he is selected to represent their interests, Kaplan said, he takes that work seriously.

"I'm proud of all of our deals, but it's not just for getting a deal done," Kaplan said. "You form relationships," as M&A work is a "team sport" in which the counsel team and client must work in concert to achieve a common goal, he said.

"Every deal is unique," Kaplan said, "whether it's an activism defense, a friendly deal or a hostile. But in all cases, we are working with the best clients in the world on what is often the most important transaction going on at the company."

### **What motivates him:**

"Fear and paranoia," Kaplan joked about motivating forces at play in his work. "It's wanting to do a good job for my clients and the team."

"When you are on a team, you want to set a good example and do a good job," he said.

Also, he doesn't want to be the one on the counsel team who does something to disappoint a client, he said.

"When these executives and directors hire you, invite you into their boardroom, put their trust in you and want you on their team, it's my job to reward them and make sure they know they made the right decision," Kaplan said.

### **Why he's an M&A attorney:**

Kaplan said he initially just wanted to litigate, and had no plans to be an M&A lawyer. Even after graduating from Cornell Law School, while interning for a judge in the U.S. District Court for the Southern District of New York, his career path wasn't yet clear to him.

But as a summer associate at Gibson Dunn, he got the opportunity to assist with matters in many different practice areas and came to know attorneys who did transactional work, he said.

"I tried to work on as many assignments as possible," including some interesting M&A matters, Kaplan said. "It just snowballed from there."

After getting hired by the firm in 2011, he was assigned to cases such as the first major deal he worked on, one involving global reinsurance business TransAtlantic Holdings, Kaplan said.

When he joined, TransAtlantic had just terminated a potential deal and was facing a potential hostile takeover, Kaplan said. The business ended up being acquired in 2011 by Alleghany Corp., a property and casualty reinsurance company that is now a subsidiary of Berkshire Hathaway.

Kaplan said he liked the team he was on and found the work interesting.

"There are a lot of things that could have gone differently, and I wouldn't be an M&A lawyer," Kaplan said. "If I didn't meet certain people who took an interest in my career and in helping me, I wouldn't be an M&A lawyer."

### **How he believes his practice and the legal industry will change in the next 10 years:**

One of the things most on his mind looking toward the future, as many others are also mulling over, is the increased use of generative artificial intelligence and its effect on the legal industry.

Using AI to make his job as an M&A lawyer easier is certainly a topic he's considering, Kaplan said.

"I think all firms have started to embrace AI, and will continue to embrace AI in the future," he said.

Kaplan believes that AI will be able to "alleviate" some burden on attorneys, especially in areas such as drafting filings, document production, researching technical and other issues, and finding similar deals and case precedent.

Over time, he expects that AI will improve to where it can "with some degree of certainty" create drafts that can be helpful for attorneys to review and understand the complexities of a deal or litigation.

But Kaplan said he was sure that "clients will continue to require the strategic thinking, creativity and counsel of M&A advisers."

*--As told to Rose Krebs. Editing by Karin Roberts.*

*Law360's Rising Stars are attorneys under 40 whose legal accomplishments belie their age. A team of Law360 editors selected the 2024 Rising Stars winners after reviewing nearly 1,200 submissions. Attorneys had to be under 40 as of April 30, 2024, to be eligible for this year's award. This interview has been edited and condensed.*