



## **REBECCA A. D. NELSON**

**Partner**

**St. Louis/Washington**

**Partner and U.S. Leader, Antitrust & Competition**

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## **BIOGRAPHY**

Rebecca Nelson devotes her practice to antitrust law, providing training, counseling, transactional analysis, and defense of merger and conduct investigations. She works with clients to understand their business and industry conditions, and tailors antitrust training and compliance solutions for them. As a full-time antitrust lawyer, she serves as a trusted advisor that clients can call for routine antitrust questions that arise in connection with supplier, customer, and competitor interactions. In that role, she regularly advises clients with respect to the full range of antitrust issues associated with contracts, pricing and sales practices, trade association activity, bidding arrangements and distribution.

Rebecca has defended dozens of clients under investigation for antitrust offenses by state Attorneys General, the U.S. Department of Justice Antitrust Division, and the Federal Trade Commission. Her successful defense efforts have often led to the non-public resolution of antitrust inquiries such that follow-on private litigation is avoided. She works with clients to formulate the best defense strategy for responding to investigations and navigating to the optimal result.

A core part of Rebecca's practice is her antitrust work in all phases of mergers and acquisitions, including advice regarding antitrust risk allocation in deal agreements, analysis of the antitrust implications of proposed business combinations, and defense of merger investigations by the Federal Trade Commission, U.S. Department of Justice Antitrust Division, state Attorneys General and multi-jurisdictional reviews. In that capacity she has served as lead antitrust counsel on many multi-billion dollar transactions and coordinated merger defense strategies on a worldwide basis.

In her twenty three years as an antitrust counselor and defense lawyer, Rebecca has experience in a tremendous number of industries, including telecommunications, automotive, personal care products and services, construction and other heavy equipment, medical devices and pharmaceuticals, retail, food and agricultural products, software, and more.

Prior to joining the firm, Rebecca served as law clerk to the Hon. P. Trevor Sharp, Middle District of North Carolina.

## CIVIC INVOLVEMENT & HONORS

- Board of Directors, National Council on Alcoholism and Drug Abuse, Saint Louis Chapter, 2010-present
- Board of Directors, Contemporary Art Museum of Saint Louis, 2012 - 2016
- *America's Most Honored Professionals*, 2016
- *The Best Lawyers in America*®, Antitrust Law, 2012-2020
- *The Best Lawyers In America*®, St. Louis Antitrust Lawyer of the Year, 2012, 2015, 2017, 2019
- *Wall Street Journal*, The Best Lawyers in St. Louis, 2015 - 2017
- *KC Magazine*, Top Attorneys In Missouri & Kansas
- *Martindale-Hubbell*, AV Preeminent, Bar Register of Preeminent Women Lawyers
- Women's Justice Award, Outstanding Business Practitioner, 2009
- Duke Law Alumnae Leadership Council

## PROFESSIONAL AFFILIATIONS

- Illinois Bar Association - Antitrust and Unfair Competition Law Section Council, Chair 2015-present
- Missouri Bar Association – Member, Antitrust Committee
- American Bar Association - Member, Antitrust Section
- Harvard Law School - Women's Leadership Roundtable, 2016 Participant

## MEDIA MENTIONS

"Buyer Breakup Fees Increasingly Common for Biggest Deals Amid Aggressive Antitrust Enforcement," The Capitol Forum (Vol. 11 No. 452)

## COMMITTEE CONTENT

- Executive Committee
- Recruiting Committee
- Women's Forum Affinity Group Leadership Team
- Bryan Cave LGBTQ Lawyers Affinity Group / Allies Program

## SPOKEN LANGUAGES

- Spanish

## ADMISSIONS

- Missouri, 1994
- Illinois, 1993

## EDUCATION

Duke University, J.D., 1993

Duke University, A.B., 1990

## RELATED CAPABILITIES

- Antitrust
- Marketing & Advertising
- Contract, Endorsement & Celebrity Representation
- Anti-Doping
- Sports & Event Venue Real Estate Infrastructure & Operation
- Naming Rights & Sponsorship
- Sports & Entertainment M&A
- Sports, Media & Entertainment Litigation
- Collegiate Sports
- Sports, Media & Entertainment
- Entertainment Industry
- Olympic & National Governing Bodies
- Professional Sports Team Representation
- Food & Agribusiness
- Agribusiness
- Healthcare & Life Sciences
- Sports & Event Financing
- Litigation & Dispute Resolution
- Investigations
- Regulation, Compliance & Advisory
- Higher Education

## EXPERIENCE

- Representation of Terex Corporation in the 2017 sale of its global crane business to competitor Konecranes, including response to Department of Justice second request and coordination of multijurisdictional international merger investigations of the sale.
- Defense of multiple pharmaceutical companies in investigations by Federal Trade Commission, including allegations of anticompetitive acquisitions, conduct aimed at preserving branded pharmaceutical market position against generics, and excessive pricing.
- Successful defense of international food products company in 2016 consummated merger investigation by Federal Trade Commission, focusing on U.S. market effects in niche product areas.

- Defense of international plastics products manufacturer in a series of merger investigations relating to acquisitions.
- Antitrust counsel to PGA for accreditation issues.
- Advisor to international automotive products manufacturer on pricing and sales practices, joint ventures and business combinations.
- Representation of U.S. department store chain in multiple pricing practices inquiries by Better Business Bureau and state attorneys general.
- Defense of multiple merger reviews on behalf of U.S.-based electronic components manufacturer.
- Retail pricing strategy advisor to well-known manufacturers of clothing, footwear, home goods, personal care products, automotive parts, software, furniture, outdoor products, flooring, pharmaceuticals, food ingredients, and packaging.
- Advisor to franchisors on setting customer-facing pricing and sales policies for franchisees.
- Defense of state Attorney General investigations of unfair competition against clients in automotive, jewelry, furniture, recreational products, hospitality and construction industries.
- Representation of over twenty different trade associations involving competitors, including creating antitrust compliance materials, conducting training, and providing advice on all aspects of operations.
- Planning and conducting antitrust compliance audits for companies in diverse manufacturing and service industries, resulting in the identification of critical antitrust risks and creation of responsive compliance strategies, as well as ongoing review and counseling to ensure revised policies and procedures are implemented and continue to function effectively to address identified risks.

## RESOURCES

### PUBLICATIONS

- Co-author, Missouri chapter of ABA State Antitrust Practice and Statutes treatise, Forthcoming 2022
- Co-Author, "UK and US Public Takeovers: A New Political and Regulatory Landscape," PLC Magazine, October 2018

- Co-Author, "Tips for Securing Antitrust Clearance Around the World," *Law360*, June 21, 2017
- Co-Author, *Robinson-Patman Handbook*, 2012
- "Proposed Revisions of the Horizontal Merger Guidelines Are Released," *Antitrust and Unfair Competition Law*, Vol. 48, No. 4, June 2010
- Co-Author, *Antitrust Law Developments Annual Review*, 2009
- Co-Author, "Post-Termination Trademark and Trade Secret Infringement," *Franchise and Dealer Termination Handbook* (2d Ed.), 2008
- Co-Author, "Leegin: The Supreme Court Overrules Doctor Miles and Ushers in a New Approach to Price Maintenance," *Distribution*, Vol. 11, No. 2, September 2007
- Co-Author, "Disappointed Dealer Prevails on State Claim, Loses Federal Price Discrimination Issue," *Franchise Law Journal*, 2006
- "The Antitrust Implications of Creative Pricing Strategies," *St. Louis Bar Journal*, 2002
- Co-Author, "The Emerging Role of Efficiencies in Merger Analysis," *St. Louis Bar Journal*, 1999

## SPEAKING ENGAGEMENTS

- Presenter on strategies for successful merger defense in international transactions, 2016-2017
- Presenter on pricing strategies and preserving value for manufactured products in e-commerce, 2016-2017
- Lecturer on U.S. Antitrust Laws to Georgetown University economics students, 2016
- Lecturer on U.S. Antitrust Laws to Olin School of Business students, 2012-13
- Presenter, "Antitrust and the Roberts Supreme Court: Changes in the Law That You Need to Know," Seminar, January 18, 2008
- Presenter, "Volvo v. Reeder-Simco – The Reviews are In," Teleseminar by the American Bar Association Section of Antitrust Law, May 31, 2006

## RELATED INSIGHTS

News

Apr 24, 2025

## **BCLP Advises AMMO, Inc. on Sale of Manufacturing Assets to Leading Ammunition Maker Olin Winchester**

Insights

Apr 16, 2025

### **Mark Meador's Confirmation Unlikely to Lead to Major Changes at the FTC**

On Thursday, April 10, the U.S. Senate voted to confirm Mark Meador as a Commissioner of the FTC. Previously, it was expected that Meador's confirmation would lead to significant changes at the FTC, as his presence on the Commission would give Republicans a 3-2 majority. In light of President Trump's firing of the two Democratic Commissioners earlier this year, however, Mr. Meador's presence is less likely to lead to significant changes. However, as Mr. Meador will be the only Commissioner who previously worked at the FTC, in the Health Care Division, it is likely that he will bring additional experience to the Commission. Clients should expect Commissioner Mr. Meador to likely support the continued use of both price and non-price aspects to plead harm to competition, as well as an increased focus on health care. And Mr. Meador is expected to support ongoing efforts by Chairman Andrew Ferguson to gather...

News

Apr 03, 2025

### **BCLP advises Terrestrial Energy Inc. in Milestone move to become first publicly traded molten salt nuclear reactor developer**

Blog Post

Mar 21, 2025

### **Embrace Tradition, Reject Modernity? Recent FTC and DOJ Deal Challenges Show Preference for Traditional Antitrust Theories of Harm**

Both the Federal Trade Commission (FTC) and Department of Justice (DOJ) Antitrust Division have now brought cases challenging deals under President Trump's administration. In many respects, the theories of harm alleged in these cases are traditional and not necessarily reflective of the "new theories" under the 2023 Merger Guidelines. Additionally, in both cases, the DOJ and FTC show a continued focus on both price and non-price aspects of competition, especially those related to innovation.

News

Feb 27, 2025

### **BCLP advises Caleres, Inc. in acquisition of the Stuart Weitzman brand from Coach parent Tapestry, Inc.**

Insights

Jan 17, 2025

### **Disconnecting Companies: DOJ and FTC Push for Broader Interlocking Directorate Liability**

News

Jan 15, 2025

### **BCLP advises Vantiva in the sale of its Supply Chain Solutions business to Variant Equity Advisors**

Insights

Jan 14, 2025

## **FTC Announces 2025 HSR Act Thresholds and Filing Fee Schedule**

The Federal Trade Commission announced the annual revised thresholds for merger notifications under the Hart Scott-Rodino Antitrust Improvements Act of 1976, as amended (“HSR Act”). The thresholds are revised annually based on changes in U.S. gross national product. The FTC also issued its annual revision of the HSR filing fee schedule. The new thresholds (“2025 Thresholds”) will become effective 30 days after publication in the Federal Register. Therefore, if publication occurs this week, the 2025 Thresholds will become effective in mid-February and be in effect until the next annual adjustment in January 2026.

Insights

Jan 10, 2025

## **FTC Secures Record-Breaking Gun-Jumping Fine, Opines on Buyer’s Right to Approve Transactions and Lack of Diligence Controls**

The Federal Trade Commission (“FTC”) sent a firm message—unlawful coordination of merging businesses prior to the closing under the Hart-Scott-Rodino Antitrust Improvements (“HSR”) Act will be aggressively enforced. On January 7, 2025, the federal agency secured a record-breaking \$5.684 million fine from three oil companies for unlawful coordination—also known as “gun jumping”—in violation of the HSR Act’s mandatory waiting period. The proposed final order, if entered, orders each of the buy side and the sell side to be fined \$2.842 million, the largest total gun-jumping penalty in U.S. history.