



WILLIAM F. SEABAUGH

Senior Counsel
St. Louis

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BIOGRAPHY

William Seabaugh has broad experience in mergers and acquisitions, corporate and partnership finance and both publicly offered and privately placed securities. He has participated in significant transactions for several of the firm's corporate clients, including Emerson Electric, Monsanto, Energizer, Ralcorp and Caleres and many privately held corporate, venture capital and investment banking clients. Mr. Seabaugh also regularly advises public company boards of directors and special committees regarding their fiduciary duties and other governance matters, including shareholder activism.

CIVIC INVOLVEMENT & HONORS

- *Chambers USA*, Corporate/M&A (2021-2023)

- *The Best Lawyers in America, 2023*

PROFESSIONAL AFFILIATIONS

- Missouri State Bar Association
- Bar Association of Metropolitan St. Louis

COMMITTEE CONTENT

- Executive Committee

ADMISSIONS

- Missouri, 1981

EDUCATION

University of Michigan, J.D., *magna cum laude*, 1981

University of Missouri-Columbia, B.S., *magna cum laude*, 1978

RELATED CAPABILITIES

- M&A & Corporate Finance
- Corporate
- Healthcare & Life Sciences
- AdTech
- PropTech
- Private Equity
- Agribusiness
- Food & Beverage
- Restaurants, Pubs & Clubs
- Food & Agribusiness

EXPERIENCE

Mr. Seabaugh's recent projects include representation of:

- Quintiles in its merger of equals transaction with IMS Healthcare, resulting in a combined entity with a market capitalization of approximately \$17.6 billion;
- SunEdison Semiconductor Limited in its \$685 million sale to Global Wafers;
- Ralcorp in connection with its spin off of Post Holdings (NYSE listed, \$1 billion market capitalization) and related \$775 million high yield 144A offering;
- The Board of Directors of RehabCare Group, a publicly-held provider of rehabilitation program management services, in connection with its \$1.3 billion sale to Kindred Healthcare;
- Ralcorp in its \$1.2 billion acquisition of American Italian Pasta Co., accomplished by a successful tender offer for AIPC's stock followed by a back end merger;
- The Board of Directors of Thermadyne, a manufacturer of industrial products, in connection with its \$422 million sale to Irving Place Capital;
- Ralcorp in its \$2.6 billion acquisition of the Post cereal business from Kraft, in a "reverse Morris Trust" structured transaction;
- Energizer in its \$1.9 billion acquisition of Playtex Products;
- The Board of Directors of Talx, a publicly-held information technologies company, in connection with its \$1.4 billion sale to Equifax;
- The Board of Directors of NS Group, a publicly-held steel manufacturing company, in connection with its \$1.5 billion sale to Ipsco;
- Five privately held businesses in separate sale transactions to private equity buyers for aggregate consideration in excess of \$700 million;
- Emerson Electric and Monsanto in multiple acquisitions and divestitures; and
- Ralcorp in the sale of its Chex cereal business in a \$570 million "Morris Trust" transaction.

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