

Life Sciences MVP: Latham & Watkins' Charles Ruck

By John Kennedy

Law360, New York (November 24, 2015, 9:53 PM ET) -- In the past year, Charles Ruck of Latham & Watkins LLP has advised \$178 billion worth of deals in the life sciences market, not including his work on the recent \$160 billion merger of Allergan and Pfizer, a resume that places him among Law360's Life Sciences MVPs for 2015.

A partner at Latham since 1999, Ruck represents public and private companies, boards of directors and other clients in complex, high-profile deals and is the regular corporate counsel to a number of life sciences companies, including Allergan PLC and Amgen Inc. Clients say he's "sharp as a knife" and that his vast experience in high-level corporate transactions is one of his most valuable qualities.

Between October 2014 and October 2015, Ruck worked on four deals worth more than \$12 billion, including Allergan's \$73 billion acquisition by Actavis PLC and Allergan's \$40.5 billion sale of its generic-drug business to Teva Pharmaceutical Industries Ltd.

"I've never been busier with more matters, larger matters by deal size and more complicated matters," Ruck said.

Ruck added that transactions are growing larger and more complicated, a change driven in part by increasing market values and megamergers.

Based on his own estimate, the deals he made in his first 18 years at the firm added up to about \$100 billion, while those he made in 2014 alone totaled about \$200 billion. Given Allergan's merger with Pfizer Inc., announced Monday, this year's total is likely to reach even higher.

But, handling multibillion-dollar deals wasn't originally Ruck's plan when he started at Latham in 1993. He thought he'd be a litigator, but after a couple of years, he found that he didn't like it. Too much of his time was spent building up to a trial that'd be followed by years of appeals, and he wasn't enjoying it, he said.

"I grew into the role that I currently have," Ruck said. "It was never part of a master plan."

MVP



Charles Ruck
Latham & Watkins

However, Ruck said his litigation experience has made him a well-rounded transaction attorney. Because a litigator dissects and tears things apart, knowing how someone might try to tear apart a deal makes him highly effective, he said.

Allergan is one of his oldest clients — he's been with them for 15 years and has been involved in every major transaction the company has made during that time.

The drugmaker has been involved in a flurry of deals since November 2014, when it was bought by Actavis in a \$73 billion deal that shut down a long-running hostile buyout bid by Valeant Pharmaceuticals International Inc. Actavis then took Allergan's name.

In July 2015, Allergan sold its generic-drug business to Teva for \$40.5 billion, a deal that halted Teva's hostile offer to acquire Mylan NV. Ruck said that Teva wasn't having much luck acquiring Mylan, but when Allergan stepped in, Teva ended up with a better business for the same price. The sale also allowed Allergan to focus on the most profitable part of its business — selling specialty pharmaceuticals — and to sell off debt it took on as part of the Actavis deal, Ruck said.

"It made it a leaner, more streamlined company with higher profit margins, and it allowed it to pay off all of its debt," Ruck said.

The recent deal between Allergan and Pfizer was only possible because of the Teva transaction, Ruck said, as it rid Allergan of its generic business and all of its debt.

Another notable deal was Thoratec Corp.'s \$3.4 billion acquisition by St. Jude Medical Inc. Although this wasn't among Ruck's most valuable deals, it was one of the most unique due to the use of a so-called "go shop" clause, he said.

After signing the deal in which Ruck represented Thoratec, the bankers were allowed to go shop for a higher price for the company. If someone had come in higher than St. Jude, Thoratec would've paid St. Jude's expenses and gone to the higher bidder, Ruck said.

David Lehman, general counsel for Thoratec until the merger, said that Ruck does well because of his vast experience and because he makes himself entirely available to clients, even if it means joining a call at 2 a.m.

"It's really comforting to have someone who's seen a broad spectrum of issues, so you know you're getting seasoned advice," Lehman said. "It's really important to have a person like Charles in your corner."

Ruck said he enjoys the work he does because he believes the companies are helping people, and structuring transactions in ways that help patients is "doing well by doing good."

"You have to love what you do," Ruck said. "Sometimes, it takes 20-hour days and seven-day weeks, and if you don't love it, you'll never be successful at it."

--Editing by Christine Chun.

All Content © 2003-2015, Portfolio Media, Inc.
