

Rising Star: Cleary's Kyle Harris

By Benjamin Horney

Law360 (July 6, 2020, 12:24 PM EDT) -- Cleary Gottlieb Steen & Hamilton LLP's Kyle Harris has guided many major mergers and acquisitions since joining the firm in 2011, including last year's complicated \$45.4 billion tie-up of fragrance giant IFF and the nutrition and biosciences business of DuPont, earning him a spot as one of five M&A attorneys under age 40 honored by Law360 as Rising Stars.

THE BIGGEST DEAL OF HIS CAREER:

The fast pace of the M&A world means Harris has worked on a boatload of big-money transactions in the nearly 10 years he's been at Cleary — he joined the firm as a summer associate after graduating law school in 2011 — so it isn't that easy to pick the biggest.

"I've been very fortunate in my career to work on a number of complex, cutting-edge transactions, so it's hard to pick a defining moment or standout deal," he said.

That said, some of the most significant deals he's had a hand in came relatively recently.

Harris was part of the Cleary team that advised International Flavors & Fragrances Inc. on its \$45.4 billion deal with DuPont de Nemours Inc.'s Nutrition & Biosciences Inc., announced in December 2019. The combined entity is slated to have either the No. 1 or No. 2 position in a series of industry categories, including taste, texture, scent, nutrition, cultures, enzymes, soy proteins and probiotics, according to the companies.

The agreement, structured as a reverse Morris trust, gave Nutrition & Biosciences a \$26.2 billion enterprise value, while the combined company had a \$45.4 billion enterprise value.

At its most basic level, the reverse Morris structure allows a company — in this case DuPont — to carve out and spin off assets or a business unit, like Nutrition & Biosciences, that is then merged with a similarly




Kyle Harris
Cleary Gottlieb

Age: 35
 Home base: Brooklyn
 Position: M&A partner
 Law school: University of Pennsylvania Carey Law School
 First job after law school: Summer associate at Cleary

sized company — in this case IFF — on a tax-free basis. In practice, such deals require a ton of nuance, and any misstep could potentially result in hefty tax consequences.

Meanwhile, DuPont ran a competitive process to determine what deal it would make, meaning Cleary was guiding IFF at first without knowing whether the client would ultimately become DuPont's preferred partner.

"That was a situation where we knew we were neck and neck with another bidder," he said. "At stages it felt as though we didn't know exactly where we stood. There was this pressure to get the deal and also to make sure we were negotiating the best deal for our client. That can be challenging in any circumstance, but a reverse Morris trust is highly complex. I think it showed a lot of Cleary's strengths that we were able to navigate that and win the deal."

OTHER NOTABLE DEALS HE'S WORKED ON:

Part of the reason Harris was tasked with helping on the IFF-DuPont deal is that he was on the Cleary team that guided IFF in its \$7.1 billion acquisition of Israel-based rival Frutarom in 2018.

When the Frutarom deal was coming to fruition, Harris was still a senior associate but had begun taking on partner-level responsibilities. Thus, he wound up leading the day-to-day of the deal, sitting at the negotiating table and working closely with IFF and its own in-house legal folks.

"When the DuPont deal came along, [IFF] wanted me on the team, which I was obviously grateful for," he said. "There were definitely challenges in both deals."

Harris also pointed to a 2018 deal under which data and analytics provider Dun & Bradstreet was taken private by a group of private equity firms led by CC Capital, Cannae Holdings and funds affiliated with Thomas H. Lee. That agreement featured an enterprise value of \$6.9 billion.

That transaction came about at a turning point in Harris' career. A senior associate, he was getting ready to step up into the role of partner, so having the chance to be in the room advising the Dun & Bradstreet board of directors and negotiating the details of a tricky deal was very meaningful.

"It was a proving ground for me," he said. "I always look back on it as a pretty key transaction in my development."

HIS SOURCES OF MOTIVATION:

Harris finds motivation in being a problem-solver for clients. He explained that over the course of most transactions, there comes a time when you have to dig deep to find a solution to some issue or problem.

"I always tend to reach a point in a deal where some issue is saturated in my brain; I'm thinking about it in the shower and trying to figure out how we're going to navigate something for the client," he said.

"It's often in those moments when you're confronted with an issue that has a chance of jeopardizing or delaying the deal. But when you're able to come up with a creative solution to bridge the gap and move the deal forward, that's really fulfilling, and it keeps me coming back for more M&A."

He also finds motivation in the opportunities his position normally affords. While traveling for work has gone from commonplace to kaput in the wake of the coronavirus pandemic, going to places he's never been and meeting new people is another aspect of the job that keeps Harris going.

"No two deals are alike," he said. "Companies, people, geographies — there's an endlessly fascinating window to the world that this job provides, which is also a continuous source of motivation."

HIS PROUDEST MOMENT AS AN ATTORNEY:

It may seem like Harris' plate is completely full with major deals, but somehow he finds time to do plenty of pro bono work as well, which is something he is particularly proud of.

Harris is active in Cleary's corporate pro bono practice, regularly serving as outside counsel to the Brooklyn Community Bail Fund. He recently advised BCBF in raising the New York Immigrant Freedom Fund, which pays immigration bonds on behalf of people who are held in immigration detention and cannot afford to secure their own release. He's also representing the Brooklyn Public Library in connection with plans to merge with the Brooklyn Historical Society.

"The work we've done with BCBF is very meaningful," he said. "BCBF has been at the forefront of bail reform nationally, and it's cool to be a part of that."

HIS ADVICE TO ATTORNEYS JUST STARTING OUT:

Harris has some very simple advice for any lawyers who are still early in their careers and haven't quite figured it all out yet. He said that while it's important to be focused on the legal aspect of everything, there's more to working in the legal field than just knowing the law.

"Get to know the industries you're working in, and really understand the business of your clients," he said. "Know what your clients' business objectives are, not just their legal objectives. Find ways to harmonize those. It makes the practice more rewarding, and understanding the broader picture better makes you more effective for clients."

— *As told to Benjamin Horney*

Law360's Rising Stars are attorneys under 40 whose legal accomplishments belie their age. A team of Law360 editors selected the 2020 Rising Stars winners after reviewing more than 1,300 submissions. Attorneys had to be under 40 as of April 30, 2020, to be eligible for this year's award. This interview has been edited and condensed.