



→ Gemma L. Descoteaux

Partner

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Gemma Descoteaux is a founding partner in the Corporate Practice Group in Sheppard Mullin's Dallas office and is also a member of the firm's Compensation Committee.

Areas of Practice.

Gemma is the mergers and acquisitions lawyer of choice for buyers and sellers in today's most active global industries: Technology, private equity, media, health care and transportation. She is known for both her vision and diligence in shaping a deal, always keeping the desired and most advantageous result in mind. Appreciated and respected by her clients, opposing counsel and the parties on the other side, Gemma has encyclopedic understanding of the industries she serves, as well as the financing, regulatory and market drivers that potentially add complexity and cost to the structure and outcome. Her approach is both practical and considerate.

Her business acumen and easy communication with c-suite executives, in-house counsel, boards of directors, investors and investment bankers comes from Gemma's more than 30 years of real-world experience, as well as her time working in-house at several companies. At Olin Corporation she negotiated and drafted commercial agreements, managed a large inter-disciplinary team and coordinated acquisition integration related matters. And as a contract negotiator on the business side at Texas Instruments, she negotiated complex defense systems and electronics joint venture agreements, advanced development agreements, and intermediate and high-volume production contracts.

Gemma also worked at EXE Technologies, where she provided commercial and IPO counsel and did work on a seconded basis for two outsourcing giants, Computer Sciences Corporation, where she managed the company's M&A matters and negotiated strategic alliances, and ACS, where she handled securities and board governance matters and negotiated M&A transactions.

Gemma is also a passionate advocate and board volunteer for various non-profit organizations, including the past President of the DFW Association for Corporate Growth (DFW ACG) and the University of Texas Center for Women in Law.

Honors

Dallas 500, *D CEO*, 2020-2023

U.S.A. Top Women Dealmaker, *Global M&A Network*, 2021

Texas Super Lawyers, *Super Lawyers*, 2019-2022

Best Mentor, *Texas Lawyer Professional Excellence Awards*, 2019

Best Lawyers in Dallas, *D Magazine*, 2016-2023

Best Lawyers in America, *Best Lawyers*, 2016-2023

Top 50 Women Lawyers in Dallas, National Diversity Council, 2017

Outstanding Director, Dallas Women Lawyers Association, 2017

Experience

Representative Transactions

- Counsel to Conduent, Inc., in the sale of its firehouse software business suite of emergency records management products to ESO Solutions, Inc.
- Counsel to Conduent, Inc., in the sale of three healthcare consulting businesses to ATOS, SE.
- Counsel to Wrapports Holdings LLC in the sale of the *Chicago Sun-Times* and the *Chicago Reader* to an investor group, including Edwin Eisendrath and the Chicago Federation of Labor.
- Counsel to AIM Media Midwest, LLC, in its acquisition of the Ohio print and online newspaper publishing assets and commercial printing assets of Civitas Media LLC.
- Counsel to AIM Media Indiana, LLC, in its acquisition of the Indiana print and online newspaper publishing assets and commercial printing assets of Home News Enterprises.
- Counsel to an international company specializing in biopharmaceuticals in its acquisition of a world-class facility for the development and manufacture of life-saving biopharmaceuticals and biotechnology and vaccine capabilities.
- North American M&A counsel to a French public company in the negotiation of international joint venture arrangements in excess of \$2 billion; the negotiation of multiple transformative acquisitions, including the acquisition and subsequent operation of steel manufacturing facilities in Houston and Youngstown, Ohio, and the acquisition of a steel drill pipe manufacturing facility in Houston from a Canadian corporation; the construction of a \$1 billion rolling mill in Ohio; and general corporate matters.
- Counsel to a U.S. public provider of technology-enabled business solutions and services, including cloud, cybersecurity, big data and mobility, in the divestiture of multiple business units exceeding \$1 billion in the aggregate and the formation of strategic joint ventures.
- Counsel to a U.S. public business process outsourcer and integrated information-based loyalty and marketing solutions corporation in connection with numerous private acquisitions and the negotiation of outsourcing service contracts.
- Counsel to a U.S. public business process outsourcing and information technology services provider in connection with multiple private acquisitions; advised the company regarding public company governance and securities matters.
- Counsel to a leading independent pharmaceutical company in multiple public offerings, acquisitions and divestitures exceeding \$1 billion in the aggregate, including the acquisition of a public pediatric pharmaceutical corporation; long-term licensing of pharmaceutical products and technologies; pharmaceutical development projects; the acquisition of various pharmaceutical products; and international

transactions involving the acquisition of the North American rights to the dominant natural, cosmetic wrinkle filler.

- Counsel to multiple newspaper publishing, printing and distribution companies in the acquisition and divestiture of more than 100 suburban newspapers; the negotiation of long-term print and distribution agreements.

Media Mentions

From Golf to Negotiation: ACG's Women's Groups Are Closing the M&A Gender Divide
Middle Market Growth, 03.28.2023

Insights From DFW Women Leaders in Law
D Magazine, 02.25.2020

Movers & Shakers Feature
The Deal, 04.20.2018

Sheppard Mullin Enters Texas Market With Dallas Office
Law360, 04.16.2018

Sheppard Mullin Officially Opens Dallas Office
The Texas Lawbook, 04.16.2018

Sheppard Mullin Launches Dallas Office
Texas Lawyer, 04.16.2018

Speaking Engagements

Moderator, "M&A Insights: Breaking Down the Deal" Panel, *D CEO M&A Awards*, Dallas TX, May 6, 2021

Panelist, *D CEO Women Leaders in Law Breakfast Panel*, Dallas, TX, February 18, 2020

Events

Healthcare Transaction Evolution and Outlook: A View Beyond the Pandemic Era
Webinar, 03.03.2021

Podcasts & Webinars

Healthcare Transaction Evolution and Outlook: A View Beyond the Pandemic Era
03.03.2021

Practices

Corporate

Emerging Company & Venture Capital

Family Owned, Closely-Held Businesses and Family Offices

Joint Ventures and Strategic Alliances

Mergers and Acquisitions

Private Equity

Public Company Corporate Governance and Compliance

Intellectual Property

IP Licensing, Technology and Commercial Transactions

Entertainment, Technology and Advertising

Technology Transactions

Industries

Hospitality

Transportation

Education

J.D., Southern Methodist University Dedman School of Law, 1998, *magna cum laude*, *Order of the Coif*; *The Journal of Air Law & Commerce*, Editor in Chief, 1997-1998; *The Southern Methodist University Law Review Association*, Staff Member, 1996-1997

B.A., Grove City College, 1986

Admissions

Texas