

Partner, Washington, D.C.

National Security; CFIUS; Cybersecurity, Privacy and Sensitive Technologies;
Congressional Investigations



T: 202.371.7540
michael.leiter@skadden.com

Education

J.D., Harvard Law School, 2000 (*magna cum laude*; President (Editor-in-Chief), *Harvard Law Review*)

A.B., Columbia University, 1991

Bar Admissions

Colorado

District of Columbia

Massachusetts

U.S. Court of Appeals for the First Circuit

Government Service

Director, National Counterterrorism Center (2007-2011)

Deputy Chief of Staff, Office of the Director of National Intelligence (2005-2007)

Deputy General Counsel and Assistant Director, President's Commission on the Intelligence Capabilities of the United States Regarding Weapons of Mass Destruction (2004-2005)

Assistant U.S. Attorney for the Eastern District of Virginia (2002-2005)

Naval Flight Officer, U.S. Navy (1991-1997)

Michael Leiter heads the firm's CFIUS and national security practice. He represents clients in a broad range of transactions, investigations and incidents involving U.S. national security. He also co-leads the firm's cybersecurity practice and has an additional focus on aerospace and defense mergers and acquisitions, and government relations and investigations.

Mr. Leiter has significant experience navigating national security reviews before CFIUS and negotiating complex mitigation agreements across the full range of business sectors, having represented corporations, private equity, venture capital and sovereign wealth funds. In 2021, he was named by *Foreign Investment Watch* as one of its Top Advisors, a listing recognizing "top global CFIUS experts." Mr. Leiter also has been recognized as a leading lawyer in *Chambers USA*.

Mr. Leiter also has assisted clients in matters involving the Defense Counterintelligence Security Agency, export controls, aerospace and defense, government services-related mergers and acquisitions, and government contracting. In addition to his transaction practice, Mr. Leiter has extensive experience with all aspects of cybersecurity based on his previous private sector experience and through serving in senior national security positions in the federal government in which he oversaw numerous legal and operational aspects of cybersecurity. He routinely works with clients on issues that include cybersecurity preparedness, breach response, and board and corporate leadership counseling.

His recent transactional experience includes representing, among others:

- Amadeus IT Group in its \$1.5 billion acquisition of TravelClick, Inc. from Thoma Bravo, LLC;
- Black Diamond Capital Management in its acquisition, in partnership with Investindustrial, of Hexion's phenolic specialty resins, hexamine and European-based forest products resins business, with operations in the U.S. and Europe;
- The Blackstone Group L.P. and Lendmark Financial Services, LLC in the sale of Lendmark to investment funds affiliated with Lightyear Capital LLC and the Ontario Teachers' Pension Plan;
- Boston Dynamics, Inc. in Hyundai Motor Group's acquisition of an 80% stake from SoftBank Group;
- Broadcom Corporation in connection with its \$5.5 billion acquisition of Brocade Communications Systems;
- a Chinese technology company in connection with a CFIUS review of its acquisition of a social media app;
- Endgame in its acquisition by Elastic, N.V.;
- First Solar in connection with:
 - the sale of its U.S.-based utility-scale solar project platform to Leeward Renewable Energy Development, LLC, a portfolio company of OMERS; and
 - its sale of a portfolio of development-stage solar projects to EDP Renewables North America, a subsidiary of Energias de Portugal;
- General Motors in connection with its \$2.25 billion sale of a minority interest in its autonomous driving business;
- Greentech Capital Advisors in its acquisition by Nomura Holdings, Inc.;
- Hanwha Aerospace in its acquisition of EDAC and its investment related to Karem Aerospace;

Michael E. Leiter

Continued

- Key Safety Systems in its \$1.6 billion acquisition of substantially all of the assets and operations of Takata Corporation as part of Takata's Chapter 11 case;
- Massachusetts Mutual Life Insurance Company in the \$2.35 billion sale of its retirement plan business to Empower Retirement;
- MPM Holdings Inc., a global silicones and advanced materials company, in its \$3.1 billion acquisition by SJL Partners LLC, KCC Corporation and Wonik QnC Corporation;
- Mubadala Investment Company, along with Silver Lake, as part of a consortium of investors in a \$2.25 billion investment in Waymo LLC, a self-driving technology company owned by Alphabet, Inc.;
- Nasdaq, Inc. in the sale of its U.S. fixed income business to an affiliate of Tradeweb Markets Inc.;
- OPC Energy as lead consortium investor in the \$685 million acquisition of Competitive Power Ventures from Global Infrastructure Partners;
- Rockwell Collins in its \$30 billion acquisition by United Technologies Corporation;
- Sekisui in its acquisition of AIM Aerospace;
- SK hynix, Inc. in its \$9 billion acquisition of the NAND memory and storage business of Intel Corporation;
- Sprint Corporation in its \$59 billion merger with T-Mobile;
- ST Telemedia Pte. Ltd. in its acquisition of a majority stake of 2nd Watch, Inc.; and
- Thales in its acquisition of Gemalto.

Prior to joining Skadden, Mr. Leiter was president of Leidos Defense, a \$2.5 billion business unit of Leidos, which provides technology and solutions to the U.S. Department of Defense and allied nations globally. He joined Leidos in 2014 as chief strategy officer and executive vice president for business development and head of M&A, and negotiated, its acquisition of Lockheed Martin's Information Systems and Global Solutions business — an approximately \$5 billion transaction. Immediately after leaving the government in 2011, he served as head of global government and cyber solutions and senior counselor to the chief executive officer at Palantir Technologies, based in Palo Alto.

Mr. Leiter has served in a number of senior national security positions in the federal government. He was the director of the National Counterterrorism Center (NCTC) from 2007 until 2011 for both Presidents Bush and Obama, where he led the primary organization in the U.S. government for analysis and integration of all terrorism intelligence, both domestically and overseas. In addition, he reported directly to the president for strategic operational planning of all U.S. counterterrorism activities, to include the integration

of military, intelligence, cyber, diplomatic, financial and homeland security programs and operations. In this role and in his private sector capacities, he worked extensively with senior government officials and corporations across Europe, the Middle East, Asia, Australasia and Africa, and also coordinated global intelligence and law enforcement investigations involving the U.S. and allies around the world.

Before NCTC, Mr. Leiter helped establish the Office of the Director of National Intelligence, serving as its deputy chief of staff responsible for oversight of the U.S. intelligence community, including the CFIUS process and all legislative affairs.

Mr. Leiter continues to serve as an advisor to multiple organizations in and outside of government, including being the chairman of the RAND Corporation's Board of Trustees, a member of the American Law Institute's Adviser's Group on Data Privacy, the Department of Defense's Threat Reduction Advisory Committee, the NCTC Director's Advisory Board, the Aspen Institute's Homeland Security Advisory Group, and the Columbia University Data and Society Council. He previously served as NBC News' senior national security, cybersecurity and counterterrorism analyst and is a member of the Council on Foreign Relations. Mr. Leiter currently is part of *The Washington Post's* Cybersecurity 202 Network, a "group of high-level digital security experts" tasked with voting in surveys on pressing issues in the sector. In November 2020, he testified before the U.K. House of Commons regarding the nation's National Security and Investment Bill.

He has previously served as a senior adviser to Monument Capital Group; a member of the Board of Directors of GardaWorld Government Services; a member of several NSA advisory panels; a member of the National Academies Committee on Responding to Presidential Policy Directive 28; The Feasibility of Software to Provide Alternatives to Bulk Signals Intelligence Collection; a member of the Board of Trustees of the National Defense Industrial Association; and as the inaugural Scholar-in-Residence at New York University Law School's Center on Law and Security.

Prior to his work in national security positions, Mr. Leiter was an Assistant United States Attorney for the Eastern District of Virginia, where he investigated and brought to trial a wide range of federal crimes, including racketeering, capital murder and money laundering. He also was a law clerk to Associate Justice Stephen G. Breyer of the Supreme Court of the United States and Chief Judge Michael Boudin of the U.S. Court of Appeals for the First Circuit.

Before attending law school, Mr. Leiter served as a naval flight officer aboard EA-6B Prowlers, an electronic warfare and signals intelligence carrier-based jet, during which time he participated in combat and peacekeeping operations in the former Yugoslavia and Iraq.

Publications

“CFIUS Goes Global: New FDI Review Processes Proliferate, Old Ones Expand,” *Skadden’s 2022 Insights*, January 19, 2022

“China Faces Existing and Expanded US Restrictions on Trade, Investment and Technology,” *Skadden’s 2022 Insights*, January 19, 2022

“Security Concerns Prompt Multiple Supply Chain Initiatives,” *Skadden’s 2022 Insights*, January 19, 2022

“Legislation Targeting Imports From Xinjiang Region Moves to President Biden’s Desk,” *Skadden, Arps, Slate, Meagher & Flom LLP*, December 17, 2021

“USTR Relaunches Exclusion Process for China Section 301 Tariffs,” *Skadden, Arps, Slate, Meagher & Flom LLP*, October 12, 2021

“New AD/CVD Regulations Continue US Crackdown on Tariff Evasion,” *Skadden, Arps, Slate, Meagher & Flom LLP*, October 4, 2021

“Still Open for Business: Navigating the UK’s New National Security and Investment Regime,” *Skadden, Arps, Slate, Meagher & Flom LLP*, March 25, 2021

“A Practical Guide to the Role of Directors in Fighting Ransomware,” *Skadden, Arps, Slate, Meagher & Flom LLP*, February 3, 2021

“US-China Trade and Enforcement Issues: What’s Next?” *Skadden’s 2021 Insights*, January 26, 2021

“US Imposes New Restrictions on Chinese Military Companies,” *Skadden, Arps, Slate, Meagher & Flom LLP*, November 17, 2020

“UK Government Introduces New Regime for Screening Foreign Direct Investment,” *Skadden, Arps, Slate, Meagher & Flom LLP*, November 11, 2020

“Department of Commerce Issues First-Ever Determination That Currency Undervaluation Is a Countervailable Subsidy,” *Skadden, Arps, Slate, Meagher & Flom LLP*, November 10, 2020

“USTR Initiates Section 301 Investigations Into Vietnam’s Currency and Timber Practices,” *Skadden, Arps, Slate, Meagher & Flom LLP*, October 9, 2020

“Treasury Department Issues Final Rule for Mandatory CFIUS Filing Requirements Based on ‘Critical Technology,’” *Skadden, Arps, Slate, Meagher & Flom LLP*, September 22, 2020

“CFIUS Releases 2019 Annual Report to Congress,” *Skadden, Arps, Slate, Meagher & Flom LLP*, August 27, 2020

“US Imposes Sanctions on 11 Chinese Companies, Citing Human Rights Violations,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 28, 2020

“US Responds to Developments in Hong Kong With Sanctions, US Export Control Amendments,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 16, 2020

“UK Amends Enterprise Act 2002 To Protect Businesses Critical to Addressing Public Health Emergencies, Extends Powers To Protect Companies and Technologies,” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 24, 2020

“CFIUS Continues Active 2020 With Proposed Rule Modifying Mandatory Declarations,” *Skadden, Arps, Slate, Meagher & Flom LLP*, May 22, 2020

“Commerce Department’s New Export-Related Restrictions Inhibit Semiconductor Design by and Manufacturing for Huawei,” *Skadden, Arps, Slate, Meagher & Flom LLP*, May 18, 2020

“Treasury Department Issues Final Rule for Mandatory CFIUS Filing Requirements Based on ‘Critical Technology,’” *Skadden, Arps, Slate, Meagher & Flom LLP*, September 22, 2020

“CFIUS Releases 2019 Annual Report to Congress,” *Skadden, Arps, Slate, Meagher & Flom LLP*, August 27, 2020

“US Imposes Sanctions on 11 Chinese Companies, Citing Human Rights Violations,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 28, 2020

“US Responds to Developments in Hong Kong With Sanctions, US Export Control Amendments,” *Skadden, Arps, Slate, Meagher & Flom LLP*, July 16, 2020

“UK Amends Enterprise Act 2002 To Protect Businesses Critical to Addressing Public Health Emergencies, Extends Powers To Protect Companies and Technologies,” *Skadden, Arps, Slate, Meagher & Flom LLP*, June 24, 2020

“CFIUS Continues Active 2020 With Proposed Rule Modifying Mandatory Declarations,” *Skadden, Arps, Slate, Meagher & Flom LLP*, May 22, 2020