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2019 DEALMAKERS OF THE YEAR



DIEGO M. RADZINSCHI/ALM

Charles Rule

Paul, Weiss, Rifkind, Wharton & Garrison

Cigna had a consistent story to tell in acquiring Express Scripts: the deal would benefit consumers.

When Cigna Corp. announced its planned acquisition of Express Scripts in March 2018, the regulatory environment wasn't particularly favorable for vertical transactions.

It was just after the U.S. Department of Justice's antitrust division sued to block the AT&T/Time Warner merger, and only a year after proposed health insurer mergers between Cigna and insurer Anthem Insurance Companies Inc., and Aetna Inc. and Humana, fell apart after the DOJ sued to block them.

That posed a challenge for Charles F. "Rick" Rule and his team from Paul, Weiss, Rifkind, Wharton & Garrison, but he was able to close the \$67 billion acquisition for Cigna by December. Rule, a co-chair of Paul Weiss' antitrust practice and a former head of the DOJ's antitrust division, had a long list of deals under his belt and a consistent story from his client to tell: the deal would benefit consumers.

The acquisition provides Cigna with a leading pharmacy benefit manager, Express Scripts, in a vertical integration.

Rule says the focus was getting the transaction through quickly, so the legal team engaged with antitrust regulators from a very early point, and ultimately produced more than two million documents over six months.

"To the extent we had issues, we could respond to them very quickly," he says.

It helped that he could say that his client was doing the deal for all the right reasons, he says.

Rule was pleased that Cigna's acquisition won regulatory approval in less time than CVS Health's acquisition of Aetna, which was a similar vertical acquisition announced three months earlier.

"That made the client pretty happy," Rule says.

—Brenda Sapino Jeffreys