

Megan Browdie

Partner



mbrowdie@cooley.com

+1 202 728 7104

Washington, DC

Antitrust and Competition

Internet of Things

Life Sciences

Medtech

Software

Technology

Private Equity

CooleyREG

Megan is a strategic counselor to many of the world's most innovative companies, solving clients' antitrust issues, guiding transactions through merger review and representing clients in government investigations and litigation. Working with clients in a wide range of industries, with a particular focus on life sciences and tech, Megan has helped secure critical wins in diverse cases and has experience in matters before the US Department of Justice, US Federal Trade Commission (FTC) and state antitrust authorities. She also counsels clients on a variety of topics, including pricing practices, licensing of intellectual property and other distribution issues.

Chambers USA, Super Lawyers, Best Lawyers and Who's Who Legal recognize Megan as a top antitrust practitioner. Chambers quotes clients describing Megan as "an expert" who is "great to work with."

Megan is an active member of the American Bar Association's Antitrust Law Section, currently serving as a vice chair on the Health Care and Pharmaceuticals Committee. She previously held various positions on the Mergers and Acquisitions Committee, the Federal Civil Enforcement Committee and the Presidential Transition Task Force. Megan was also an editor of the two-volume Antitrust Law Developments (Ninth Edition), the premier antitrust treatise.

As co-chair of Cooley's DC pro bono committee, Megan maintains a vibrant pro bono practice, typically representing caregivers and children in the Washington, DC, area.

Megan's representative matters include:

- Representation of **Poseida**, a clinical-stage allogeneic cell therapy and genetic medicines company advancing differentiated nonviral treatments for patients with cancer, autoimmune and rare diseases, in its \$1.2 billion sale to Roche
- Representation of **Sazerac** in multiple acquisitions, including Svedka and Paul Masson Grand Amber Brandy from Constellation Brands (as the divestiture buyer for the latter), Early Times, Canadian Mist, Southern Comfort and other brands from Brown-Forman, Seagram's VO and other brands from Diageo, and the acquisition of BuzzBallz
- Representation of **Printify** in its merger of equals with Printful, combining two pioneering technology platforms providing production-on-demand services to customers
- Representation of **Battery Ventures** and its portfolio companies in a variety of acquisitions and divestitures
- Representation of **Mott Corporation**, a microfiltration business, in its \$1 billion sale to IDEX Corporation
- Representation of **ChrysCapital** and **GeBBS Healthcare Solutions** in the sale of a controlling beneficial

interest in GeBBS to BPEA Private Equity Fund VIII (EQT Private Capital Asia)

- Representation of **Transact Campus**, a campus technology and payment solutions company, in its \$1.6 billion sale to Roper Technologies; Transact is now part of Roper's CBORD business, which provides access and security and campus commerce solutions
- Representation of **Freshworks**, a company that creates artificial intelligence-boosted business software for IT, customer support, sales and marketing teams, in its acquisition of Device42 for \$230 million
- Represented **RayzeBio**, a clinical-stage radiopharmaceutical therapeutics company, in its \$4.1 billion acquisition by Bristol Myers Squibb
- Representation of **AuditBoard**, a leading connected risk platform transforming audit, risk, compliance, and environmental, social and governance management, in its \$3 billion+ acquisition by Hg, an investor in compliance, risk and accounting software
- Representation of **ProfoundBio**, a biotechnology company developing novel antibody-drug conjugate therapeutics for patients with cancer, in its \$1.8 billion sale to Genmab
- Representation of **Jackpocket** in its sale to DraftKings for \$750 million
- Representation of **Gracell Biotechnologies**, a developer of autologous and allogeneic product candidates designed to overcome major industry challenges that persist with conventional chimeric antigen receptor T-cell (CAR-T) therapies, in its \$1.2 billion sale to AstraZeneca
- Representation of **Stratasys**, a top 3D printer manufacturer, in multiple acquisitions, including the 2023 acquisition of Desktop Metal, the 2022 merger of its subsidiary MakerBot with Ultimaker, and earlier acquisitions of MakerBot, Solid Concepts and Harvest Technologies, and Objet in its merger with Stratasys to form Stratasys Ltd.
- Representation of **One Medical** in its \$3.9 billion sale to Amazon, a transaction closing without remedies after an extensive investigation; Megan previously represented One Medical in its \$2.1 billion acquisition of Iora Health to expand its member-based, technology-powered primary care model to every stage of life
- Representation of **Apollo Endosurgery**, a medical device company, in its \$615 million sale to Boston Scientific, expanding Boston Scientific's global capabilities in endoluminal surgery procedures
- Representation of **Tmunity Therapeutics**, a biotech company focused on next-generation CAR-T cell therapies and technologies, in its sale to Kite/Gilead, completing Kite's existing in-house cell therapy research capabilities by adding additional pipeline assets and a rapid manufacturing process
- Representation of **TCGPlayer**, an online marketplace for trading card games, in its \$295 million sale to eBay
- Representation of **Zoom** in multiple acquisitions, including its \$15.7 billion acquisition of Five9 (later abandoned) and its acquisition of Solvvy to expand its contact center offerings
- Representation of **Prasco** as the divestiture buyer of generic drugs to resolve FTC issues raised by the combination of Pfizer Upjohn and Mylan to form Viatris
- Representation of **Vividion Therapeutics** in its up to \$2 billion sale to Bayer AG
- Representation of **Cornerstone OnDemand**, a global leader in people development solutions, in its acquisition of talent experience solutions competitor Saba Software for \$1.3 billion
- Representation of **TiVo** in its \$3 billion merger with Xperi, creating a top consumer and entertainment technology business and one of the industry's largest intellectual property licensing platforms and also obtaining unconditional clearance in the US and Korea
- Representation of **Forty Seven** in its sale to Gilead for \$4.9 billion, strengthening Gilead's immuno-oncology research and development portfolio
- Representation of **Tableau** in its \$15.7 billion acquisition by Salesforce, combining the world's #1

customer relationship management (CRM) system and #1 analytics platform

- Representation of **ZOLL Medical**, a manufacturer of medical devices, in its acquisition of Cardiac Science Corporation, combining two top manufacturers of automated external defibrillators (AEDs), allowing the firm to place lifesaving technology into the hands of more lay rescuers and first responders during medical emergencies
- Representation of **Abaxis**, a top provider of veterinary point-of-care diagnostic instruments, in its \$2 billion acquisition by Zoetis, a top animal health company with a competitive business, winning unconditional clearance from the FTC and the German competition authority
- Representation of **minuteKEY**, the top supplier of self-service key duplication kiosks, in its sale to Hillman, the top supplier of back-of-store key-cutting equipment, cleared by the FTC after an intense review
- Representation of **BroadSoft Corporation**, a top unified communications as a service (UCaaS) provider, in its \$1.9 billion acquisition by Cisco Systems, a rival UCaaS provider
- Representation of **iCardiac Technologies** in its acquisition by ERT, expanding ERT's portfolio of centralized cardiac safety and respiratory laboratory solutions
- Representation of **ZELTIQ Aesthetics**, a top medical technology company whose flagship CoolSculpting system is the sales leader in the body contouring segment of medical aesthetics, in its \$2.4 billion acquisition by biopharmaceutical manufacturer Allergan, expanding Allergan's global aesthetic business
- Representation of **com Holdings** in its acquisition of the Connect and Piper business units from Icontrol Networks in a transaction that closed without divestitures or restructuring after an eight-month FTC investigation; Megan also successfully defended the company in private litigation seeking to block the merger in the US District Court for the District of New Jersey
- Defense of the **Eastman Kodak Company** against allegations of illegal tying and monopolization in *Collins v. Kodak*, which settled on confidential terms; Megan also was on the team that successfully argued for a new standard for implicit (i.e., noncontractual) tying in the US Court of Appeals for the Sixth Circuit

Recent speaking engagements

- Panelist, "Merger Control: Review of FTC Guidelines & Lessons Learnt From Recent Mergers," 2024 Pharma Law USA Conference (Informa), October 2024
- Faculty, "Interactions With Competitors: Collaboration and Exclusion," Practising Law Institute (PLI) Antitrust Counseling & Compliance program, 2020 – 2024
- Presenter, "Navigating Regulatory Risks in Mergers and Acquisitions: Trends and Insights for Dealmakers," CooleyRx Series, April 2024
- Moderator, "Sanofi/Maze: An A-maze-ing Expansion of the Nascent Competition Doctrine?," American Bar Association, March 2024
- Panelist, "New Merger Guidelines: A Sea Change or Riding the Same Wave," PLI program, March 2024
- Panelist, "Healthcare & Pharmaceuticals Committee: Recent Developments, Q2 2023," American Bar Association, July 2023
- Panelist, "Examining Emerging Competition Issues Involving Digital Health and Virtual Healthcare," American Bar Association, May 2023
- Panelist, "Antitrust Enforcement in the Biden Administration: The Rhetoric, the Record, and Future Priorities," PLI program, September 2022
- Speaker, "Innovation, IP, and Antitrust Tools Reconsidered," The George Washington University and Information Technology and Innovation Foundation (ITIF) Joint Conference on Dynamic Competition and

Public Policy, April 2022

- Faculty, "Introduction to Antitrust," Federal Communications Bar Association (FCBA) Diversity Pipeline Program, March 2022
- Panelist, "Life Sciences in the Antitrust Hot Seat – Trends and Guidance," Cooley Life Sciences & Healthcare Innovation Program, January 2022
- Moderator, "Deal or No Deal? Lessons From Recent Merger Decisions," American Bar Association (ABA) Antitrust Law Section webinar, May 2020
- Panelist, "Antitrust Enforcement in the Time of COVID-19: What You Need to Know," PLI program, April 2020
- Panelist, "US Merger Control in 2020: What You Need to Know," Lexology webinar, January 2020
- Panelist, "Recent Developments in Health Care and Pharmaceuticals Q4 2019," ABA Antitrust Law Section webinar, January 2020
- Moderator, "The Fundamentals of Pricing," ABA Antitrust Law Section webinar, November 2019
- Panelist, "The 2020 Candidates' Views on Competition and Antitrust," ABA Antitrust Law Section webinar, November 2019
- Panelist, "Antitrust and High-Tech in the Spotlight: What Does It All Mean?," PLI program, September 2019
- Panelist, "Antitrust in 2019: Trends and Developments to Watch," PLI program, January 2019

Recent publications

- Co-author, "[United States: Technology Mergers](#)," Global Competition Review, 2024
- Editor, Antitrust Law Developments (Ninth Edition), 2022
- Co-author, "[Biden/Harris Expected to Double Down on Antitrust Enforcement: No 'Trump Card' in the Deck](#)," Concurrences, January 2021

Education

Georgetown University Law Center
JD, 2010

Case Western Reserve University
BS, 2006

Admissions & Credentials

District of Columbia

New York

Rankings & Accolades

Chambers USA: Antitrust – District of Columbia (2022 – 2024)

National Law Journal: DC Rising Star

ABA Top 40 Young Lawyer Award

Super Lawyers Rising Stars: Antitrust

Best Lawyers: Antitrust Law, Ones to Watch

