**SHANKAR NARAYANAN**

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**SUMMARY**

Corporate Development and Strategy professional with 15+ years of experience in M&A and equity financing ($10B+ in transactions, including a multi-billion dollar IPO and a $6B cross-border M&A with a Sovereign Wealth Fund), debt financing, corporate strategy, and technology experience in Fortune 500 companies in the high-tech space.

**EDUCATION**

**THE WHARTON SCHOOL, UNIVERSITY OF PENNSYLVANIA, Philadelphia, PA**

**Master of Business Administration**; Finance; Palmer Scholar (Top 5% of graduating class).

**VIRGINIA POLYTECHNIC INSTITUTE AND STATE UNIVERSITY, Blacksburg, VA**

**Master of Science**; Computer Engineering (Graduated in the top 10 of the Department of Electrical and Computer Engineering graduating class).

**BIRLA INSTITUTE OF TECHNOLOGY & SCIENCE, Pilani, India**

**Bachelor of Engineering (Honors)**; Electrical Engineering (Recipient of Merit Scholarship)

**PROFESSIONAL EXPERIENCE**

**INTERNATIONAL GAME TECHNOLOGY, Las Vegas, NV 2010 - 2012**

**Executive Director (and Interim Head) of Corporate Development and Risk Management**

* Responsible for M&A, divestitures, strategy, risk management, and licensing functions for IGT.
* Led (analysis, negotiations, diligence, definitive agreements, and closing) the following transactions:
  + IGT’s $500M acquisition of DoubleDownInteractive, a social media gaming company.
  + IGT’s acquisition of a small San Francisco based social media gaming company.
* Led the closing of a ~$50M divestiture of Barcrest, a subsidiary of IGT.
* Responsible for running IGT’s annual strategic planning process. Prepared and presented the 2012 strategic plan for the executive management team. Also presented an analysis of ROIC and other efficiency metrics and ways of improving them.

**Management Consultant to the Chief Legal Officer**

• Responsible for advising the CLO on the company’s strategic transactions:

* Prepared a detailed proposal for the Chief Legal Officer on Company’s $100M+ investment in China which was presented to and accepted by the Company’s Board of Directors. Played a key role in executing the proposal and helped the company salvage $70M of its investment in China.

• Responsible for operational improvements in the Chief Legal Officer’s organization.

* Identified and implemented operational improvements that resulted in $10M+ in cost savings per year.

**Management Consultant to the CEO’s Chief of Staff**

• Prepared the CEO’s 100 Day Report to the Board of Directors highlighting key areas of company-wide operational improvements. Rolled out KeyPerformance Indicators (KPIs) and MBOs company-wide.

**ADVANCED MICRO DEVICES, Sunnyvale, CA and Bangalore, India**

**Director, Corporate Development & Strategy (Sunnyvale, CA and Bangalore, India) 2005 - 2010**

Advised executive management on and executed strategic corporate transactions, mergers & acquisitions, divestitures, capital market transactions, investments, and strategic alliances.

• **AMD-India Strategy Head** - Led a team to build a long term strategy and roadmap for AMD-India.

* Rolled out new strategy for AMD’s “distribution” business which, within the first six months, increased sales by nearly 70%.
* Rolled out a university outreach initiative to grow AMD’s market share in the education segment in India.

•  **AMD-US Project Manager for $6B Spinoff**

* Led the project management and execution of AMD’s $6B spinoff of its manufacturing facilities, announced in Oct. 2008 and closed in Q1 2009.
* As key member of a small core team, studied, analyzed, and made recommendations to executive management on changing AMD’s business model from an IDM to a fabless company.

• **AMD-US Core Team Member for $600M Equity Investment** - Was part of a core AMD deal team in the $600M PIPE in AMD by Mubadala, UAE’s sovereign wealth fund.

• **Spansion-US Project Manager for $150M Divestiture** - Led Spansion’s (an AMD subsidiary) $150M divestiture of two large trailing-edge manufacturing fabs in Japan to Fujitsu

* Performed financial modeling of the divestiture and assisted executive management with BOD presentations and winning BOD approval.
* Coordinated and participated in multiple rounds of negotiations with Fujitsu on all aspects of the transaction, including terms and conditions.
* Played an integral role in reviewing and working with counsel on the drafting of the definitive agreements in the transaction.

• **Spansion-US Project Manager of TSMC Agreements** - Led the effort in negotiating and signing two multiple hundred million dollar manufacturing agreements between Spansion and TSMC – the 110nm/200mm foundry agreement and the 90nm/300mm foundry agreement, involving the following: analysis, negotiations, MOU, and Definitive Agreements

**• Spansion-US Team Lead on Convertible Offering -** Led in-house team on Spansion’s $207M convertible note offering to replace Senior Subordinated Notes held by AMD. Evaluated product offerings and pricing from 6 investment banks, modeled the cost of financing of a variety of equity-debt hybrid instruments, and made recommendations to executive management and the Audit Committee of Spansion’s Board on the type of instrument, pricing, size, and timing of offering. Recommendations were accepted and implemented.

• **Spansion-US Architected Business Model Restructuring Document** - Prepared and presented to Spansion’s CFO and EVP of Corporate Development a 60-page document with detailed recommendations for improving Spansion’s operating performance and turning an “economic profit” (ROIC > WACC), including the divestiture of fabs (discussed above). Many of the recommendations were accepted and implemented.

• **Chairman of Spansion’s Risk Management Committee**, a cross-functional advisory body consisting of executives from Corporate Development, Finance, and Legal that helped executive management assess and mitigate risk of all corporate transactions over $5M and / or outside the ordinary course of business.

**Manager, Corporate Development, Sunnyvale, CA 2004-2005**

• **AMD-US Lead Project Manager of $1.4B Spansion Spin Off from AMD**. Made recommendations to Spansion’s senior finance executives on capital structure, and type and size of securities to be offered in the $1.4B IPO. Coordinated key aspects of spinoff:

* Drafting of the S-1, planning corporate restructuring for the subsidiary’s separation from AMD, and negotiations with executives from AMD and Fujitsu (Spansion’s two parent companies).
* Worked extensively with investment banks in assessing capitalization (equity and debt) alternatives for the spinoff.

**TURNSTONE SYSTEMS, Santa Clara, CA**

**Senior Staff Engineer / Project Lead 1999-2002**

• Led the development of server side applications for a network management solution using J2EE Technologies for Turnstone’s Copper CrossConnect DSL Loop Management Platform, CrossWorks.

• Managed the entire project life cycle from specifications to release and deployment.

• Trouble-shot problems customers faced and helped save significant customer-wins.

**CISCO SYSTEMS, San Jose, CA**

**Senior Software Engineer 1998-1999**

• Designed and developed a network management system for clustering for Cisco’s 2900 and 3500 series switches.

* Responsible for all phases of the project life cycle from engineering specifications to design and development. The NMS system was one of the earliest web-based management tools from Cisco, and proved very popular in the marketplace leading to increased sales of the 2900 and 3500 series switches.

**ALTERA CORPORATION, San Jose, CA**

**Senior Design Engineer 1994-1998**

• Designed and developed Altera’s FLEX family of CMOS devices. Responsibilities included transistor level design, layout, HSPICE verification and tape out of new generation devices.

• Designed and developed a full-blown Hardware Description Language (HDL) compiler and Timing Analyzer for Altera’s family of programmable logic devices.

**RECOGNITIONS, AWARDS, OTHER ACTIVITIES**

• Recipient of Executive VP Spotlight Award at AMD for leading the project management of the $6B spinoff.

• Recipient of Executive VP Spotlight Award at Spansion for leading the successful $150M divestiture of two manufacturing fabs.

• Palmer Scholar at the Wharton School – Recipient of the highest academic distinction awarded to MBA graduates at The Wharton School.