



## J. Allen Roberts

Office Managing Shareholder

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Allen Roberts focuses his practice on corporate governance, mergers and acquisitions, and public and private equity and debt offerings.

Mr. Roberts is the office managing shareholder in the Nashville office and a member of the Firm's Corporate Group. He focuses his practice on corporate governance, mergers and acquisitions and public and private equity and debt offerings, including public securities offerings and private placements of convertible debt, preferred stock, common stock, and warrants. Mr. Roberts works with clients across industry sectors including manufacturing, health care, and technology.

Mr. Roberts has extensive experience in representing management and private equity funds in middle market recapitalizations, acquisitions, and divestitures.

### Representative Matters

- Represented VendEngine, Inc. in its \$84 million sale to Tyler Technologies, Inc. (NYSE: TYL).
- Represented the shareholders of CareHere, LLC in its sale to Premise Health.
- Represented Community Health Care Trust (CHCT) in the following:
  - Its initial public offering and concurrent private placement of 7,187,500 common shares with net proceeds of \$127.6 million and listing on the New York Stock Exchange and corresponding syndicated debt facility of up to \$200 million;
  - Its follow-on public offering of 5,175,000 common shares with net proceeds of \$86.8 million, and
  - Its shelf-offering of \$750 million.
- Represented PathGroup, Inc. in a recapitalization transaction with Pritzker Group Private Capital.
- Represented Franklin American Mortgage in the sale of substantially all of its assets to Citizens Financial Group (NYSE: CFG).
- Represented a restaurant franchisee in the \$60 million sale of more than 60 restaurants to a strategic buyer.
- Represented a large Tennessee primary physician practice in a joint venture with a large insurance provider.
- Represented management in a \$260 million recapitalization of a behavioral health company by a private equity fund.
- Represented management in a \$40 million recapitalization of a multifacility behavioral health company with a private equity fund.
- Represented a private equity-backed alcohol and drug treatment company in acquisitions of inpatient and outpatient facilities in multiple jurisdictions.
- Provided counsel to a company in the alcohol and drug treatment industry in connection with a \$55 million private equity investment.
- Provided counsel to a seller in the mineral industry in its \$60 million sale to a strategic buyer.
- Represented a publicly traded company in the hospitality industry in the \$45 million divestiture of certain assets to a privately held affiliate.
- Represented management in a leveraged buyout of a manufacturing company via creation of an Employee Stock Ownership Plan (ESOP) and involving senior and mezzanine financing.
- Served as local counsel for two separate hostile takeover attempts of publicly traded companies.

- Represented a publicly traded financial institution in over 20 acquisitions of other financial institutions and in a \$300 million sale of its credit card portfolio.
- Served as counsel to a retail grocery chain store sold through an auction process to a strategic private equity-owned buyer.
- Represented the majority owner of a major league professional sports franchise in a dispute with a municipality.
- Assisted a seller in the manufacturing industry in the \$60 million sale of a business to a publicly traded company.
- Represented a private equity fund in the acquisitions of companies in manufacturing and food services industries.
- Represented a privately held company in connection with the contribution of Canadian assets to and formation of a Canadian joint venture.
- Represented a closely held heavy equipment company in a \$42 million asset sale to a private equity-backed equipment company.
- Represented a private equity company in making a \$4.4 million investment in an urgent care company.
- Represented a telecommunications software provider in its sale to a foreign investment company.
- Represented a leading recruiting company in its acquisition of an executive search business. The complex transaction included a corporate reorganization and funding from a private investment firm.



## Professional Honors & Activities

- Current President (2024) and Board of Directors Member (2021 – present) – Association for Corporate Growth (ACG) Tennessee
- Member – University of Tennessee College of Medicine Board of Visitors (2024–)
- AV® Preeminent™ Peer Review Rated by Martindale-Hubbell
- Listed in *The Best Lawyers in America*® for Corporate Law (2015 – 2025); Business Organizations (including LLCs and Partnerships) (2017 – 2025); Mergers and Acquisitions (2018 – 2025); Securities/Capital Markets Law (2020 – 2025); Health Care Law (2021 – 2025); Venture Capital Law (2022 – 2025); Securities Regulation (2023 – 2025)
- Named the Best Lawyers® 2025 Business Organizations (including LLCs and Partnerships) "Lawyer of the Year" in Nashville
- Named to *Nashville Post*'s 2024 "In Charge: Legal" List
- Member – Tennessee Bar Association
- Member – American Bar Association (Business Law Section and M&A Jurisprudence, M&A Trends, Negotiated Acquisitions and Private Equity M&A Subcommittees)
- Former Deacon and Elder – First Presbyterian Church, Nashville
  - Former Chair of the Personnel Committee
- Member – American Health Law Association (Behavioral Health Task Force)



## Publications

- "The Presidential Election: Trying to Become Comfortable in an Uncertain Time" (December 2016)



## Speaking Engagements

- "What Companies Should Be Aware of When Entering into Transactions with a Competitor," Tennessee Association for Corporate Counsel meeting (July 2017)
- "Indemnification in Mergers and Acquisitions," Business Law Forum 2017, Tennessee Bar Center (April 2017)
- "The Value That Legal Counsel Brings in a Private Equity Transaction," Private Equity Roundtable, Baker Donelson (April 2017)

- "State of the Middle Market 2016," Private Equity Roundtable, Baker Donelson (October 2016)



## Education

- University of Tennessee College of Law, J.D., 1995
  - Research Editor – *Tennessee Law Review*
  - Recipient – Manier, Herod, Hollabaugh and Smith Scholarship
- Millsaps College, B.B.A. in Business Administration, 1992
  - Member – Beta Gamma Sigma
  - Member – Omicron Delta Kappa



## Admissions

- Tennessee, 1995