



## Drew Yonchak

Shareholder

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Drew Yonchak is a shareholder in the Memphis office of Baker Donelson and a member of the Firm's Corporate Group.

Mr. Yonchak's practice primarily includes the representation of buyers and sellers in public and private mergers, acquisitions, dispositions, and joint ventures across a wide range of industries, including the manufacturing, professional services, retail, food, and technology industries.

Mr. Yonchak also has significant experience representing public companies with general corporate governance and securities compliance matters, including SEC periodic reporting, proxy statement design and proxy solicitations, Section 16 reporting, and NYSE and NASDAQ listing qualifications compliance.

## Representative Matters

### Mergers and Acquisitions

- Represented a medical device manufacturer in connection with its \$200 million sale to a private equity buyer, which included a material equity rollover.
- Represented a NASDAQ-listed technology company with its strategic acquisition of a supply chain software analytics company.
- Represented a family-owned manufacturer in connection with the sale to a private equity buyer.
- Represented a provider of turnkey material handling services in connection with its strategic acquisition of substantially all of the assets of a business engaged in specialty engineering, fabrication and installation of heavy-duty conveyor systems.
- Represented a manufacturer in connection with its sale to an Italian-based strategic buyer. The transaction involved a rollover of management equity.
- Represented the founders of a general practice animal hospital and boarding facility in connection with its sale to a national veterinary practice holding company.
- Represented a private contract food manufacturer in multiple strategic acquisitions.
- Multiple add-on acquisitions by a private prepared foods service company, followed by the divestiture of the company through an auction process.
- Represented a specialty veterinary hospital and emergency veterinary clinic in its sale to a national veterinary network.
- Represented a private tissue regeneration company in its sale to a public company.
- Strategic acquisition by a NASDAQ-listed medical device manufacturer.
- Represented a nationwide crane rental company in a strategic acquisition.
- Strategic acquisitions and dispositions by a NASDAQ-listed diversified industrial manufacturer.
- Sale of two commercial real estate companies to a public company.
- Complex transaction involving the simultaneous sale of the existing business of a pharmaceutical company, its acquisition of a global drug program from one of Germany's largest multinational pharmaceutical companies and the spinoff of its subsidiary to the company's stockholders.
- Sale of a public company through a reverse merger transaction, which involved the preparation and filing of a registration statement on Form S-4, including the proxy statement/prospectus contained therein, the preparation and filing of a resale registration statement on Form S-3 and the issuance of preferred stock and warrants in a pre-closing private placement.

- Successfully represented a restaurant and food distribution business in the sale of a controlling interest in the consolidated enterprise to a private equity buyer. Transaction involved a complex pre-closing restructuring and a rollover of management equity.
- Represented a US-based subsidiary of a publicly traded German software company in connection with its strategic acquisition of a controlling interest of a software service company, with a binding obligation to purchase the remaining interest over the next three years.
- Represented a publicly traded software company in connection with its acquisition of a software as a service (SaaS) startup company specializing in generative artificial intelligence.
- Represented an aerospace industry manufacturer in connection with its multimillion-dollar sale to a private equity group.

### **Corporate Governance and Securities Regulation**

- Regularly counsels public companies on '34 Act reporting compliance and stock exchange listing qualifications.
- Regularly counsels public and private companies on all types of governance policies, procedures, and activities, including special board committee matters.
- Prepared an information statement in connection with the recapitalization of a private laboratory testing services company.
- Represented a public company in connection with an inquiry by FINRA into unusual patterns of trading in advance of a significant public announcement.
- Represented public and private companies on various executive compensation matters, including the design and implementation of long-term incentive plans, employment agreements and executive continuity agreements.
- Advised a public company board of directors in connection with the refreshment of its director slate.
- Represented a publicly traded retailer in connection with the development and implementation of an executive compensation program and new equity incentive plan.
- Regularly counsels public companies on current trends for proxy season, proxy statement design and how to improve shareholder engagement.
- Prepared a definitive merger proxy statement in connection with the \$1.4 billion sale of a public, non-traded REIT.
- Advised a NASDAQ-listed diversified industrial manufacturer on securities compliance matters in connection with two transformative acquisitions.
- Assisted a publicly traded software company in negotiating a reclassification agreement for stock held by the company's founder and former director.

### **Securities Offerings**

- Issuance of \$300 million of high yield senior notes pursuant to Rule 144A/Regulation S by a NASDAQ-listed diversified industrial manufacturer, the proceeds of which were used to fund a transformative acquisition.
- Issuance of \$75 million of subordinated notes by a NASDAQ-listed financial institution.
- Issuance of shares of common stock as merger consideration in connection with a NYSE-listed financial institution's \$80 million acquisition of a non-public bank, which shares were registered on Form S-4.
- Shelf registration of \$300 million of securities by a NASDAQ-listed diversified industrial manufacturer.
- Issuance of \$300 million registered senior notes by a NYSE-listed sports and entertainment company.
- Issuance of \$100 million senior notes in a follow-on offering by a NYSE-listed sports and entertainment company.
- Issuance of \$150 million senior notes by a NYSE-listed sports and entertainment company.
- Issuance of \$130 million of common stock by a NYSE-listed energy company, which included the forward sale of common stock.



## Professional Honors & Activities

- Named a Mid-South Rising Star by *Mid-South Super Lawyers* (2016 – 2019)



## Publications

- "Baker's Dozen – Tips on the Way to the Top," *Women's Initiative Newsletter* (October 2022)



## Education

- University of Georgia School of Law, J.D., 2009, cum laude
- University of Georgia, B.A., 2005, magna cum laude



## Admissions

- Tennessee, 2014
- North Carolina, 2009