

Thomas L. Hanley

Chair, Public Companies

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Thomas focuses his practice on advising public and private companies on corporate and securities law issues, including capital-raising transactions, mergers and acquisitions, corporate governance, SEC compliance and corporate litigation. Tom also counsels management, in-house counsel, boards of directors, board committees and investors on fiduciary duty issues, takeover defense, proxy contests/contested elections and related issues.

Prior to entering private practice, he served as an attorney in the SEC's Division of Corporation Finance, and now serves as a primary liaison between clients and SEC, NYSE and Nasdaq staffs on disclosure, governance, listing and interpretive issues.

RESULTS

Tom has served as:

- IPO and public offering/private placement lead counsel on equity and debt offerings ranging from \$20 million to \$1.2 billion
- issuer's or underwriter's counsel in connection with more than \$8.5 billion in equity and debt offerings
- the lead acquirer's or seller's counsel in M&A transactions ranging from \$20 million to \$8 billion
- the lead acquirer's or seller's counsel in M&A transactions in aggregate value of more than \$11 billion

He has served as counsel in the following public offering and private placement transactions:

- \$500 million securitization of a portfolio of unsecured consumer installment loans for a community banking company
- \$42 million underwritten follow-on offering for a community banking company
- \$90 million underwritten follow-on offering for a community banking company
- \$55 million underwritten senior notes offering for a community banking company
- \$41.3 billion underwritten secondary offering for an information technology company

FOCUS

Regulation & Compliance
Public Companies
Mergers & Acquisitions
Securities Litigation & Enforcement
Corporate & Securities
White-Collar Defense, Internal
Investigations & Corporate Compliance
Special Situations
Investment Management Mergers
& Acquisitions
Alternative Funds
Broker-Dealer

BAR ADMISSIONS

District of Columbia
Maryland
Virginia

EDUCATION

J.D., William & Mary School of Law
M.B.A., *with distinction*, University
of Michigan
B.A., *with distinction*, University
of Virginia



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- \$1.1 billion IPO for an information technology company
- \$330 million IPO for a specialty retailer
- \$272 million underwritten shelf takedown offering for a life sciences company
- \$225 million underwritten follow-on public offering of common stock for a Class I railroad
- \$43 million underwritten follow-on public offering of common stock for a REIT
- \$300 million rule 144A offering of Senior Notes for the Mexican subsidiary of a U.S. railroad holding company
- \$75 million at-the-market and registered direct stock offering for a Class I railroad
- \$200 million Rule 144A offering of Senior Notes for the Mexican subsidiary of a U.S. railroad holding company
- \$190 million Senior Notes offering for a Class I railroad
- \$250 million convertible notes offering for a life sciences company
- \$38 million IPO for a life sciences company
- \$24 million follow-on offering for a specialty chemicals company

Tom has served as counsel in the following mergers and acquisitions transactions:

- **Fountain Life**, an advanced diagnostics and preventative health company, in its acquisition of LifeOmic
- **Pacific Life** in sale of its third-party credit asset management firm, Pacific Asset Management, LLC, which at closing managed over \$20 billion, to Aristotle Capital Management, LLC
- \$66 million acquisition of a community bank by a publicly held bank corporation
- \$49 million acquisition of a leading intelligent energy management company by a private equity firm
- \$8.1 billion, \$400 million, \$175 million, \$90 million, \$38 million and \$30 million acquisitions of publicly held information technology companies by global public companies
- \$38 million “going private” acquisition of a public digital media company by its majority stockholder
- \$400 million acquisition of a publicly held banking corporation by a leading financial services company
- \$490 million acquisition of a publicly held professional services company by a global professional services company



SPEAKING ENGAGEMENTS

- Co-presenter, “Show Me the Money! Significant Developments in Securities and Exchange Commission (SEC) Rules on Capital Raising Transactions,” Association of Corporate Counsel of Greater Philadelphia’s Corporate & Securities Institute
- Moderator, “Best Practices in Corporate Governance, Legal and Accounting Matters,” Marcum MicroCap Conference
- Presenter, “Cigna Health and Life Insurance Company v. Audax Health Solutions, Inc.: Buyers Beware,” The Association of Corporate Counsel, Greater Philadelphia/Delaware Valley Chapter Corporate & Securities CLE Seminar
- Presenter, “The Impact of Recent Case Law Developments on Corporate and Transactional Business Dealings,” Delaware Valley Chapter, The Association of Corporate Counsel (DELVACCA)
- Presenter, “Fundamentals of the Foreign Corrupt Practices Act”
- Presenter, “Crowd Funding: The New Frontier of Micro Finance,” Marcum MicroCap Conference Presenter, “The M&A Symphony: Orchestrating the Deal and Managing the Process,” DELVACCA
- Presenter, “Where Did All the Money Go? The Interplay Among Purchase Price Adjustments, Earnouts and Indemnification Clauses in Acquisition Agreements”
- Presenter, “Public Company Mergers and Acquisitions: Corporate and Securities Law Considerations,” DELVACCA’s Corporate & Securities Law CLE Institute