

Corporate & Transactional

At Roetzel & Andress, we provide comprehensive legal counsel that supports your business from formation and growth to corporate governance and international expansion. Our attorneys are deeply committed to understanding your unique vision and goals, allowing us to offer tailored solutions that address both routine and complex challenges. We partner with a diverse range of clients, including publicly traded companies, closely held and family-owned businesses, private equity investors, nonprofits, and more, across industries such as healthcare, manufacturing, technology, and real estate.



Whether you need strategic advice on mergers and acquisitions and joint ventures, guidance on compliance with evolving regulations, or support with global market entry, our team is equipped to help you navigate every stage of your business journey. We focus on delivering actionable advice that empowers you to make informed decisions and achieve your business objectives in a dynamic and competitive environment.

What We Do

- Advise on entity structure selection
- Manage mergers and acquisitions
- Conduct public and private offerings of debt and equity securities
- Provide finance solutions
- Plan and comply with individual and business tax planning
- Meet disclosure and compliance requirements
- Structure and manage franchising
- Facilitate private placements
- Form joint ventures and strategic alliances
- Ensure securities compliance
- Draft stockholder or member buy/sell or redemption agreements
- Advise boards, directors, and officers on oversight, operational matters, fiduciary duties, compliance, and shareholder relations
- Represent boards or controlling shareholders in minority shareholder rights matters
- Provide ongoing legal advice to integrate internal operational controls and external legal compliance
- Conduct legal audits to review and strengthen preventative legal compliance
- Develop and monitor board committees regularly and manage special projects for management
- Draft and maintain up-to-date charters and policies for boards and committees
- Attend board and committee meetings to advise on governance issues
- Establish foreign operations
- Navigate foreign and international trade zones and tax incentives
- Facilitate business process outsourcing
- Handle international trade documentation, shipping, and logistics
- Negotiate technology transfers and commercialization agreements
- Provide import and export regulation advice
- Develop compliance programs for Foreign Corrupt Practices Act, Anti-Bribery laws, and Office of Foreign Assets Control

- Structure transactions involving foreign direct investment restrictions
- Advise professional practices on the formation of management services organizations (MSOs), including legal MSOs and health care MSOs

Our Experience

- Represent public companies in drafting written charters for their audit, compensation, corporate governance, and nominating committees
- Advise investors and limited liability companies concerning the tax aspects of contributions, dispositions, priority returns, guaranteed payments and distributive shares
- Represented law firm in law firm MSO sale
- Represented public companies in drafting and implementing their corporate governance policies under the NYSE and NASDAQ listing rules
- Represented public companies in drafting and implementing their corporate governance policies under the Sarbanes-Oxley Act
- Represented outside members of board of directors of a privately held company regarding corporate governance issues in light of Sarbanes-Oxley; representation resulted in the termination of the chief executive officer
- Represented a public company's board of directors with regard to establishing a procedure to deal with a potential conflict of interest situation and breach of its code of conduct by one of its board members
- Represented public companies in dealing with dissident shareholders and shareholder proposals
- Represented a corporation and its board of directors in connection with relationship with shareholder holding 30% of outstanding voting stock, including oversight of cumulative voting process; advised corporation during period of approximately eight years of discord between majority ownership group and minority shareholder, including successful defense of two lawsuits commenced by minority shareholder; ultimately negotiated agreement for purchase of stock of the minority shareholder
- Represented shareholders asserting cumulative voting rights and development of strategies for election of directors
- Represented a public company in establishing a procedure to provide for the confidential voting by board members on certain conflict matters
- Represented a publicly held transportation company in the following matters: \$150 million private placement of Series A Convertible Preferred Stock and Warrants to a private equity fund in a change of control transaction; \$17 million strategic acquisition of the assets of a competing company; listing on the NYSE MKT Exchange; and '34 Act periodic reporting on Forms 10-K, 10-Q, 8-K, etc.
- Represented a domestic specialty baked goods company in a \$135 million recapitalization and related stock acquisitions
- Represented an Ohio-based telecommunications company in a \$110 million stock sale
- Represented public company buyer in a \$260 million stock-for-stock acquisition on a Form S-4 Registration and Proxy Statement
- Represented public bank holding company buyer in a \$275 million stock-for-stock acquisition of a savings and loan holding company with a Form S-4 Registration and Proxy Statement
- Represented public company's venture capital subsidiary in numerous Series A through D preferred stock purchases in R&D entities (\$25 million)
- Represented a privately held company that acquired a \$2.4 million equity position in a Chinese entity
- Represented a privately held company that acquired a \$1 million equity position in a Brazilian entity
- Represented a privately held Brazilian-based company in a \$33 million sale to a United Kingdom-based company
- Represented a U.S. public company in the compliance of issuing stock options and the exercise thereof to employees resident in foreign countries
- Represented international medical device manufacturer and distributor in acquisition of stock of tax exempt manufacturing facility in Puerto Rico, including complex restructuring of target-company prior to acquisition