



MICHAEL S. JEFFERIES

PARTNER

St. Louis, MO

314.552.6656

mjefferies@atllp.com



Michael works with clients across multiple industries on matters related to business operations and growth. His practice is primarily focused on mergers and acquisitions and other corporate development transactions.

Michael partners with clients through all phases of the purchase and sale of businesses and assets, and other corporate growth and development projects. This work includes pre-transaction planning and structuring, due diligence, deal and information management, preparation and negotiation of purchase and other transaction agreements, closings, post-closing matters, and business integration. He leads transactions involving equity and assets, mergers, venture capital, private equity and bank financings, joint ventures, and corporate reorganizations and restructurings. Michael's experience extends to the purchase of assets and businesses through managed sales as well as in bankruptcy, receivership and other distressed situations.

Michael's transaction experience includes working with private and public company clients across the U.S. and internationally in numerous and varied industries. Some of the industries in which Michael has completed transactions include power generation, HVAC, geotextiles, vehicles and automotive, human and animal health, food, OTC pharmaceuticals, technology and software development, Internet publishing, general manufacturing, distribution and retail. During his career, Michael has served as lead counsel in M&A transactions with total deal values in excess of \$2.0 billion.

In connection with his M&A practice, Michael has experience with the use and structuring of representations and warranties insurance, and has worked with various insurance brokers to place and negotiate these policies. Michael also has experience representing clients involved in post-closing transaction disputes, including those relating to working capital, purchase price adjustments and indemnification claims.

In addition to his M&A practice, Michael also provides advice on general corporate, commercial contract, real estate and loan matters. He assists with the formation and structuring of limited liability entities, including shareholder, buy/sell and operating agreements between owners and investors, and routinely works with clients to structure purchasing, supply, manufacturing, leasing, licensing, employment and consulting agreements, as well as agreements to protect key client assets and information.

For the firm, Michael serves as the chair of the firm's Technology Committee and is an active member of the firm's Compensation and Opinion Letter Committees. Michael previously served on the firm's Strategic Planning, Alumni and Wellness Committees, as

SERVICES AND INDUSTRIES

Mergers and Acquisitions

Corporate

Real Estate

Emerging Companies

Manufacturing and Innovation

Private Equity and Venture

Capital

Commercial

ADMISSIONS

Missouri

Illinois

well as the firm's COVID-19 Response Task Force. He is also active in associate mentoring and development.

EDUCATION

- Indiana University School of Law (J.D., *cum laude*, 1997)
 - Indiana Law Journal (Editorial Board)
- Miami University - Oxford, Ohio (B.A., *Dean's List*, 1994)
 - Political Science
 - President's List

PROFESSIONAL ACTIVITIES

- The Missouri Bar
- Illinois State Bar Association
- Armstrong Teasdale Technology Committee (Chair), Compensation Committee, Opinion Letter Committee, Alumni Committee and Wellness Committee

CHARITABLE AND CIVIC INVOLVEMENT

- United Way of Greater St. Louis (Employee Campaign—St. Louis Office Chair, 2008; Co-Chair, 2007, Committee Member, 2004-2006)
- Rebuilding Together Day (2005)

ACCOLADES

- *Best M&A Provider*, St. Louis Small Business Monthly (2018)
- *The Best Lawyers in America*®; Corporate Law (2017-present)
- *BTI Client Service All-Star* (2016-present), *MVP* (2017), The BTI Consulting Group

EXPERIENCE

Cross-Border Transactions for Holding Company and Primary Portfolio Company

Completed a series of four complex, multimillion-dollar transactions in the U.S. and U.K. on behalf of a holding company and its primary portfolio company. In addition to traditional M&A aspects, our team provided guidance on related real estate, environmental, employment, benefits, immigration and international factors. Two of the four transactions closed on the same day on two different continents.

\$20 Million Acquisition of Industrial Chemicals Company

Represented privately held company in \$20 million equity purchase of an industrial chemicals company.

\$290 Million Sale of Contract Packager

Represented privately held company in \$290 million managed equity sale of contract packager to international strategic purchaser, including rollover investment.

Multi-Step Reorganization and Equity Investment for Real Estate Developer

Represented privately held real estate investment and development firm in multi-step holding company reorganization, with follow-on equity investment by international strategic investor.

\$34 Million Sale of Manufacturing Business

Represented privately held company in \$34 million equity sale of exhaust component manufacturer to strategic investor, including rollover investment.

Structured Multimillion-Dollar, Multi-Year Sponsored Research Program and Joint Venture for Health Care Client

Structured a multimillion-dollar, multi-year sponsored research program and related joint venture between a health care client and a leading research university. Structured budgeting and oversight mechanisms for research funding; structured LLC joint venture (JV) entity and related governance matters; completed licensing agreements and conducted analysis related to JV intellectual property ownership; all enabling future commercialization of intellectual property developed from funded research.

\$25 Million Sale of OTC Pharmaceutical Manufacturing Assets

Represented large, privately held client in \$25 million asset sale of over-the-counter pharmaceutical manufacturing business and supplier to major nutraceutical, pharmaceutical and food brands.

\$83 Million Equity Purchase for Manufacturing Client

Represented manufacturer in \$83 million equity purchase of hydraulic lift component manufacturing company.

\$1.15 Billion Divestiture of Animal Health Product Lines

Company counsel for simultaneous completion of more than \$1.15 billion in sales of animal health product lines pursuant to an FTC-mandated divestiture.

\$30 Million Convertible Loan for Health Care Company

Represented a health care company in a \$30 million convertible loan with warrants and equity features, to community care organization / HMO.

\$56 Million Equity Purchase of Controlling Interest in Pharmacy

Represented health care company in \$56 million equity purchase of 80 percent controlling interest in multi-state wholesale and mail-order retail pharmacy.

\$65 Million Asset and Equity Purchase of Multiple Geotextile Businesses

Represented manufacturer in \$65 million asset and equity purchase of multiple geotextile distribution businesses.

\$78 Million Equity Purchase of Drivetrain Manufacturer

Represented large, privately held client in \$78 million managed sale equity purchase of manufacturer of high-precision, custom-engineered drivetrain components for off-road vehicles.

\$75 Million Asset Sale of Wireless Phone Retail Locations

Represented telecommunications client in \$75 million asset sale of wireless phone retail locations.

\$87 Million Equity Sale for Manufacturing Client

Represented manufacturer in \$87 million equity sale of manufacturer and distributor of hydraulic drive components.

\$28 Million Influencer Acquisition

Represented online media company in its \$28 million acquisition of a social media platform's "influencer" traffic manager.

\$28 Million Restructuring and Managed Sale

Represented manufacturer in \$28 million internal restructuring and subsequent managed sale of a manufacturer of specialty and fabricated tube in the automotive industry.

\$140 Million Managed Sale Merger Acquisition of Manufacturer and Distributor

Represented diversified global supplier in \$140 million managed sale merger acquisition of a manufacturer and distributor of HVAC sheet metal products.

\$32 Million Merger Acquisition of Health Care Tech and Services Provider

Represented health care company in \$32 million merger acquisition of health care technology and services provider, following the client's prior convertible debt investment in the target company.

\$38 Million Asset Purchase for Diversified Global Supplier

Represented diversified global supplier in \$38 million asset purchase of manufacturer of commercial/industrial scale HVAC and air handling systems.

\$168 Million Sale for Public Utility

Represented public utility company in \$168 million managed sale disposition of electric generation facilities.

\$188 Million Managed Sale Acquisition of Aerospace Industry Manufacturer

Represented manufacturer in \$188 million managed sale acquisition of aerospace tubing manufacturer.

\$290 Million Asset Purchase of Electric Generation Facilities

Represented public utility company in \$290 million asset purchase of electric generation facilities.