



## PHILIP G. LOUIS, JR.

### PARTNER

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Phil Louis, a partner in Armstrong Teasdale's Corporate Services practice group, primarily focuses on mergers and acquisitions, antitrust and financing matters and also the relationship among owners of businesses. Phil's past roles as a litigator, tax attorney, vice chair of the firm's banking department and practicing CPA in tax and auditing provide him with a wide range of experience. This background enhances his corporate practice and benefits the clients he advises and represents.

In the case of Phil's mergers and acquisitions practice, he primarily represents acquirers but also has extensive experience on the divestiture side of transactions. The matters Phil handles involve stock purchases and sales, asset acquisitions and sales, mergers, consolidations and joint ventures. This area of Phil's practice includes handling antitrust premerger notifications to the Federal Trade Commission and the Department of Justice as required by the Hart-Scott-Rodino Antitrust Act. Many of Phil's clients are from the correctional, consumer products and services, lodging and manufacturing industries.

Phil's practice also involves a wide range of antitrust counseling. In addition to premerger notifications, Phil advises clients about a variety of antitrust issues, including discriminatory, predatory, resale and other pricing issues, exclusivity arrangements and collaborations. Phil has also coordinated global antitrust matters on behalf of clients with the help of a network of outstanding law firms associated with Armstrong Teasdale.

With regard to Phil's financing practice, he is involved in representing primarily clients seeking funding through a wide array of transactions including traditional credit facilities but also sale and leaseback transactions and equity financings.

Phil has handled a wide range of matters involving the owners of businesses. This area of practice includes the negotiation and development of contractual arrangements among owners and resolving owner disputes.

### EDUCATION

- Saint Louis University School of Law (J.D., 1983)
- University of Missouri (B.S., 1977)

### PROFESSIONAL ACTIVITIES

- New York State Bar

### SERVICES AND INDUSTRIES

Antitrust and Trade Practices  
Corporate  
Financial Services  
Mergers and Acquisitions  
Franchising and Distribution  
Agribusiness and Food  
Private Equity and Venture  
Capital

### ADMISSIONS

New York  
Illinois  
Missouri

- Illinois State Bar
- The Missouri Bar

#### **CHARITABLE AND CIVIC INVOLVEMENT**

- The Little Bit Foundation (Past Board Member and President)
- Lydia's House (Past Board Member and President)
- Sherwood Forest Camp (Past Board Member and President)
- St. Louis Urban Debate League (Board Member and Treasurer)
- 2016 U.S. Senior Amateur Championship (Executive Committee)
- 2009 U.S. Women's Amateur Championship (Executive Committee)

#### **ACCOLADES**

- *Missouri/Kansas Super Lawyer® / Super Lawyers® Business Edition* (2005, 2009-present)
- AV® Peer Review Rated, *Martindale-Hubbell*

#### **BACKGROUND**

Before entering law school in 1980, Phil practiced as a certified public accountant in auditing and tax. Upon graduation from law school in 1983, he commenced employment as a law clerk at the Missouri Court of Appeals, Eastern District. In 1984, he joined the law firm of Shepherd, Sandberg and Phoenix (now Sandberg, Phoenix and von Gontard), a defense litigation firm, where he primarily handled commercial, products liability and medical malpractice litigation matters.

## **EXPERIENCE**

#### **\$110 Million Insurance Brokerage Acquisition**

Represented acquired person in \$110 million acquisition in the insurance broker industry.

#### **\$81 Million Plastics Industry Acquisition**

Represented the acquiring company in an \$81 million acquisition in the plastics industry.

#### **\$80 Million Financing**

Represented closely held business operating in the gaming industry with respect to an \$80 million credit facility established to fund major improvements.

#### **\$55 Million Sale of Advertising Company**

\$55 million sale of advertising company to public company. The asset sale transaction involved the sale of rights in over 400 locations in four states, the transfer of over 1,000 advertising contracts, and the sale of two commercial buildings. The team helped the client navigate various corporate governance issues and achieve its goal of selling the business.

#### **Multimillion-Dollar Sale of Family Pharmacy**

Represented a family pharmacy that specialized in compounding, human fertility drugs

and hormone replacement therapy. The buyer's tax structure required us to complete a tax-free reorganization of the client's business prior to closing. The transaction also involved complicated tax and dividend issues regarding the majority shareholder's redemption of shares in the holding company that owned the pharmacy prior to closing.

#### **International Divestiture for Diversified Private Client**

Represented diversified private company in a multimillion-dollar divestiture of its travel gear distribution business. This transaction involved lengthy negotiations with an overseas buyer and allowed our client to achieve its goal of exiting the travel gear business to further focus on its unrelated core business.

#### **\$850 Million Pet Food Industry Reorganization**

Represented acquiring and acquired persons in an \$850 million reorganization in the pet food industry.

#### **Multimillion-Dollar Deal in Client's First International Expansion**

Represented a client that heat treats metal parts for general manufacturers, including those in the automotive and aircraft industries, in its first international expansion. The deal included providing assistance with a long term supply arrangement with an European equipment manufacturer as well as a long-term facility lease and construction agreements; retaining local counsel in Mexico; setting up foreign subsidiaries and adding a new U.S. subsidiary; as well as handling associated intellectual property, real estate and tax issues.

#### **\$111 Million Construction Industry Acquisition**

Represented acquired persons in a \$111 million acquisition in the construction industry involving industrial building, pipelines, and power and communication lines.

#### **\$300,000 Million Financing**

Represented closely held business in structuring its credit arrangements through a credit facility with a consortium of U.S. financial institutions and handled the private placement of debt securities with an international insurance company and its affiliates.

#### **East Coast Family Office Representation**

Represented an East Coast family office operation in numerous investment-related matters, including investment in a nationwide consumer products enterprise; co-investment in a casual dining operation with locations throughout the Southwest; and development of family office ownership and management structure.

#### **Multibillion-Dollar Restructuring**

Led a team in the complete internal ownership restructuring of seven related enterprises which manufacture and distribute retail products throughout the U.S. having an enterprise value of \$3+ billion. Project included compliance with securities laws, three pre-merger filings with the Federal Trade Commission, 11 merger filings in four states, and complete restatements of organizational documents (articles of incorporation, bylaws and shareholders' agreement).

#### **\$300 Million Health Care Finance Acquisition**

Represented a company in the health care finance industry acquired in a \$300 million transaction.

#### **\$90 Million Plastics Industry Acquisition**

Represented acquiring person in a \$90 million acquisition in the electrical and electronic fabricated plastics industry.

### **\$300 Million Medical Device Industry Acquisition**

Represented a public company in the medical device industry acquired in a \$300 million transaction.

### **\$150 Million Consumer Food and Beverage Industry Acquisition**

Represented acquired person in \$150 million acquisition in the consumer food and beverage industry.

### **\$300 Million Divestiture of Financial Services Company**

Represented a private equity fund in a nearly \$300 million divestiture of a financial services company specializing in the health care industry. This transaction involved lengthy negotiations with an NYSE-listed buyer expanding in the market, and allowed the fund to exceed its required rate of return on its investment.

### **Acquisitions in Health Care Field for Private Equity Fund**

Represented a private equity fund in nine acquisitions of health care accounts receivables management and Medicaid eligibility companies with locations nationwide. These acquisitions involved related credit facility negotiations. As a result of these acquisitions, the private equity fund was able to achieve its roll-up strategy in the industry.

## **THOUGHT LEADERSHIP**

March-April 2020

### **The Verdict on the Business Judgment Rule**

Journal of the Missouri Bar, Vol. 76, No. 2

2001-2018

### **Supplements to Missouri Practice, Business Organizations**

West Publishing

August 24, 2015

### **Courts Impose Breach of Fiduciary Duty Penalties on Officers, Directors**

2011 Edition

### **Business Due Diligence Strategies**

Aspatore Books, Thomson Reuters

2000

### **Missouri Practice, Business Organizations**

West Publishing

Summer 1989

### **Boardroom Decisions: The Rule of Business Judgment**

St. Louis Bar Journal