



## Matthew Stuart Miller

### Partner

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## OVERVIEW

Matthew Stuart Miller (Matt) is a nationally recognized attorney and legal advisor to businesses and health care companies. As a partner, Matt focuses on mergers and acquisitions, private equity transactions, and general corporate law.

Matt has been repeatedly honored as a leader in his field. He was named as one of Bloomberg Law's 40 Under 40, recognizing the nation's most accomplished legal minds. He has also been consistently recognized in *The Best Lawyers in America*®. Throughout his career, Matt has overseen transactions ranging from US\$100 million to over US\$1 billion. He has successfully negotiated and closed over 100 deals for some of the largest public and private companies in the world.

His clients include private equity investors, physician and dental practices, hospital systems, sports and wellness companies, and business owners. He has significant experience in mergers and acquisitions, private equity, joint ventures, debt and equity financings, recapitalizations, reorganizations, MSO/DSO formations, due diligence, and commercial agreements. He frequently functions as outside general counsel to privately held companies seeking legal guidance regarding business law, corporate governance, commercial contracts, dispute resolution, securities law, and legal compliance.

Matt is a frequent author and speaker on legal issues affecting the business and health care community. His commentary has appeared in publications such as *Bloomberg Law*, *Law360*, and the *Nashville Business Journal*. Matt is on a mission to help his clients understand the details and successfully close every deal.

## PROFESSIONAL BACKGROUND

Prior to practicing law, Matt served as a lieutenant with the US Navy, where he served for 8 years on active and reserve duty.

Following law school, he clerked for the Honorable Helen E. Hoens of the New Jersey Supreme Court.

In addition to his full-time corporate practice, Matt chairs the firm's Nashville Pro Bono Committee, which provides nearly 1,000 hours of pro bono legal services each year.

## ACHIEVEMENTS

- Honoree, *Bloomberg Law*, "The 40 Under 40," Third Annual Edition, 2023
- Recognized in *The Best Lawyers in America*® for Health Care Law in Nashville, 2023-2024
- Archibald F. Murray, Public Service Award

## PROFESSIONAL / CIVIC ACTIVITIES

- Member, Association for Corporate Growth (Tennessee)
- Member, Leadership Health Care - NHCC
- Member, American Health Lawyers Association
- Legal Advisory Board Member, The Beacon Center of Tennessee

## EDUCATION

- J.D., Fordham University School of Law
- B.S., United States Merchant Marine Academy

## ADMISSIONS

- Bar of New Jersey
- Bar of New York
- Bar of Tennessee

## THOUGHT LEADERSHIP POWERED BY HUB

- 18 August 2023, July 2023 Accolades
- 6 April 2023, New York Bill Proposes to Subject Certain Health Care Transactions to Regulatory Approval by the State
- 4 August 2022, Beyond a Reasonable DAOubt: Tennessee's Limited Liability Statute for Decentralized Autonomous Organizations (DAOs)
- 20 January 2022, SEC Evaluates Changes to its Investor Counting Rules Potentially Forcing Large Private Companies into the Public Reporting Regime
- 21 April 2021, Illumina: The Holy Grail of Issues for Certain Companies Considering a Spinoff

## NEWS & EVENTS

- 18 August 2022, More Than 350 K&L Gates Lawyers Named Among 2023 Best Lawyers in America, Ones to Watch
- 18 March 2021, K&L Gates Adds Health Care Partner, Additional Associates to New Nashville Office

## MEDIA MENTIONS

- Quoted, "Exploring the landscape of private equity in Nashville's thriving market," *Nashville Business Journal*, 1 September 2023
- Mentioned, "40 Outstanding Lawyers Under 40 Recognized By Bloomberg Law," *Bloomberg Law*, 27 July 2023
- Mentioned, "A Conversation with K&L Gates on Nashville's evolving role as a health care industry hub," *Nashville Business Journal*, 1 June 2023
- Quoted, "SEC Could Pull More 'Unicorns' Into Public Reporting Regime," *Law360*, 28 January 2022

## AREAS OF FOCUS

- Health Care and FDA
- Emerging Growth and Venture Capital
- Mergers and Acquisitions
- Private Equity Transactions

## INDUSTRIES

- Consumer Products
- Financial Services
- Private Equity
- Sports
- Transportation and Logistics

## REPRESENTATIVE EXPERIENCE

### Mergers and Acquisitions

- Representation of Heimerle + Meule GmbH Group, part of the international L. Possehl & Co. mbH Group, on the acquisition of all shares in the international Royal United Mint Group from the Belgian Heylen Group.

Royal United Mint is the world's second largest private industrial holding company in the production of coins used for currency.

- Representation of portfolio company of one the largest multinational conglomerate holding companies focusing on orthopedic and other medical device solutions in the acquisition of manufacturer of upper-extremity surgical solutions company.
- Representation of Pennsylvania-based private equity fund in the acquisition of two medspa platforms in Michigan and Florida.
- Representation of leading health systems in Colorado, Georgia, Mississippi, Tennessee, Georgia, and Louisiana in ambulatory surgery center acquisitions and physician syndications.
- Representation of leading middle-market private equity group in multiple stock and asset acquisitions of gastroenterology practices and ambulatory surgery centers.
- Representation of Kentucky-based physical therapy practice in sale to private equity, including negotiations regarding equity rollover, joint venture, and seller financing.
- Representation of Tennessee-based hospital system in the acquisition of urgent care clinics in Tennessee and Kentucky.
- Representation of Tennessee-based hospital system in acquisition and reorganization of multiple rehabilitation and behavioral health businesses.
- Representation of Texas-based private equity firm in the acquisition of two health care technology companies providing secure, health care data-archiving solutions, risk mitigation, regulatory compliance, and related services.
- Representation of Michigan-based artificial intelligence-enabled precision medicine company in corporate reorganization of radio-oncology practice and formation of management services organization.
- Representation of national provider of clinical trial services in its acquisition of a private neurological and sleep wellness practice in Florida.
- Representation of private equity company in stock and rollover acquisition of technology-enabled sales and marketing firm focused on the automotive and power sports industry, including structuring and implementation of revenue and milestone-based earnouts.
- Representation of specialty pharmaceutical company in acquisition by private equity firm.
- Representation of auto parts specialty manufacturer and distributor in strategic carve out sale.
- Representation of France-based strategic buyer of foldable carton and packaging companies in acquisition of privately held California company.
- Representation of New York-based investment fund in acquisition and storage of whiskey barrels, including review of investment agreement and feeder fund formation.

## **Corporate, Emerging Growth, and Venture Capital**

- Representation of US-based venture capital fund in leading Series A investment of medical device company based in Israel.
- Representation of manufacturer and distributor of implantable and programmable intrathecal pumps in Series AA financing and recapitalization.
- Representation of life sciences CRISPR technology company in Series A financing and follow-on secured convertible note financing.
- Representation of health care venture capital fund in Series Seed investment in meditation and wellness technology company.
- Representation of China-based computer-assisted radiology and surgical solutions company in Series F preferred stock financing.
- Representation of France-based sports and media conglomerate in multiple simultaneous mergers and cross-border reorganization.
- Representation of group of investors in private placement and franchise negotiations involving two USL expansion teams.
- Representation of innovative basketball league in Series A preferred stock financing led by New York-based venture capital fund.
- Representation of elite professional NBA player in minority equity investment in MLS soccer team.

### **Other Notable Transactions**

- Pro-bono representation of nonprofit community mental health center located in Bayonne, New Jersey, in its liquidation and sale of all its assets and real property to a leading regional medical center.