



## James S. Bruce

### Partner

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## OVERVIEW

Jamie Bruce represents clients in mergers and acquisitions, joint ventures and other business transactions. He advises Fortune 500 companies as well as middle-market and emerging growth companies in a broad range of industries, including aerospace, paper and packaging, technology, distribution, resort, hospitality and leisure, retail, transportation and logistics, healthcare and media. Jamie also represents private equity sponsors, corporate strategic investors and distressed company investors.

Jamie regularly advises clients in the following areas:

- Stock and asset acquisitions and dispositions, mergers and other similar transactions for both public and private companies;
- Private equity and venture capital financings;
- Joint ventures and strategic alliances;
- Distressed debt acquisitions and dispositions;
- Structuring and documenting resort communities, including joint venture agreements, development agreements, amenity treaties, hotel agreements, and golf agreements;
- Corporate recapitalizations, reorganizations and restructurings; and
- General corporate and commercial matters, including contract negotiation and the formation and capitalization of corporations, limited liability companies, and partnerships.

## PROFESSIONAL BACKGROUND

Prior to joining the firm, Jamie practiced corporate and M&A law with firms in Atlanta and Charleston.

## ACHIEVEMENTS

- *Chambers USA: America's Leading Lawyers in Corporate / Mergers & Acquisitions Law*, 2011 – 2022

- *Best Lawyers in America*, Corporate Law, 2013 – 2022
- *Best Lawyers in America* Lawyer of the Year in Corporate Law, 2021
- Martindale-Hubbell, AV Preeminent Peer Review Rating, 2013 – 2022
- Recognized for superior client service in the 2015 BTI Client Services All-Stars report
- Atlanta Magazine's "Rising Stars" in the legal profession, 2005

## PROFESSIONAL / CIVIC ACTIVITIES

- Leadership Charleston, Class of 2008
- Charleston County Bar Association

## SPEAKING ENGAGEMENTS

- "Triaging M&A Deal Disruptions During the Pandemic - How to Assess and Mitigate M&A Risks in the Wake of the Coronavirus," Teleconference sponsored by National Business Institute (NBI), April 9, 2020
- "New Times, sans Times New Roman and the Ongoing Evolution of Contracts in the New Decade," Presentation at the Association of Corporate Counsel - South Carolina Winter Meeting, February 28, 2020
- "Buying and Selling a Business - Financing Debt and Equity: Overcoming Obstacles," Seminar sponsored by National Business Institute (NBI), February 19, 2020
- "Buying and Selling a Business - Letters of Intent / Term Sheets: Structuring, Drafting and Negotiating," Seminar sponsored by National Business Institute (NBI), February 19, 2020
- "Handling the Sale of a Business – Traditional and Alternative Financing Options," Seminar sponsored by National Business Institute (NBI), February 22, 2019
- "Letters of Intent in Mergers & Acquisitions: Practical Tips for Negotiating (and Preparing)," Teleconference sponsored by National Business Institute (NBI) and West Legal Network, August 7, 2018
- "Buying and Selling a Business: Start-to-Finish – Pre-Closing, Closing and Post-Closing Considerations and Checklists," Seminar sponsored by National Business Institute (NBI), February 9, 2018
- "Buying and Selling a Business: Start-to-Finish – Letters of Intent / Term Sheets: Structuring, Drafting and Negotiating," Seminar sponsored by National Business Institute (NBI), February 9, 2018
- "Handling the Sale of a Business – Traditional and Alternative Financing Options," Seminar sponsored by National Business Institute (NBI), February 7, 2017
- "Understanding and Managing Risk in Cross-Border M&A Transactions," Presentation to Association of Corporate Counsel, February 25, 2015

## EDUCATION

- J.D., Georgetown University Law Center, 1998
- B.A., Washington and Lee University, 1992

## ADMISSIONS

- Bar of Georgia
- Bar of South Carolina

## THOUGHT LEADERSHIP POWERED BY HUB

- August 2021, August 2021 Accolades
- 19 May 2020, Court of Chancery Defers to Board of Director's Business Judgment in Response to Stockholder's Dividend Demand
- 18 December 2018, Possibility Of Wrongdoing Constitutes Proper Purpose In Section 220 Proceeding
- 30 April 2018, Chancery Court Limits Access to Books and Records Based on Stockholder's Failure to State Purpose in Section 220 Demand
- 22 March 2016, Chancery Court Grants in Part and Denies in Part a Motion to Dismiss in Fraud and Earnout Dispute

## NEWS & EVENTS

- 1 June 2023, K&L Gates Receives Firm, Individual Rankings in 2023 *Chambers USA* Guide
- 18 August 2022, More Than 350 K&L Gates Lawyers Named Among 2023 Best Lawyers in America, Ones to Watch
- 1 June 2022, K&L Gates Receives Firm, Individual Rankings in 2022 *Chambers USA* Guide
- 19 August 2021, Nearly 300 K&L Gates Lawyers Named Among 2022 Best Lawyers in America, Ones to Watch
- 24 May 2021, Chambers USA 2021 Guide Recognizes K&L Gates Corporate Practice, Lawyers Among Leaders
- 23 April 2020, K&L Gates, Lawyers Recognized in 2020 Chambers USA Guide
- 27 August 2019, K&L Gates Advises Kaman Corporation on \$700 Million Sale of Distribution Segment
- 26 April 2019, Chambers USA 2019 Guide Ranks K&L Gates, Lawyers Among Leaders
- 23 June 2016, K&L Gates, Lawyers Recognized as Leaders in Chambers USA 2016 Guide

- 20 May 2015, Chambers USA 2015 Guide Recognizes K&L Gates, Lawyers as Industry Leaders

## MEDIA MENTIONS

- "Kaman to Buy Parker's Aircraft Wheel & Brake Division for \$440M; Ian Walsh Quoted," *Law360*, *GovConWire.com*, *HartfordBusiness.com*, *FactSetFlashwire.com*, and *M&A Navigator*, 23 May 2022

## AREAS OF FOCUS

- Mergers and Acquisitions
- Emerging Growth and Venture Capital
- Private Equity Transactions
- Renewables

## INDUSTRIES

- Aviation
- Consumer Products
- Financial Services
- Luxury Products and Fashion
- Private Equity
- Resort, Hospitality, and Leisure
- Transportation and Logistics

## REPRESENTATIVE EXPERIENCE

- Represented Kaman Corporation (NYSE: KAMN) in its acquisition of the Aircraft Wheel & Brake Division (AWB) of Parker-Hannifin Corporation.
- Represented Kaman Corporation in connection with the \$700 million sale of its distribution business to Littlejohn & Co.
- Represented one of the nation's largest independent ambulatory infusion center operators in connection with its recapitalization by a private equity investment firm
- Represented a publicly traded aerospace company in connection with the sale of its tooling business in the United Kingdom

- Represented a publicly traded aerospace company in connection with acquisition of a German bearings manufacturer
- Represented a publicly traded paper and packaging company in connection with the \$730 million carve-out divestiture of its building products business
- Represented a private equity sponsor in connection with the formation of a multi-family real estate fund and related acquisitions
- Represented a South Korean chemical and fiber materials company in connection with the formation of a joint venture in the United States
- Represented a publicly traded industrial distribution company in connection with the acquisition of a distributor of fluid power products including hydraulic hoses, fittings, pumps, motors, valves and machine controls
- Represented Charleston, SC-based startup in connection with seed financing
- Represented a publicly traded aerospace company in connection with the acquisition of an aftermarket supplier to the commercial aerospace MRO sector
- Represented a publicly traded industrial distribution company in connection with the acquisition of a distributor of fluid power components and systems
- Represented a publicly traded aerospace company in connection with the acquisition of corporate aircraft
- Represented a publicly traded international apparel design, sourcing and marketing company in the acquisition of a portfolio of stores
- Represented a provider of youth sports camps and training programs in its sale to a global provider of sports technology
- Represented a publicly traded industrial distribution company in connection with the acquisition of a distributor of products used in electrical power, automation, process controls, HVAC, water and communications applications
- Represented a publicly traded industrial distribution company in connection with the acquisition of a fluid connector distributor
- Represented a publicly traded industrial distribution company in connection with the acquisition of a distributor of hydraulic hose, fittings, adapters, couplers and industrial hoses to a diverse group of industries such as the metals, agricultural, industrial machinery and equipment industries
- Represented a publicly traded industrial distribution company in connection with the acquisition of a distributor of mechanical power transmission equipment, bearings and electric automation systems as well as a designer and fabricator of specialized gearing products to industries, such as food, packaging, material handling, and general machinery.
- Represented a publicly traded paper and packaging company in connection with the acquisition of a sheet manufacturer

- Represented a publicly traded paper and packaging company in connection with the cross border sale of a specialty packaging business involving operations in ten countries
- Represented a private equity sponsor in connection with the acquisition of distressed debt secured by resort assets
- Represented a global information technology company in connection with the formation of a \$600 million joint venture for the delivery of outsourcing services
- Represented multiple venture capital firms in connection with preferred stock investments
- Represented a resort development company in connection with its development of a resort in St. Kitts, including the negotiation of its joint venture agreement, negotiation of a development agreement with the government of St. Kitts, and other corporate an
- Represented a retailer in connection with its \$622 million acquisition of two department store chains
- Represented a publicly traded transportation and logistics company in the sale of its aviation technology subsidiary
- Represented a real estate development company in connection with the sale of its interest in a technology and interactive entertainment business
- Represented a publicly traded beverage company in connection with the formation of a joint venture and other matters
- Represented a hospitality company in the acquisition of a resort in South Carolina
- Represented a real estate development company in connection with the formation of several joint ventures with respect to new real estate developments
- Represented global provider of biological products and technologies in the \$205 million acquisition of a privately-held bio-tech company
- Counseled an association in connection with general corporate matters including a review of D&O indemnification and insurance matters
- Represented a healthcare company in connection with the acquisition of a hospital in Georgia
- Represented a publicly traded transportation and logistics company in connection with its acquisition of an international mail service provider
- Represented a publicly traded medical products company in connection with its \$100 million merger with a publicly traded medical oncology device manufacturer
- Represented a publicly traded global payment solutions company in connection with its acquisition of a provider of prepaid card solutions
- Represented an energy services company in a series of roll-up acquisitions of HVAC service and fabrication businesses

- Represented a publicly traded medical device company in connection with a \$60 million strategic investment
- Represented a REIT in connection with the sale of a resort in Florida
- Represented a pharmaceutical company in connection with a license and development agreement with a medical technology company
- Represented the founders of a graphic printing company in connection with the negotiation of organization and investment documents
- Represented a pharmaceutical services company in connection with the acquisition of a specialty pharmaceutical distribution business