



Megan A. Wotherspoon

Partner

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OVERVIEW

Megan Wotherspoon practices primarily in the areas of business and corporate law, with an emphasis on domestic and cross-border mergers and acquisitions of both private and public companies, private equity and venture capital transactions, strategic relationships, and corporate restructuring, formation, and governance matters. She also assists clients on a broad range of domestic and international commercial contract matters.

Megan devotes a significant portion of her practice to complex multi-jurisdictional reorganizations and cross-border mergers and acquisitions, including carve-outs, spin-offs, pre-transaction restructurings and post-acquisition integrations and reorganizations.

Megan is certified in Legal Project Management and Legal Lean Sigma for legal process improvement and project management.

ACHIEVEMENTS

- Listed by *Chambers USA* as an “Up and Coming” lawyer for Corporate/M&A and Private Equity in Pittsburgh, Pennsylvania, 2021-present
- Recognized in *Best Lawyers in America* for Mergers and Acquisitions Law, 2022-present
- Selected to Pennsylvania Rising Stars list, 2016-2021

PROFESSIONAL / CIVIC ACTIVITIES

- Board of Directors, 2016-2022, Allies for Children (Chair, Audit Committee)

EDUCATION

- J.D., William and Mary School of Law, 2006 (*Articles Editor, William and Mary Law Review*)
- A.B., Cornell University, 2003

ADMISSIONS

- Bar of Pennsylvania
- United States District Court for the Western District of Pennsylvania

THOUGHT LEADERSHIP POWERED BY HUB

- 23 July 2019, Court Of Chancery Finds No Section 220 Issue Where Stockholder's And Its Counsels' Purposes For Demand Align
- 21 March 2017, Chancery Court Reaffirms Liberal Interpretation of Mandatory Indemnification Statute, Grants Summary Judgment in Favor of Former CFO
- 7 February 2017, Derivative Claims of Improper Demand Refusal for Grossly Negligent Investigations and Bad Faith Must Be Adequately Pled
- 28 January 2016, A Fiduciary's Personal Benefit Can Preclude the Approval of A Settlement Agreement if the Personal Benefit is Not Fair and Reasonable

NEWS & EVENTS

- 25 April 2024, "Under the Wire" CLE Seminar-Navigating International Waters: Cross-Border M&A, International Arbitration, and Construction Disputes
- 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
- 12 April 2021, K&L Gates Advises Evoqua on Two Financing Facilities
- 12 November 2020, K&L Gates Advises Sinch AB on Acquisition of SAP Digital Interconnect
- 4 October 2019, K&L Gates Advises Evoqua Water Technologies on Memcor® Product Line Divestment

AREAS OF FOCUS

- Mergers and Acquisitions

- Technology Transactions and Sourcing
- Corporate Governance
- Emerging Growth and Venture Capital
- Private Equity Transactions

INDUSTRIES

- Financial Services
- Fintech
- General Manufacturing
- Manufacturing
- Metals Manufacturing and Fabrications
- Private Equity
- Specialty Chemicals

REPRESENTATIVE EXPERIENCE

- Represented the world's largest automotive battery recycler and secondary lead producer to automotive battery manufacturers for over a decade with respect to its US operations' general corporate matters and cross-border transactions; including tolling, supply, and other commercial contracts, corporate governance, compliance, employment matters, and litigation management.
- Represented IPEX, a manufacturer of thermoplastic piping systems, in its carve-out acquisition of the manufacturing division of California-based Valencia Pipe Company, a manufacturer of high-quality pipe that meets or exceeds plumbing standards.
- Represented Sinch AB in connection with its €225 million acquisition of SAP Digital Interconnect ("SDI"), a unit within SAP SE. SDI offers cloud-based communications products and serves more than 1,500 enterprise customers and 500 mobile operators, spanning 190 countries. The cross-border carve-out transaction involved a stock acquisition of entities located in the US, Finland, and China, together with asset acquisitions across approximately 30 countries.
- Represented global metals leader Howard M. Meyers, together with RSR Corporation, Quexco Incorporated, and various affiliates in the transactions to effect the complete restructuring of approximately €2.25 billion of their respective affiliate EB Holdings II, Inc.'s outstanding debt obligations under a PIK Loan Agreement, dated March 23, 2007. EB Holdings II, Inc. is the majority shareholder of Eco-Bat Technologies Limited, the largest producer and recycler of lead metals globally.

- Represented IPEX, a manufacturer of thermoplastic piping systems in connection with its acquisition of Silver-Line Plastics Corporation, a US-based manufacturer of plastic pipe products that operates state-of-the-art production facilities in North Carolina, Oklahoma, and Florida.
- Represented Evoqua Water Technologies (NYSE: AQUA), a leading provider of mission-critical water and wastewater treatment solutions, in connection with its divestiture of its Memcor® membrane product line to DuPont Safety & Construction
- Represented Honeybee Robotics, a specialist robotic spacecraft developer, in the sale of all of its outstanding stock to a subsidiary of Ensign-Bickford Industries, Inc.
- Represented Koppers Holdings Inc. in connection with its US\$460 million carve-out acquisition of two business segments of Osmose Holdings, Inc. in the wood preservation chemicals and railroad services businesses.
- Represented Mid Atlantic Capital Corporation in connection with its strategic partnership with Parthenon Capital Partners and Waterfall Asset Management.
- Co-counsel to various Swedish private equity clients conducting M&A activities in the US.
- Represented Koppers Holdings Inc. in connection with its acquisition of M.A. Energy Resources, LLC.
- Represented Koppers Holdings Inc. in connection with its US\$200 million acquisition of the industrial division of Cox Industries, Inc., a manufacturer and distributor of utility poles.
- Represented Koppers Holdings Inc. in connection with its acquisition of the creosote distribution business of KMG Chemicals.
- Represented Koppers Holdings Inc. in connection with the divestiture of its US utility pole business to Cox Industries, Inc.
- Represented Spartech Corporation in connection with its US\$393 million sale to PolyOne Corporation, a specialty polymer, colorant, and chemicals manufacturer.
- Represented Ampco-Pittsburgh Corporation in connection with its acquisition of Akers AB, one of Sweden's oldest companies, from Altor Fund II GP Limited
- Represented TxVia, Inc. in its late-stage equity offering and subsequent sale to Google Inc.