



## Andrea R. Cunha

### Partner

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## OVERVIEW

Andrea Cunha is a partner in the Miami, Nashville and Austin offices and a member of the firm's Corporate, Mergers and Acquisitions, Emerging Growth and Venture Capital, Restructuring and Insolvency, and Health care and FDA practice Groups. Andrea has a broad array of experience in guiding high-growth companies from early stage to exit. She counsels founders, executives and boards of privately held companies on issues ranging from corporate structure and governance, raising capital, mergers and acquisitions, and a wide variety of commercial and corporate matters.

Andrea's practice includes advising companies on health care transactions and regulatory compliance counseling, advising both buyers and sellers of health care technology companies, medical device manufacturers and distributors, durable medical equipment companies, physician practices, dental practices, hospitals, home health and hospice agencies, laboratories, telemedicine providers, skilled nursing facilities, long-term care facilities, and other ancillary health care providers. As an experienced restructuring lawyer, Andrea represents clients looking to purchase or sell distressed assets, both through out-of-court workouts and formal bankruptcy proceedings.

Andrea also acts as outside general counsel to clients and collaborates with lawyers throughout the firm to address clients' needs, both domestically and internationally. Given her varied background in corporate restructuring and commercial litigation and through serving as in-house general counsel to a regional health care system and a technology startup, Andrea is well-suited to understand the various issues high-growth companies face day-to-day and help them develop creative solutions.

Andrea also serves as a mentor to female startup founders guiding them through the early stages of their company formation and governance, capital raising, and investor relations.

## PROFESSIONAL BACKGROUND

Prior to joining the firm, Andrea served as a partner at the Austin office of a United States law firm, where she focused her practice on venture capital, health care, corporate and transactional matters. Andrea assisted companies in corporate structuring and governance, capital raises and investor relations, acquisitions and dispositions, corporate restructuring, business disputes, and healthcare regulatory compliance and licensing. Andrea has extensive health care experience from serving as general counsel for a regional health care system

where she counseled on matters including raising capital and investor relations, corporate structure and governance, mergers and acquisitions, joint ventures, contract negotiations and management, regulatory compliance, corporate restructuring, and corporate finance.

## ACHIEVEMENTS

- Listed in *The Best Lawyers in America*® for Health Care Law in Texas, 2021-2024
- 21st Annual M&A Advisor Awards, Health Care/Life Sciences Deal of the Year (Between US\$10MM-\$100MM), 2021
- Named to Florida Rising Stars list, 2011-2014
- *Daily Business Review*, Most Effective Lawyers Finalist, 2013

## PROFESSIONAL / CIVIC ACTIVITIES

- Member, American Health Law Association
- Former Member, Advisory Board, Beam f/k/a Women@Austin
- Member, Travis County and American Bar Associations
- Member, Health Law Section of the American Bar Association

## SPEAKING ENGAGEMENTS

- Panelist, "Navigating D&O Fiduciary Duties in the Zone of Insolvency," Strafford CLE Webinar, 21 September 2022
- Texas Health Law Conference

## EDUCATION

- J.D. and MBA, Stetson University College of Law, 2007
- B.A., University of Florida, 2004 (*summa cum laude*)

## ADMISSIONS

- Bar of Florida
- Bar of Tennessee
- Bar of Texas
- United States Court of Appeals for the Eleventh Circuit

- United States District Court for the Southern District of Florida
- United States District Court for the Southern District of Texas

## THOUGHT LEADERSHIP *POWERED BY HUB*

- 17 August 2021, Key Considerations for Officers and Directors of Distressed Companies
- 22 July 2021, Key Considerations for Officers and Directors of Distressed Companies

## OTHER PUBLICATIONS

- American Bankruptcy Institute, Planning Cash Flow in Health Care Bankruptcies

## NEWS & EVENTS

- 17 April 2023, AHLA Health Care Transactions Conference, Hosted by American Health Law Association
- 31 March 2023, K&L Gates Recognized on Two Distressed M&A Deal of the Year Awards
- 23 September 2022, K&L Gates Assists Shields Health Solutions on Acquisition by Walgreens Boots Alliance
- 18 August 2022, More Than 350 K&L Gates Lawyers Named Among 2023 Best Lawyers in America, Ones to Watch
- 19 August 2021, Nearly 300 K&L Gates Lawyers Named Among 2022 Best Lawyers in America, Ones to Watch
- 26 April 2021, K&L Gates Further Bolsters Health Care Practice with Austin Partner Addition

## MEDIA MENTIONS

- Quoted, "The Evolving Landscape of Healthcare Bankruptcies And Private Equity's Impact," *Healthcare Business Today*, 10 June 2023
- "Sidley Leading Walgreens' \$1.4B Shields Health Buyout," *Law360*, September 2022

## AREAS OF FOCUS

- Health Care and FDA
- Mergers and Acquisitions
- Restructuring and Insolvency

## INDUSTRIES

- Digital Health
- Health Care Sector

## REPRESENTATIVE EXPERIENCE

- Represented VOIP startup in formation, founder equity issuances, convertible note and bridge financing, and in all investor relations.
- Represented female-founded wearable company in amending KISS Investment Agreements with key investors and in negotiating advisor agreements and issuances of equity incentive to key advisors.
- Represented female-founded CPG company in negotiating SAFE agreements with investors.
- Advised Shields Health Solutions LLC in connection with the US\$1.37 billion acquisition by Walgreens Boots Alliance (NASDAQ: WBA) of the remaining 30% interest in Shields not previously held by it. Massachusetts-based Shields Health Solutions elevates access, outcomes, and growth within specialty pharmacies. Walgreens Boots Alliance, Inc. is an American-British-Swiss holding company headquartered in Deerfield, Illinois, that owns the retail pharmacy chains Walgreens and Boots, as well as several pharmaceutical manufacturing and distribution companies.
- Represented React Health Holdings, LLC a holding company whose subsidiaries manufacture and distribute sleep therapy, respiratory therapy and disinfection products in North America, in the acquisition of Medi-Lynx Cardiac Monitoring, LLC, a Texas-based remote cardiac monitoring service provider and Medicare-enrolled independent diagnostic testing facility, and in negotiating support and licensing agreements with Medi-Lynx's Polish public parent company, Medicalgorithmics S.A.
- Represented React Health Holdings, LLC a holding company whose subsidiaries manufacture and distribute sleep therapy, respiratory therapy and disinfection products in North America, in a merger with Washington-headquartered Ventec Life Systems, Inc., a ventilator manufacturer.
- Represented React Health Holdings, LLC a holding company whose subsidiaries manufacture and distribute sleep therapy, respiratory therapy and disinfection products in North America, in negotiating terms and closing an investment by Palm Beach Capital.
- Represented React Health Holdings, LLC a holding company whose subsidiaries manufacture and distribute sleep therapy, respiratory therapy and disinfection products in North America, in the acquisition of Watermark Medical, Inc., a Medicare-enrolled independent diagnostic testing facility. The Medicare-enrolled facility engages in the manufacture and provision of home sleep testing equipment and services and renting or selling of devices to physicians to assist them in the diagnosis of patients with sleep apnea and other sleep disorders.

- Represented React Health Holdings, LLC a holding company whose subsidiaries manufacture and distribute sleep therapy, respiratory therapy and disinfection products in North America in negotiating terms and closing an investment by One Equity Partners.
- Represented Florida-based 3B Medical, a manufacturer of respiratory equipment, in its acquisition of Drive DeVilbiss' sleep division assets. Drive DeVilbiss is a United States-based medical device manufacturer with operations and sales channels in over 80 countries. The purchase price included cash and royalty payments for three years.
- Represented debtor in sale of nine healthcare facilities in Chapter 11 proceedings.
- Oversaw all legal operations for healthcare system that operated five rural hospitals, over forty physician practices, two ambulatory surgery centers, two clinical laboratories, and three diagnostic imaging centers. Advised company on all employment, contractual, regulatory and compliance matters. Negotiated and structures acquisitions of three additional hospitals, over twenty physician practices, two joint ventures, and two clinical laboratories. Oversaw OCR HIPAA investigation that was closed with no further action taken. As general counsel, represented company in all litigation matters. Led company in filing eight entities in Chapter 11 restructuring, negotiating terms with secured lender and creditors, and managed outside counsel and restructuring team.
- Represented company in acquiring orthopedic and pain practices.
- Represented company in acquiring hospices in Texas.
- Provide outside general counsel services for rural hospital and manufacturing companies.
- Represented company in negotiating its repurchase of shares from all shareholders other than shares owned by the CEO.
- Represented company in out-of-court workout and successful dissolution of company.
- Represented buyer in acquisition of acute care hospital.
- Represented buyer in acquisition of assets from CBD company in Chapter 7.
- Represented buyer in acquisition of ambulatory surgery centers.
- Represented Chapter 11 debtor in sale of acute care hospital.
- Oversaw all legal operations for technology startup leading it through Series A and B financings.
- Represented Chapter 11 debtor in sale of all assets of consumer product goods company.
- Represented Chapter 11 debtor in sale of commercial real estate.