



## Rick Giovannelli

### Practice Area Leader - Corporate

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## OVERVIEW

Rick Giovannelli is a partner in the Charlotte office and focuses his practice on mergers and acquisitions, private equity, corporate finance, including senior debt, mezzanine debt and growth equity, and general corporate matters.

Rick regularly represents both strategic and financial buyers and sellers of businesses, debt and growth equity investors and other participants in complex buyout, recapitalization and financing transactions. He also represents other businesses on a variety of strategic, financing, and corporate matters.

Rick has extensive experience in transactions in many industries, including manufacturing and distribution, telecommunications, health care, life sciences, financial services, technology, media, retail, and services.

## PROFESSIONAL BACKGROUND

Prior to joining the firm, Rick worked in the general counsel's office of VNU Business Information Services, Inc. in Alexandria, Virginia and in New York.

## ACHIEVEMENTS

- *Best Lawyers in America*, 2017 and 2012 Lawyer of the Year, Leveraged Buyouts and Private Equity Law - Charlotte
- *Best Lawyers in America*, 2015 and 2018 Lawyer of the Year, Venture Capital Law - Charlotte
- *Best Lawyers in America*, Mergers & Acquisition Law, Corporate Law, Leveraged Buyouts and Private Equity Law, Venture Capital Law, 2007-2017, 2019-2021
- Chambers USA: America's Leading Business Lawyers, Corporate/M&A
- "Mover and Shaker" award from *Business Leader Magazine*, 2008
- North Carolina Super Lawyers, Business/Corporate Law, 2006-2013

- “40 Under 40” award from *Charlotte Business Journal* for outstanding achievements in both business and community involvement, 2004

## PROFESSIONAL / CIVIC ACTIVITIES

- Association for Corporate Growth (Carolinas Chapter, Board Member, 2003-2008; President, 2006-2007)
- Juvenile Diabetes Research Foundation (Charlotte Chapter, Board Member)

## SPEAKING ENGAGEMENTS

- “The Definitive Guide (For Now) to PPP in M&A Transactions,” ABA Business Law Section Virtual Spring Meeting, 23 April 2021
- “Strategic Partnerships: Legacy Technology to New Age Innovation,” Moderator, Lendit Fintech USA, 2018
- “Winning the Deal without Overpaying”, Panelist, ACG Carolinas Deal Crawl, September 2016
- “The Current Market for Bids, including Rep & Warranty Insurance,” Moderator, National ACG Intergrowth Conference, 2016
- “Three-Handed Poker, Counselling the Various Constituencies in Leveraged Buyout Transactions,” North Carolina State Bar Association, Business Law Institute, February 2015
- “Financial Due Diligence for Business Lawyers,” CLE Presentation, 2016, 2010, 2002
- Private Equity and Mezzanine Finance Annual Conference, Conference Co-Chair and Moderator of State of the Private Equity Market Panel, 2002-2011
- “Mezzanine Investments: The View from the Balcony,” Annual Seminar, 2000-2011
- “Private Equity Activities of Leading Money-Center Banks,” November 2007
- “Fiduciary Duties of Corporate Directors,” CLE presentation, October 2007
- “Private Equity 101,” Series of Annual Training Presentations to associates, analysts, principals and partners of several private equity, strategic investing and investment banking clients, 1998-2014
- Business Innovation and Growth Council Annual Conference, Moderator of Growth Capital and Restructurings Panel, January 2004
- “Duties of Investors Serving as Directors of Venture Backed Companies,” Research Triangle Park Conference on Venture Capital Financing, February 2002
- “Investors in the Boardroom,” Spring Venture Conference, May 2000
- “New players, structures reshape LBO financing,” *Charlotte Business Journal*, November 2006

## EDUCATION

- J.D., William and Mary School of Law, 1996 (*William and Mary Law Review; Order of the Coif*)
- B.A., University of Virginia, 1990

## ADMISSIONS

- Bar of North Carolina

## THOUGHT LEADERSHIP POWERED BY HUB

- 8 April 2021, Health Care Transactions Trends in 2021 and Beyond (*Podcast*)
- 10 February 2021, SBA Publishes Shuttered Venue Operator Grant Informational Web Page (*Alerts/Updates*)
- 11 January 2021, SBA Publishes PPP 3.0 Regulations and PPP Second Draw Loan Regulations (*Alerts/Updates*)
- 3 November 2020, COVID-19: New SBA Forms Asking Key Necessity and Liquidity Questions (*Alerts/Updates*)
- 7 October 2020, COVID-19: Buying and Selling PPP Borrowers (*Webinar*)
- 22 June 2020, COVID-19: Buying and Selling PPP Borrowers (*Alerts/Updates*)
- 15 June 2020, COVID-19: Federal Reserve Board Expands Terms and Conditions of Main Street Lending Program to Improve Accessibility to Small and Medium-sized Businesses (*Alerts/Updates*)
- 2 June 2020, COVID-19: Federal Reserve Bank Releases Update on the Main Street Lending Program (*Alerts/Updates*)
- 21 May 2020, COVID-19: PPP Forgiveness: What You Should Know About the Application and Instructions (*Webinar*)
- 12 May 2020, COVID-19: Virtual Town Hall on PPP Eligibility and Risks for Nonprofit Organizations (*Webinar*)
- 6 May 2020, COVID-19: Virtual Town Hall on PPP Eligibility and Risks, One Last Look Before the Safe Harbor Expires (*Webinar*)
- 10 April 2020, COVID-19: Analysis of Federal Reserve "Main Street" Liquidity Program (*Alerts/Updates*)
- 7 April 2020, DHG and K&L Gates Virtual Discussion: CARES Act Impact on Private Equity (*Webinar*)
- 6 April 2020, COVID-19: Update on the SBA Paycheck Protection Program (*Webinar*)
- 27 November 2019, Together but Separate: First Circuit Holds Private Equity Funds are Not Liable for Portfolio Company Pension Obligations (*Alerts/Updates*)

- 11 October 2018, Delaware Chancery Court Makes Groundbreaking “Material Adverse Effect” Finding Allowing Buyer to Terminate Merger Agreement (*Alerts/Updates*)
- 12 April 2018, Recent Case Interpreting Voting Agreement Highlights Delaware Law Traps (*Alerts/Updates*)
- 1 March 2018, No Safe Harbor for “Overarching Transfer”: Trustee Can Avoid Payments Passing Through Financial Institutions (*Alerts/Updates*)
- 31 October 2017, Wall Street banks face threat from Silicon Valley: McKinsey (*BlogPost*)
- 6 April 2016, Massachusetts Court Finds Private Equity Funds Liable for Portfolio Company’s Pension Obligations (*Alerts/Updates*)
- 2 March 2016, Carolinas Corporate Update (*Alerts/Updates*)

## OTHER PUBLICATIONS

- “Fintech Guide Overview,” *Chambers & Partners*, 2019
- “Removing Directors in Private Companies by Written Consent,” *Harvard Law School Forum on Corporate Governance and Financial Regulation*, 30 April 2018
- “New players, structures reshape LBO financing,” *Charlotte Business Journal*, November 2006

## NEWS & EVENTS

- 4 December 2020, K&L Gates Again Advises Red Ventures on Pending Sale of CNET Content Services to 1WorldSync (*Noteworthy Work*)
- 3 November 2020, K&L Gates Advises Digital Education Curriculum Provider Discovery Education on Acquisition of Mystery Science (*Noteworthy Work*)
- August 2020, K&L Gates Lawyers Provide Insights on Impact of COVID-19 Across Various Industries (*Media Mention*)
- 6 July 2020, K&L Gates Corporate M&A Practice Again Among Top Rated in the United States by The Legal 500 with Rankings in Seven Categories and 34 Lawyers Recommended (*Rankings & Recognitions*)
- 23 April 2020, K&L Gates, Lawyers Recognized in 2020 Chambers USA Guide (*Rankings & Recognitions*)
- 1 November 2019, *U.S. News* “Best Law Firms” Rankings Recognize K&L Gates as Corporate “Law Firm of the Year” (*Press Release*)
- 11 June 2019, K&L Gates Once Again Top Ranked in the United States in Middle Market M&A by *The Legal 500* (*Rankings & Recognitions*)
- 26 April 2019, Chambers USA 2019 Guide Ranks K&L Gates, Lawyers Among Leaders (*Press Release*)

- 1 May 2018, K&L Gates Boosts Corporate/M&A and Private Equity Practices with Los Angeles, Chicago Partner Additions (*Press Release*)
- 6 October 2017, K&L Gates Advises Ridgmont Equity Partners on Acquisition of Tech-Enabled Medical Products Distributor (*Noteworthy Work*)
- 23 June 2016, K&L Gates, Lawyers Recognized as Leaders in Chambers USA 2016 Guide (*Press Release*)
- 20 May 2015, Chambers USA 2015 Guide Recognizes K&L Gates, Lawyers as Industry Leaders (*Press Release*)

## AREAS OF FOCUS

- Private Equity Transactions
- Corporate and Acquisition Finance
- Emerging Growth and Venture Capital
- Fintech Lending
- Health Care and FDA
- Mergers and Acquisitions
- Oil and Gas

## INDUSTRIES

- Financial Services
- Fintech

## REPRESENTATIVE EXPERIENCE

- Represented Wells Fargo Corporation in numerous transactions, including the pending disposition of its Global Funds Services Business.
- Represented five of the largest U.S. commercial banks, Capital One, Fifth Third, PNC, TD, and Wells Fargo, on their strategic investment in Transactis, a leading provider of electronic billing and payment solutions headquartered in New York City.
- Represented Red Ventures, a leading digital marketing services company, in its strategic investment in Ampush, an industry-leading provider of native in-feed mobile advertising on Facebook, Instagram, Twitter, and Pinterest.
- Represented A1G Cheesehead Holdings, LLC in its leveraged acquisition of Allied 100 Group, Inc. and its subsidiaries from Thompson Street Capital Partners. Allied 100 is a distributor of automated external

defibrillators (AEDs) and ancillary parts and accessories, as well as a proprietary, SaaS-based medical direction software solution

- Represented Plexus Capital, a middle-market institutional investor, in numerous transactions, including its structured debt and equity financing of Scivation, a manufacturer of exercise supplements.
- Represented a clearXchange, LLC leading peer-to-peer payment services company in connection with its formation as a joint venture between leading national banks, and its ongoing operations as primary outside counsel.
- Represented CapitalSouth Growth Fund, in numerous transactions, including its leveraged acquisition of Stride Tools Holdings, LLC, a Cleveland, Ohio based manufacturer and designer of specialty hand tools for the HVAC and other industries.
- Represented mezzanine debt fund in the financing of more than twenty companies in the telecommunications, media and tech-enabled business services industries.
- Represented private equity firm Ridgemont Equity Partners in its leveraged acquisition, investments in and ultimate sale of Hometown Urgent Care, an operator of urgent care clinics in the Midwest;
- Represented Bank of America Corporation and its affiliates in numerous strategic transactions, including the spin out of its private equity business via a secondary transfer of portfolio company interests.
- Represented private equity firm Ridgemont Equity Partners in its majority investment in Gallus Biopharmaceuticals, a contract manufacturer of biologics products for biotech and pharmaceutical companies.
- Represented lead equity sponsors in the acquisition of a national group of insurance companies and the subsequent initial public offering for that company.
- Represented national bank in its strategic debt and equity finance of a commercial mortgage servicing software company.
- Represented private equity firm Ridgemont Equity Partners in its acquisition, ownership and ultimate sale of Aurora Parts and Equipment, a distributor aftermarket semi-trailer parts and accessories, which utilizes a proprietary web-based customer interface to facilitate ordering and inventory management;
- Represented Snyder's-Lance, Inc. in several transactions, including its acquisition of Late July Snacks, a leading manufacturer of better-for-you organic and non-GMO snacks.
- Represented Xerox Corporation in several transactions, including its \$225 million acquisition of ISG Holdings, Inc. (Stratacare), a leading provider of workers' compensation medical bill review and clinical care services.
- Represented Garmin in connection with its acquisition of a division of a fintech company relating to the payments technology used in Garmin wearable devices.