



## David A. Edgar

### Partner

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## OVERVIEW

David Edgar combines creativity and responsiveness in providing strategic corporate and transactional advice on a national and international basis. His leading corporate practice focuses on advising public and private companies, boards of directors, special committees, and senior management in connection with their most significant mergers and acquisitions, capital markets transactions, activist planning and defense, and corporate governance matters.

David's transactional experience includes domestic and international mergers and acquisitions, leveraged buyouts, "going private" transactions, strategic joint ventures, corporate financial restructurings and recapitalizations, and venture capital and private equity financings, restructurings, and exits.

In his practice, David represents a broad range of clients, from privately held growth and technology companies to large public companies, as well as financial investors and investment banking firms in mergers and acquisitions transactions. His clients include companies in a diverse range of industries, including technology, financial services, software, manufacturing, education, robotics, information technology, media, and life sciences.

David is a speaker, author, and innovative thought leader on a variety of corporate law topics, including mergers and acquisitions, corporate finance, venture capital, and corporate governance, including as a contributing author to the *Lexis-Nexis Securities Practice Guide*.

David is also a founding faculty member of the firm's mini-MBA program, an innovative professional development training program designed to orient lawyers to key business concepts that are integral to our clients' business success.

David is a partner in the firm's Mergers and Acquisitions practice, which has been recognized with numerous awards including being named the 2022 Corporate Law Firm of the Year and ranked as National Tier 1 since 2010 in the *U.S. News – Best Lawyers®* "Best Law Firms" report. Furthermore, David was named a 2017 *Acritas* Star.

David's recent experience includes representing Sinch AB, a global leader in cloud communications for mobile customer engagement, on multiple strategic acquisitions, including advising on the acquisition of Inteliquent, the

largest independent voice communications provider in the United States, for a total cash consideration of USD 1.140 billion on a cash and debt-free basis.

## ACHIEVEMENTS

- Recognized by *Chambers USA* for Corporate/M&A and Private Equity (Individually Ranked), Pennsylvania: Pittsburgh & Surrounds (2022-2023)
- Recommended lawyer by *The Legal 500*

## PROFESSIONAL / CIVIC ACTIVITIES

- American Bar Association

## SPEAKING ENGAGEMENTS

- "The M&A Leaders' Virtual Roundtable," Senior Executive Event, August 2021
- Interview on M&A Dealmaking and Disputes with Greentarget Global Group for upcoming Berkeley Research Group publication, June 14, 2021
- "Structuring M&A Transactions for Economic Uncertainty," Webinar, April 2021
- "M&A Deal Focus: Diligence and Negotiating Filters in the Current or Next Panceession," Webinar, December 2020
- "Under the Wire CLE Series: Mini MBA – Corporate Finance and Strategy," Client Presentations, August and September 2020
- "Venture Capital: COVID-19 Market Update & Demystifying the Term Sheet," Client Presentation, September 2020
- "Advising the Board – Pennsylvania Fiduciary Duties," CLE Presentation, October 2019

## EDUCATION

- J.D., The Ohio State University Moritz College of Law, 1996
- B.A., King's College, 1993

## ADMISSIONS

- Bar of Pennsylvania
- Supreme Court of the United States

## THOUGHT LEADERSHIP POWERED BY HUB

- 25 April 2024, "Under the Wire" CLE Seminar-Navigating International Waters: Cross-Border M&A, International Arbitration, and Construction Disputes
- 22 June 2023, HUB Talks Presents: A Conversation on M&A With Jim Freund
- February 2021, Representations and Warranties Insurance - How to Navigate the Potential Gaps and Traps in Buy-Side Policies
- 25 November 2020, Channeling Claims: The Importance of Considering (And Updating) Exclusive Forum Provisions Now

## OTHER PUBLICATIONS

- "M&A Disputes Report: A Global Perspective," Berkeley Research Group, 2021

## NEWS & EVENTS

- 1 June 2023, K&L Gates Receives Firm, Individual Rankings in 2023 *Chambers USA* Guide
- 1 June 2022, K&L Gates Receives Firm, Individual Rankings in 2022 *Chambers USA* Guide
- 6 October 2021, K&L Gates Advises Sinch AB on \$1.9 Billion Acquisition of Pathwire
- 18 June 2021, K&L Gates Acts for Sweden's Sinch in US\$1.3 Billion Australian Acquisition
- 7 April 2021, Structuring M&A Transactions for Economic Uncertainty: Deal Points, Financing, MAC Clauses, Reps and Warranties, hosted by Strafford
- 23 February 2021, K&L Gates Advises Sinch AB on \$1.14 Billion Acquisition of U.S. Telecom Provider Inteliquent
- 15 December 2020, M&A Deal Focus: Diligence and Negotiating Filters in the Current or Next Pancession
- 30 November 2020, K&L Gates Advises RWE Group on Sale of Georgia Biomass
- 12 November 2020, K&L Gates Advises Sinch AB on Acquisition of SAP Digital Interconnect

## MEDIA MENTIONS

- Quoted, "US Law Firms Eye Southeast for Expansion: The Morning Minute," *Law.com*, 7 December 2022
- Mentioned, "GCs and Corporate Lawyers See Headwinds, Adjustments Ahead for M&A in 2023," *The American Lawyer*, 5 December 2022
- Mentioned, "Spruce Lake Liability Management to Acquire Redco," *MarketLine Financial Deals Tracker*, 16 August 2022

- Mentioned, "Deal Diary: Sinch Taps K&L Gates on Fourth Deal of 2021," *The Deal*, 30 September 2021

## AREAS OF FOCUS

- Mergers and Acquisitions
- Capital Markets
- Corporate Governance
- Private Equity Transactions
- Public Companies

## INDUSTRIES

- Financial Services
- Private Equity

## REPRESENTATIVE EXPERIENCE

- Advised Crane Holdings, Co. (NYSE: CR) in connection with its divestiture of Redco Corporation, a wholly owned subsidiary that holds asbestos liabilities and related insurance assets, to Spruce Lake Liability Management Holdco LLC. Crane Holdings, Co. is a diversified manufacturer of highly engineered industrial products. Spruce Lake is a long-term liability management company specializing in the acquisition and management of legacy corporate liabilities.
- Represented Continental AG (ETR: CON), through its wholly owned subsidiary ContiTech USA, Inc., in connection with its acquisition of 100% of the outstanding equity of WCCO Belting, LLC. Germany-based Continental is a multinational automotive, industrial, and agricultural technology and parts manufacturing company. WCCO Belting is a North Dakota-based specialized industrial and agricultural belting manufacturing company with a subsidiary in Texas, the company distributes to more than 20 countries around the world.
- Represented Sinch AB (STO: SINCH) in connection with a definitive agreement to acquire MessengerPeople, a leading German software-as-a-service platform for conversational messaging. Sinch will pay a total enterprise value of €48 million, with a total cash consideration of €33.6 million and €14.4 million paid in the form of new shares in Sinch. The transaction is expected to close in the fourth quarter 2021. A global leader in cloud-based communications for mobile customer engagement, Sinch is headquartered in Stockholm, Sweden, and has a presence in more than 40 countries. With easy-to-use applications that are designed for business users, MessengerPeople complements Sinch's API-based offering for larger enterprises and channel partners. The acquisition builds on Sinch's ongoing organic investments and previous acquisitions in next-generation, conversational messaging.

- Represented Sinch AB (STO: SINCH) in connection with its acquisition of Pathwire for a total consideration of US\$ 1.925 billion on a cash and debt-free basis. The consideration will be split between cash and stock of Sinch, and closing of the transaction is expected to occur before the end of 2021. A global leader in cloud-based communications for mobile customer engagement, Sinch is headquartered in Stockholm, Sweden, and has a presence in more than 40 countries. Pathwire is a trade name for the combined business of Mailgun and Mailjet, a leading cloud-based email delivery platform with its products for developers and marketers. The acquisition of Pathwire makes Sinch one of the few global Communications Platform as a Service (CPaaS) providers that can deliver leading quality at scale across the various main digital communications channels that businesses use to engage with their customers.
- Represented AGC Flat Glass North America Inc., one of the largest manufacturers of glass and glass-related products in North America, in connection with the sale of its architectural glass business to Cardinal Glass Industries. The glass facilities subject to sale included AGC's Greenland, Tennessee float glass manufacturing plant with two furnaces and one coater; its coating facility in Abingdon, Virginia; and a float plant in Spring Hill, Kansas, with one furnace. Cardinal Glass Industries operates 42 locations in the United States, including five float glass manufacturing facilities.
- Represented Sinch AB (STO: SINCH) in connection with its acquisition of Inteliquent, the largest independent voice communications provider in the United States, for a total cash consideration of US\$ 1.140 billion on a cash and debt-free basis. A global leader in cloud-based communications for mobile customer engagement, Sinch is headquartered in Stockholm, Sweden, and has a presence in more than 40 countries. This acquisition expands Sinch's role in voice connectivity for enterprises and telecom carriers in the United States.
- Advised Sinch AB (STO: SINCH) on its acquisition of SAP SE's Digital Interconnect group, for a total cash consideration of €225 million. SDI offers cloud-based communications products and serves more than 1,500 enterprise customers and 500 mobile operators, spanning 190 countries. A global leader in cloud communications for mobile customer engagement, Sinch is headquartered in Stockholm, Sweden, and has a presence in more than 40 countries. The cross-border carve-out transaction involves a stock acquisition of entities located in the U.S., Finland, and China, together with asset acquisitions across approximately 30 countries.
- Advised RWE Group on its sale of Georgia Biomass, a large-scale producer of industrial wood pellets located in Waycross, Georgia. RWE Group, headquartered in Essen, Germany, is one of the world's leading companies for renewable energies.
- Represented Crane Co. in the US\$172 million purchase of the Instrumentation and Sampling business of CIRCOR International, Inc., a provider of flow control solutions and other highly engineered products for the industrial, energy, aerospace, and defense markets.