



Michael H. Hutson

Associate

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OVERVIEW

Michael Hutson is an associate in the firm's corporate practice group and focuses his practice on securities, mergers and acquisitions, private equity, and general corporate law matters across a wide range of industries, including life sciences, financial and business services, and manufacturing.

Michael also focuses a significant portion of his practice on emerging growth and venture capital transactions, advising large global financial institutions and other corporate clients on early-stage investments in leading fintech and other venture-backed companies, including advising on matters regarding compliance with the Bank Holding Company Act of 1956.

Michael also regularly advises public and private clients on transactional, securities and corporate matters, including mergers and acquisitions, public and private securities offerings, reporting requirements under the Securities Exchange Act of 1934 and compliance with stock exchange rules.

PROFESSIONAL BACKGROUND

Prior to law school, Michael worked at the North Carolina Republican Party as an assistant director for state house campaigns.

PROFESSIONAL / CIVIC ACTIVITIES

- Listed in the "Ones to Watch" section, *The Best Lawyers in America*®, 2021
- Member, Board of Directors and Volunteer Tutor, Heart Math Tutoring
- Member, Succession Charlotte
- Member, Charlotte Symphony Orchestra PULSE Young Affiliates Group

EDUCATION

- J.D., Vanderbilt Law School, 2013 (*Vanderbilt Law Review*, *Managing Editor*; *Elliott Cheatham Scholar*)

- B.A., University of North Carolina at Chapel Hill, 2009 (*with Distinction; Phi Beta Kappa*)

ADMISSIONS

- Bar of North Carolina

NEWS & EVENTS

- 3 November 2020, K&L Gates Advises Digital Education Curriculum Provider Discovery Education on Acquisition of Mystery Science (*Noteworthy Work*)

AREAS OF FOCUS

- Mergers and Acquisitions
- Capital Markets
- Corporate Governance
- Emerging Growth and Venture Capital

REPRESENTATIVE EXPERIENCE

Mergers and Acquisitions – Strategic

- Advised Winston-Salem, North Carolina-based Primo Water Corporation (NASDAQ: PRMW), North America's leading single source provider of multi-gallon purified bottled water, self-service refill drinking water and water dispensers sold through major retailers in the United States and Canada, in connection with its sale to Cott Corporation (NASD: COTT) for approximately \$775 million.
- Advised Swedish-based leading global provider of security and surveillance products and services in connection with spin-off asset and equity acquisition of the North American electronic security services business of Diebold
- Advised Swedish-based leading global provider of security and surveillance products and services in connection with subsequent spin-off equity acquisition of the public safety and security division of Kratos Defense & Security Solutions, Inc. (NASD: KTOS)
- Advised Exact Sciences Corporation (NASD: EXAS), a leading molecular diagnostics company focused on the early detection and prevention of some of the deadliest forms of cancer, on its acquisition of Biomatrix, Inc., a San Diego-based biotechnology company specializing in the collection and preservation of biological materials

Mergers and Acquisitions – Private Equity

- Advised private equity firm Carousel Capital on buy-side and sell-side transactions, including its acquisition of Apex Analytix, a Greensboro, North Carolina-based leading provider of audit, recovery and compliance technology and services to global Fortune 1000 companies
- Advised private equity firm Ballast Point Ventures on the sale of KBI Biopharma, a Morrisville, North Carolina-based a provider of fully integrated, out-sourced drug development and biomanufacturing services to the pharmaceutical and biotechnology industries.
- Advised private equity firm Ballast Point Ventures on the sale of kSep Systems, a Morrisville, North Carolina-based a provider of automated single-use centrifugation bioprocessing equipment and disposables sold into the areas of recombinant therapeutics, cell therapy and vaccines manufacturing
- Advised private-equity sponsored ScentAir Holdings, Inc., a Charlotte, North Carolina-based leading global provider of commercial and residential scent technologies and marketing solutions, on its sale to Parthenon Capital Partners.
- Advised private equity firm Watermill Group on the sale of C&M Corporation, a Wauregan, Connecticut-based integrated manufacturer of bulk cable, coil cords and cable assemblies.

Emerging Growth and Venture Capital – Financial Institution Consortium Representation

- Advised a consortium of global financial institutions as investors in an equity financing transaction of Pico Quantitative Trading Holdings LLC, a leading provider of technology for global financial markets, including infrastructure hosting, network connectivity, market data, Corvil analytics and cloud services.
- Advised a consortium of global financial institutions as investors in an equity financing of Cloud9 Technologies LLC, a leading Fintech solutions provider of voice communication and analytics platforms, technologies and services designed for the unique needs of financial institutions and other financial services customers.
- Advised five of the largest U.S. commercial banks, Capital One, Fifth Third, PNC, TD Bank and Well Fargo, on their strategic investment in Transactis, a leading provider of electronic billing and payment solutions headquartered in New York City.

Emerging Growth and Venture Capital – Financial Institution Strategic Investment Representation

- Advised a subsidiary of Goldman Sachs & Co. (NYSE: GS) as an investor in an equity financing transaction of Aquilon Energy Services, Inc., a developer of proprietary trading settlement software for energy and natural resources trading platforms
- Advised a subsidiary of Goldman Sachs & Co. (NYSE: GS) as an investor in an equity financing transaction of Better Mortgage, a leading online-based direct consumer mortgage lender and service provider
- Advised a subsidiary of Goldman Sachs & Co. (NYSE: GS) as an investor in an equity financing transaction of BitGo, a Market leader in institutional-grade cryptocurrency investment services, providing institutional investors with security, compliance and custodial solutions for blockchain-based currencies.

- Advised a subsidiary of Goldman Sachs & Co. (NYSE: GS) as an investor in an equity financing transaction of Deserve, a leading provider of consumer financial services products and white label and co-branded credit products.
- Advised a subsidiary of Goldman Sachs & Co. (NYSE: GS) as an investor in an equity financing transaction of Diligence Vault, a provider of the first two-sided digital diligence platform for investment managers, asset owners and allocators.
- Advised a subsidiary of Goldman Sachs & Co. (NYSE: GS) as an investor in an equity financing transaction of Even Financial, an online consumer finance recommendation engine and acquisition platform
- Advised a subsidiary of Goldman Sachs & Co. (NYSE: GS) as an investor in an equity financing transaction of Flywire, a leading global payments technology company and provider of payment and receivables solutions.
- Advised a subsidiary of Goldman Sachs & Co. (NYSE: GS) as an investor in an equity financing transaction of LeaseQuery, a leading provider of lease accounting software to Fortune 1000 companies.
- Advised a subsidiary of Goldman Sachs & Co. (NYSE: GS) as an investor in an equity financing transaction of Nav, an online consumer and small business finance platform providing small business owners with credit management and monitoring tools and access to financing.
- Advised a subsidiary of Goldman Sachs & Co. (NYSE: GS) as an investor in an equity financing transaction of Renovate Simply, Inc. (d/b/a Rabbet), a leading online construction finance platform for construction lenders and real estate developers that intelligently parses documents and connects information between transaction participants
- Advised a subsidiary of Goldman Sachs & Co. (NYSE: GS) as an investor in an equity financing transaction of Veem, a leading online global payments platform allowing businesses to send and receive payments in local currency worldwide using SWIFT, treasury and cryptocurrency.
- Advised a subsidiary of Goldman Sachs & Co. (NYSE: GS) as an investor in an equity financing transaction of Unqork, a leading provider of SaaS platform technology facilitating the digitization of sales for the insurance and financial services industry.
- Advised a subsidiary of Wells Fargo & Company (NYSE: WFC) as an investor in an equity financing transaction of Axoni, a New York-based technology firm that specializes in blockchain infrastructure, distributed application development and workflow automation tools to global financial institutions and capital markets infrastructure companies
- Advised a subsidiary of Wells Fargo & Company (NYSE: WFC) as an investor in an equity financing transaction of Blend Labs, a leading developer of consumer lending software for global financial institutions.
- Advised a subsidiary of Wells Fargo & Company (NYSE: WFC) as an investor in an equity financing transaction of Elliptic, a London-based provider of cryptoasset risk management solutions.
- Advised a subsidiary of Wells Fargo & Company (NYSE: WFC) as an investor in an equity financing transaction of H2O.ai, an open source software and artificial intelligence company and developer of artificial intelligence platforms for Fortune 500 companies

- Advised a subsidiary of Wells Fargo & Company (NYSE: WFC) as an investor in an equity financing transaction of iCapital, a provider of a leading financial technology platform and tech-based solutions for the alternative investment management industry.
- Advised a subsidiary of Wells Fargo & Company (NYSE: WFC) as an investor in an equity financing transaction of OpenFin, a developer of operating systems and desktop applications for global financial services firms.
- Advised a subsidiary of Wells Fargo & Company (NYSE: WFC) as an investor in an equity financing transaction of SigFig, a developer of consumer investment and portfolio management solutions providing investment recommendations based upon client trading patterns, portfolios and risk profiles.

Emerging Growth and Venture Capital – Issuer Representation

- Advised Information Builders, Inc., a New York-based leading provider of business intelligence, analytics and data management solutions, in connection with a growth equity investment by Goldman Sachs and Bregal Sagemount and second-step issuer tender offer among large stockholder base.
- Represented Washington D.C.-based early stage credit card and consumer financial services company in its Series A and Series B financings

Securities and Capital Markets

- Represented Exact Sciences Corporation (NASDAQ:EXAS), a leading molecular diagnostics company focused on the early detection and prevention of some of the deadliest forms of cancer in multiple follow-on public equity offerings yielding over \$235,000,000 in net proceeds and in multiple public convertible debt and exchange offerings yielding over \$1 billion in net proceeds.
- Represented Winston-Salem, North Carolina-based Primo Water Corporation (NASDAQ: PRMW), North America's leading single source provider of multi-gallon purified bottled water, self-service refill drinking water and water dispensers sold through major retailers in the United States and Canada, on a follow-on public equity offering yielding over \$60 million in net proceeds, as well as in connection with Primo Water's acquisition of Glacier Water Services and related registration statement on Form S-4 and other SEC filings
- Represented II-VI Corporation (NASDAQ: IIVI), an international public manufacturer of opto-electronic devices, in connection with a concurrent offering of common stock and mandatory convertible preferred stock yielding approximately \$800,000,000 in proceeds.
- Represented Teligent, Inc. (NASDAQ: TLGT), a specialty generic pharmaceutical company, in connection with multiple Rule 144A-private placement offerings of secured and unsecured convertible debt.
- Represented manufacturer of advanced energy storage and power electronics systems in multiple follow-on public offerings yielding over \$25,000,000 in net proceeds.