



Aaron A. Ghais

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Aaron A. Ghais is a shareholder in the Firm's Business and Financial Services Department. Mr. Ghais represents and advises corporate, venture capital, and private equity clients in connection with a variety of transactional and securities matters, including mergers, acquisitions, dispositions, exchanges, and joint ventures, as well as venture capital financings, securities offerings, debt financings, recapitalizations and other strategic transactions. He is also the author of "Getting Deals Done," a blog addressing issues faced by those looking to buy, sell, and finance businesses.

He has been involved in all phases of the transaction process, including structuring, negotiation, implementation, and ongoing post-transaction advice. Mr. Ghais has a national practice and has also represented clients in a number of cross-border transactions. He frequently represents entrepreneurs, early-stage companies, and funds that invest in them. Recent clients include companies in the financial services, media, telecommunications, aerospace, information technology, biotechnology, restaurant, and real estate industries.

In addition to his transactional practice, Mr. Ghais regularly advises clients on a wide range of corporate, securities and other business-related matters. Among other things, he assists start-up companies in connection with their formation and financing and advises boards of directors on various aspects of corporate governance.

PRACTICE AREAS

Business and Financial Services
Mergers and Acquisitions
Securities
Corporate Finance
Start-Up Companies
Entity Formation
Business Planning
Finance/Capital Markets
International Practice
Hospitality Law

EDUCATION

University of Maryland
School of Law, Baltimore,
Maryland, 1996, J.D.
University of Chicago,
1991, M.A.
University of Maryland,
1989, B.A., *Honors: Cum Laude*

BAR & COURT ADMISSIONS

District of Columbia

Aaron A. Ghais (Continued)

Mr. Ghais spent six years at Sidley Austin, LLP before joining the Firm in 2007. He is a member of the ABA's Section of Business Law and plays an active role in the Section's Mergers and Acquisitions Committee. Among other things, he has served on the ABA Subcommittee on M&A Market Trends and the ABA Subcommittee on Public Company Acquisitions. Mr. Ghais currently serves as Outside General Counsel to the Montgomery Business Development Corporation, which advises the government of Montgomery County, Maryland on legislative and regulatory changes needed to improve the County's business environment and economy. He is the author of the article "State Treatment of LLC Interests as Securities", which appeared in the Journal of Limited Liability Companies, Spring 1996. From 1995-1996, Mr. Ghais served as the student Managing Editor of The Business Lawyer, which at the time was a joint publication of the ABA's Section of Business Law and the University of Maryland School of Law.

Maryland

RECENT/SIGNIFICANT TRANSACTIONS:

- Represented, as lead counsel, an oil distribution company in a \$30 million private equity financing and, subsequently, in the acquisition of a competing company for approximately \$100 million.
- Represented, as lead counsel, a restaurant and hospitality company in the acquisition of a well-known restaurant chain for approximately \$20 million.
- Represented, as lead counsel, a Wall Street investment fund in a \$71 million tender offer for shares of a public real estate investment trust.
- Represented, as lead counsel, an aerospace company and a special board committee in a merger with another aerospace company, with a transaction value of approximately \$75 million.

Aaron A. Ghais (Continued)

- Represented, as lead counsel, stockholders of a successful cryptographic security company in the sale of their stock to one of the largest U.S. government contractors for \$9 million.
- Represented, as lead counsel, a major U.S. aerospace company in the sale of an unincorporated division to one of the largest Brazilian aircraft manufacturers for \$5 million.
- Represented a prominent private equity firm in the acquisition of television broadcast stations from a well-known broadcast company for approximately \$125 million; and assisted in the formation and funding of the acquisition vehicle.
- Represented another prominent private equity firm in the acquisition of a German software company for approximately \$130 million; and assisted in the formation and funding of the acquisition vehicle.
- Represented a prominent media company in the acquisition of assets from the then largest Canadian newspaper company for \$235 million.
- Represented two cable companies in the sale of their assets to two national cable company owners, for \$530 million and \$175 million, respectively.
- Represented, as lead counsel, a number of technology and real estate companies in the negotiation and creation of joint ventures.
- Represented two companies in structuring and closing reverse merger transactions with PIPEs.
- Represented a Maryland-based venture capital fund in numerous preferred stock investments in early stage and middle market companies.
- Represented, as outside general counsel, a number of early stage and middle market companies throughout the mid-Atlantic region and nationwide; and assisted many of those companies with private placement transactions.

PUBLICATIONS

Getting Deals Done