



**Ilirjan Pipa**  
**Member; Chair, Securities**  
**Cleveland**  
**P: 216.348.5444**

## Practice Focus

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- Securities
- Capital markets
- Mergers and acquisitions
- Business counseling
- Family and closely held business counseling
- Choice of entity
- Executive compensation and governance

Ilirjan (Ilir) is the Chair of the Securities Practice Group at McDonald Hopkins. He has significant experience in securities, M&A and general corporate transactions. Ilir counsels companies on a regular basis on a variety of securities matters, including securities offerings, disclosures, filings and related compliance obligations. He has broad M&A experience representing buyers and sellers of companies operating in a spectrum of industries, including representing private equity funds and search funds in connection with their acquisition transactions.

Ilir is also experienced in representing special purpose acquisition companies (SPACs) in raising capital to finance future acquisitions, setting up their organizational structures, working with the regulators and applicable securities exchanges to ensure compliance with applicable rules, drafting Form S-4 to register the securities to be issued in connection with business combinations, and drafting and negotiating related documents in connection with a de-SPAC transaction such as the letter of intent, charter documents, merger agreement, lock-up agreements, and support agreements.

## Representative Cases/Matters

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- Represented several special purpose acquisition companies (SPACs) on a variety of issues.
- Represented preferred stockholder in sale of its investment to the company in the amount of \$12M.
- Represented architectural and engineering firm in sale of business to a private equity group for \$30M.
- Represented several clients in formation of private equity funds ranging from \$25M to \$100M in size and advise them on their reporting obligations as "exempt reporting advisers".
- Represented registered public companies, investment companies and investment advisers in filings made with the SEC (10-Ks, 10-Qs, proxy statements, annual reports, Form ADVs) and advised them on SEC reporting requirements and compliance issues.

- Represented online compliance training leader Workplace Answers in its sale to EVERFI, Inc., the nation's leading education technology innovator.
- Represented client, a leading provider of AML/BSA solutions to financial institutions, in the sale of the company for \$125M.
- Represented buyer in purchase of assets from several manufacturers of custom architectural woodworking for public and commercial buildings, including hospitals, schools, banks, retail stores, restaurants and hotels.
- Counseled significant shareholder of public company on beneficial reporting requirements and sale of over \$3M of public company stock in compliance with Rule 144.
- Represented management of a company engaged in selling commercial lift trucks in purchasing controlling interest of such company from existing shareholders.
- Represented client in purchasing assets of company engaged in manufacturing and distributing products for the garage door industry for \$13.5M.
- Represented client in \$15M sale of company engaged in the business of selling marketing leads including names, phone numbers, home addresses, and/or email addresses, to service providers in the real estate, home and garden, and insurance industries.
- Represented client in forming a \$50M real estate investment fund and setting up the management structure of the fund.
- Represented a technology company in acquiring a new operating subsidiary for \$10M.
- Represented one of the largest mail carriers in the world in conducting an internal survey of its employees regarding the company's compliance with laws in various areas.
- Represented public and private companies in completing reverse and forward stock splits.
- Represented public utility company in 1934 Act filings and a series of primary and secondary public offerings including (1) a public, secondary offering of 800,000 shares of common stock by a major shareholder, (2) a public, secondary offering of 1M shares of common stock by its CEO and CFO; and (3) a primary, public offering of 1.725M of newly issued common stock.
- Played key role in the representation of a public utility company in a \$10M acquisition of a gas marketing company and adoption of rights agreement (poison pill) to ward off future advances of hostile acquirers.
- Represented minority shareholders in an effort to acquire controlling interest in publicly-traded company and control of the board.
- Represented private equity firm in a \$25M acquisition of a battery manufacturer and the \$22M sale of a portfolio company engaged in the sale of various medical products; represented same client in \$50M private placement.
- Assisted in the representation of a closely-held corporation engaged in the business of providing surgical instruments to hospitals in the \$70M sale of the company.
- Represented company operating in the nickel industry in the \$10 million redemption of the ownership interest held by one of its members.

### Admissions - State

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- Ohio

## Education

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- Case Western Reserve University School of Law
- Baldwin Wallace College
- Case Western Reserve University Weatherhead School of Management

## Alerts

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- MH Business Exchange Episode 10 helps businesses understand securities considerations when raising capital
- Legal tips to consider if you're buying a drone this holiday season
- SEC challenges severance agreements restricting whistleblowers
- FAA finalizes commercial drone rules
- New proposed rules on executive compensation at financial institutions

## Blog Posts

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- SEC approves new NASDAQ diversity rules
- Franchi highlights potential conflict issues with SPAC transactions
- SPACs and private investment in public equity
- Special Purpose Acquisition Companies
- SEC adopts amendments clarifying exemptions to private offerings
- SEC modernizes the definition of accredited investor
- Be mindful of any statements or disclosures involving COVID-19
- SEC response to coronavirus outbreak
- SEC proposes expanded definitions of “accredited investor” and “qualified institutional buyer”
- SEC continues to treat cryptocurrency as securities
- Is an initial coin offering a sale of securities?
- The impact of representation and warranty insurance in indemnification provisions of M&A purchase agreements
- SEC reports large increase in capital raised via private placements
- Tesla embroiled in SEC dispute over Elon Musk's recent tweets
- New reporting requirements applicable to investment advisors
- Representation and warranty insurance 101
- How to avoid general solicitation in a Rule 506(b) private offering of securities
- Summary of the annual updates to the ISS and Glass Lewis proxy voting guidelines

## News

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- Four attorneys elected as members at McDonald Hopkins
- Everfi acquires Workplace Answers
- Attorney Ilirjan Pipa joins McDonald Hopkins

## Podcasts

- Episode 21: Securities implications of blockchain technology
- Episode 15: Use of representation and warranty insurance in M&A Deals
- Episode 10: Securities considerations when raising capital

### External Publications

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- "Whole Foods Activist Shareholder Rings in New Year with a Win" – Co-Author, NYSE Governance Services' Insights newsletter (February 2015)
- "Winning Wisdom Garnered from the Cavs for Corporate Buyers" – Co-Author, Crain's Cleveland Business (January 2015)

### Events

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- 2018 Year-end Accounting and Tax Update | Wednesday, November 28, 2018
- Blockchain is coming: Are you ready? | Tuesday, October 9, 2018
- M&A Representations and Warranties Insurance | Thursday, July 12, 2018

### Speaking Engagements

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- Webinar, "Representation and Warranty Insurance in M&A transactions," Speaker, Knowledge Group (July 2018)