



R. RANDALL WANG

Senior Counsel

St. Louis

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BIOGRAPHY

Randy Wang concentrates in the areas of corporate finance and mergers and acquisitions. His practice focuses on representation of issuers and underwriters in public and private offerings, including Rule 144A and Regulation S offerings. During recent years, Mr. Wang has handled offerings of a variety of debt and equity securities, including hybrid securities, totaling more than \$30 billion.

CIVIC INVOLVEMENT & HONORS

- *Best Lawyers®* St. Louis Securities Regulation "Lawyer of the Year," 2018, 2020, 2024
- *The Best Lawyers in America®* 2000-2023

- *Best Lawyers®* 2016 St. Louis Securities / Capital Markets Law "Lawyer of the Year"
- *Chambers USA* (Corporate/M&A) - 2009-present
- "Best Lawyer if the SEC Calls" - *Missouri Lawyers Weekly*, 2008
- Board/executive committee member, Urban League of Metropolitan St. Louis
- Former board member (former chair), Grace Hill Settlement House
- *Pro bono* counsel and Corporate Secretary, The Biome Education Group
- Former Advisory Board Member, Audubon Center at Riverlands
- Member Church Council, First Congregational Church of St. Louis (former Moderator, former Treasurer, former Chair Finance/Stewardship)

ADMISSIONS

- Missouri, 1984

EDUCATION

Harvard University, J.D., *cum laude*, 1984

Williams College, B.A., *magna cum laude*, 1980

RELATED CAPABILITIES

- Securities & Corporate Governance
- Corporate
- Financial Institutions
- Private Equity
- Debt Capital Markets

EXPERIENCE

- A number of initial public offerings ranging in size from \$20 million to \$170 million.

- A variety of follow-on equity offerings ranging in size from \$35 million to more than \$1 billion, including several overnight “bought deals”.
- Numerous debt financings ranging in size from \$100 million to multi-billion.
- A variety of debt, common stock and universal shelf registrations.
- A number of public debt transactions, including tender offers, exchange offers, redemptions and repurchase programs.
- Several public company spin-offs.

His practice also includes tender offers, mergers, acquisitions and divestitures, recapitalizations, corporate governance, general and limited partnerships, limited liability companies and other general corporate matters.

- Serving as lead securities counsel for public company in a \$17.6 billion merger of equals.
- Serving as co-securities counsel in \$2.2 billion spin-off, including as lead counsel in \$600 million Rule 144A senior notes offering.
- Advising public company in connection with spin-off of \$1 billion market capitalization NYSE-listed spinco and related \$775 million high yield 144A offering.
- Advising regional bank holding company in multi-faceted recapitalization transaction related to its previously issued TARP stock.
- Advising special committee of public company in \$3.2 billion recapitalization and concurrent \$1.5 billion split-off of 48% stake by majority shareholder pursuant to exchange offer of new high vote stock for shares of parent common stock.
- Advising public company in \$1.5 billion split-off exchange offer in connection with Morris trust acquisition.
- Serving as counsel to the acquirer of a \$500 million public company for cash.
- Serving as counsel to the acquirer in a \$300 million cross-border cash tender offer for an Australian public company.
- Advising target company in a \$1.4 billion acquisition by a public company for stock and cash.
- Serving as counsel to target company in a \$175 million "going private" merger-tender offer.
- Serving as counsel to special committee in a \$100 million private placement to majority stockholder and a \$95 million concurrent public rights offering to minority stockholders.

- Serving as counsel to special committee in a \$400 million public stock offering, including a \$100 million placement to majority stockholder.
- Advising acquirers in several stock-for-stock public company mergers ranging in size from \$700 million to more than \$10 billion.
- Serving as co-securities counsel in several stock-for-stock public company mergers ranging in size from \$1 billion to more than \$30 billion.

He also regularly counsels issuers, including a number of Fortune 500 companies, with respect to a broad range of securities issues, including:

- SEC reporting requirements;
- Sarbanes-Oxley compliance;
- audit, compensation and corporate governance committees;
- proxy contests;
- shareholder proposals;
- Regulation FD compliance, including communications with financial analysts;
- stock repurchase programs, including dutch-auction issuer tender offers;
- stock option exchange programs; and
- Section 16, Rule 144, Rule 10b5-1 and related issues.

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New SEC staff guidance on verification of investor accreditation in private placements involving general solicitation

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SEC Staff issues new guidance on M&A lockups and all-cash tender offers