

## Andrea M. Farley

Partner

Atlanta

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### OVERVIEW

Andrea focuses on the representation of public and private companies in negotiating a variety of strategic corporate transactions, including mergers and acquisitions, joint ventures, and control and non-control transactions. In addition, she has significant experience representing private equity funds in recapitalizations as well as representing their portfolio companies in connection with merger and acquisition transactions and general corporate matters.

Andrea is rated as a leading mergers and acquisitions attorney by *Chambers USA*, was named in 2019 as one of the Top U.S. Women Dealmakers by the Global M&A Network, and is a member of the ABA Corporate Laws Committee, the only invitation-only Committee of the Business Law Section of the ABA.

### REPRESENTATIVE MATTERS

- Represented a NYSE-listed distributor of automotive replacement parts and industrial replacement parts and materials in various merger and acquisition transactions, including recent carve-out transactions of its business products wholesale division to a strategic investment group, its personal protective equipment and sanitation and janitorial distribution business to a leading private equity firm, and its electrical specialties business to a leading private equity firm.
- Represented a Southeastern-based lower middle-market private equity firm in the recapitalization and sale of several of its portfolio companies, including the recapitalization of a provider of specialized and mission-critical airfield maintenance services, a leading provider of 3D design and product development solutions and services, a manufacturer of filling and labeling machines, a manufacturer of elastomeric-based signature reduction solutions for sale to the U.S. Navy and Navy defense contractors, and a provider of specialized aerospace fuel system maintenance and repair services.
- Represented one of the largest manufacturers of wire and cable, tools, components, and assembled solutions in the U.S. in various strategic transactions, including the acquisition of a manufacturer of nylon cable ties, the acquisition of a manufacturer of temporary power distribution and portable lighting products, and the acquisition of a distributor of high-quality electrical components and accessories.
- Represented a NYSE-listed financial services company and one of the largest commercial banks in the U.S. in various strategic corporate transactions, including the sale of its factoring business, the acquisition of a payment processing business and a portfolio of commercial insurance premium finance contracts, the sale of its direct consumer finance lending company to The Blackstone Group L.P., the acquisition of its non-affiliated premium

finance business, and the reorganization of its asset management business.

- Represented a Nasdaq-listed specialty finance company that provides credit and related financial services and products to consumers in various mergers & acquisitions and capital markets transactions.
- Represented a NYSE-listed and largest provider of commercial landscaping services in the U.S. in its various merger and acquisition transactions.
- Represented a sponsor-backed specialty finance company in various acquisitions and sales of charged-off and bankruptcy portfolios of consumer debt and other merger and acquisition transactions.
- Represented a NYSE-listed global leader in the design, manufacture, and distribution of agricultural equipment in its public and private offering of convertible debt securities.

## AWARDS

- *Best Lawyers in America*®: Corporate Governance Law (2018-2026), Corporate Law (2018-2026), Mergers and Acquisitions Law (2020-2026)
- *Best Lawyers in America*®: “Lawyer of the Year” in Corporate Governance Law (2022), Mergers and Acquisitions Law (2025)
- *Chambers USA*: Corporate/M&A, Georgia (2018-2025)
- *Global M&A Network*: “USA Top Women Dealmaker” Award (2019)
- *Legal 500 United States*: M&A/Corporate and Commercial (2016, 2024)
- *Georgia Trend Magazine*: Legal Elite (2007-2015)
- *Law & Politics and Atlanta Magazine*: “Rising Star” in M&A Law (2005-2011)
- *Fulton County Daily Report*: Young Attorneys “On The Rise” (2009)
- University of Florida Athletic Hall of Fame – Tennis (2004)

## TOP AREAS OF FOCUS

- Corporate
- Corporate Governance
- Mergers + Acquisitions
- Private Equity

## ALL AREAS OF FOCUS

- Consumer Debt Servicing + Protection
- Corporate
- Corporate Governance
- Mergers + Acquisitions
- Private Equity

## PROFESSIONAL/COMMUNITY INVOLVEMENT

- State Bar of Georgia
- ABA, Corporate Laws Committee (Business Law Section)
- Executive Committee, Central Atlanta Progress
- Advisory Board, Metro Atlanta Chamber of Commerce

## EDUCATION AND CERTIFICATIONS

### EDUCATION

- Vanderbilt University Law School, J.D., 1997, *Vanderbilt Law Review*
- University of Florida, B.A., *with honors*, *Phi Beta Kappa*, 1993

### BAR ADMISSIONS

- Georgia

## SPEAKING ENGAGEMENTS

- Speaker, "A Retrospective of 20 Years," The 20th Annual Southeastern M&A/Private Equity Forum, September 26, 2024.
- Panelist, "Promise & Possibility: The State of the M&A Market," The 19th Annual Southeastern M&A/Private Equity Forum, October 5, 2023.
- Panelist and conference co-chair, "Proceed With Caution: Due Diligence Considerations in the Current Environment," 17th Annual Southeastern M&A/Private Equity Forum, October 7, 2021.
- Panelist, "M&A Trends," Corporate Counsel Institute 2020 by The Corporate Counsel Law Section, December 10, 2020.
- Panelist, "Impact of COVID-19 on Executing M&A Transactions," M&A Atlanta Corporate Development Leadership Network (Atlanta, GA), October 6, 2020.
- Co-chair of the 2020 US M&A/ Private Equity Forum and moderator, "The State of M&A/ Private Equity," September 29, 2020.
- Co-chair and moderator, 15th Annual Southeastern M&A/ Private Equity Forum (Atlanta, GA), October 3, 2019.
- Panelist, "Manufacturers Taking Charge of Change: Strategic Growth & Innovation," August 21, 2019.
- Moderator, "Unstick the Deal: Latest Trends and Techniques in Deal Structures," ACG Capital Connection (Atlanta, GA), February 2017.
- Panelist, "Sales & Purchase Agreements: Defining What 'Market' Means," Third Annual Professional Learning Session of the Atlanta Corporate Development Leadership Network (Atlanta, GA), November 2015.

## PUBLICATIONS

- Co-author, "Four Principles Private Equity Investors and Strategic Acquirers Can Teach Each Other in a Slowing and Ever-Changing Deal Market," *Troutman Pepper*, December 14, 2022.