

## David W. Ghegan

Partner

Atlanta

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Public and private companies depend on David's business acumen for a variety of complex securities and corporate finance transactions, mergers and acquisitions, and other general business matters.

### OVERVIEW

A veteran corporate attorney with more than 25 years of experience, David regularly counsels public and private companies and their boards of directors in connection with corporate governance, securities disclosure matters, securities offerings, and mergers and acquisitions. He routinely advises investment banking firms and serves as underwriters' counsel in connection with various public and private securities offerings. David also devotes a significant amount of his practice to representing financial institutions, and is experienced in formation and capital-raising activities of community banks, mergers and acquisitions, and bank regulatory matters.

David leads the firm's Corporate Practice Group – a team of more than 200 attorneys providing comprehensive transactional support to a wide range of clients across key industry verticals. The practice has received numerous rankings and awards, including recognition in various league tables, as well as in *The Legal 500*, *IFLR1000*, and *Chambers USA* for more than twenty years.

### REPRESENTATIVE MATTERS

- Represented Quikrete Holdings, Inc. in its \$11.5 billion acquisition of Summit Materials, Inc., a publicly traded producer of aggregates and cement.
- Represented Franchise Group, Inc., a publicly traded owner and operator of franchised and franchiseable businesses, in its \$2.6 billion "going private" acquisition by its senior management team in partnership with an investor consortium.
- Represented Quikrete Holdings, Inc. in its \$2.74 billion acquisition of Forterra, Inc., a Nasdaq-listed manufacturer of water and drainage infrastructure pipe and products.
- Represented PRGX Global, a Nasdaq-listed recovery audit firm, in its \$200 million acquisition by Ardian Capital.
- Represented Franchise Group, Inc., a publicly traded owner and operator of franchised and franchiseable businesses, in various equity offerings and multiple acquisitions and dispositions, including the acquisitions of The Vitamin Shoppe, Buddy's Home Furnishings, and Badcock Home Furnishings, and the sale of Liberty Tax to a Canadian SPAC.
- Represented Repay Holdings Corporation, a Nasdaq-listed payments technology company, in various equity

offerings and multiple acquisitions, including the acquisitions of BillingTree, Payix, and cPayPlus.

- Regularly serves as underwriter's counsel in multiple securities offerings for Synovus Financial Corp., including a \$300 million subordinated notes offering, a \$200 million preferred stock offering, a \$300 million senior notes offering and a \$250 million subordinated notes offering.
- Represented America II Electronics in its recapitalization with Wynnchurch Capital.
- Represented FirstAtlantic Bank in its \$110 million acquisition by National Commerce Corporation.
- Represented Metropolitan Bank in its \$190 million acquisition by Renasant Corp.
- Represented MidSouth Bancorp, Inc. in its \$60 million follow-on equity offering.
- Served as underwriter's counsel in a \$225 million subordinated debt offering for Bank of the Ozarks, Inc.
- Represented Inmark Packaging in its recapitalization with Quad-C.
- Represented Snyder's-Lance in its \$2.2 billion acquisition of Diamond Foods, Inc.
- Represented Metro Bancshares in its \$40 million acquisition by ServisFirst Bancshares, Inc.
- Served as underwriter's counsel in ServisFirst's initial public offering.
- Represented private equity investor in connection with several investments focused on the financial institutions industry.
- Represented PRGX Global in connection with its \$40 million follow on public offering.
- Served as underwriter's counsel in connection with multiple public equity and debt offerings by a property and casualty insurer based in St. Petersburg, FL.
- Represented BlueLinux Holdings in connection with its \$60 million public rights offering.
- Represented Matria Healthcare, Inc. in connection with its \$1.1 billion acquisition by Inverness Medical Innovations, Inc.
- Represented numerous financial institutions and community banks in negotiating a variety of corporate reorganization transactions, including mergers, asset acquisitions, stock acquisitions, and branch transactions.
- Represented directors and officers of troubled financial institutions in connection with bank regulatory matters.

## AWARDS

- *Best Lawyers in America*®: "Lawyer of the Year" in Mergers and Acquisitions Law (2024)
- *Best Lawyers in America*®: Mergers and Acquisitions Law (2020-2026), Securities/Capital Markets Law (2013-2026), and Corporate Governance Law (2024-2026)
- *Chambers USA*: Corporate/M&A, Georgia (2009-2014, 2017-2025)
- *IFLR1000*, Capital Markets: Debt + Equity, M&A (2024)
- *Best Lawyers in America*®: "Lawyer of the Year" in Securities/Capital Markets Law (2017)
- *Law and Politics and Atlanta Magazine*: Super Lawyers, Securities & Corporate Finance (2007, 2009-2017)
- *Georgia Trend Magazine*: "Legal Elite" (2013, 2016)

## TOP AREAS OF FOCUS

- Corporate
- Corporate Governance
- Financial Services

## ALL AREAS OF FOCUS

- Capital Markets

- Corporate
- Corporate Governance
- Corporate Transparency Act
- Corporate Trust + Agency Services
- Financial Services
- Financial Services Securities + Capital Markets
- Mergers + Acquisitions
- Private Equity

## **PROFESSIONAL/COMMUNITY INVOLVEMENT**

- Georgia Bankers Association
- Atlanta Bar Association, Business and Finance Section Past Chairman
- Breakthrough Atlanta, Chairman
- Visiting Nurse Health System
  - Board member
  - Founder of Chrysalis Club

## **EDUCATION AND CERTIFICATIONS**

### **EDUCATION**

- Emory University School of Law, J.D., 1997, notes and comments editor, *Emory Law Journal*
- University of Virginia, B.A., 1993

### **BAR ADMISSIONS**

- Georgia

## **SPEAKING ENGAGEMENTS**

- Presenter, "Creating a Company that Scales," Bank Director Compensation Conference, October 2017.
- Presenter, Southeastern M&A Forum, "State of the M&A and Private Equity Market," October 2015/2016.
- Presenter, Securities Law Seminar, "Resales of Restricted Securities," February 2016.
- Presenter, ACG Capital Connection, "Regulatory and Policy Impacts for the Middle Market," February 2015.
- Presenter, Securities Law Update, "Responding to SEC Comments," February 2015.
- Presenter, Troutman Sanders/Porter Keadle Moore/Banks Street Partners Market Update, August 2013-2017.
- Presenter, Business Law Institute, Securities Law Update, November 2013 and 2014.
- Presenter, Evolving Duties of a Bank Director, June 2013.
- Presenter, Practical Guide for Directors and Officers of Failing Banks Webinar, November 2011.
- Presenter, Negotiated Corporate Acquisitions, January 2010.
- Presenter, University of Georgia Business Law Symposium, March 2009.
- Presenter, "A Review of the 2007 Proxy Season and a Look Forward to 2008," SEC Hot Topics Institute, May 2007.
- Presenter, "The Endless Search for the Risk-Free MD&A," SEC Institute's *Staying Out of Trouble with the*

SEC seminar, May 2006.

- Presenter, “Form 8-K and Other Disclosure Issues” and “Proxy Season Update,” SEC Hot Topics Institute, June 2006.

## **PUBLICATIONS**

- Co-author, “Notable Requirements Under FinCEN’s Final Rule Implementing the Corporate Transparency Act Reporting Framework,” *Troutman Pepper*, December 2, 2022.
- Co-author, “Congress Passes Corporate Transparency Act,” *Troutman Pepper*, January 11, 2021.
- Co-author, “Gearing Up for Climate Disclosure,” *The Banking Law Journal*, January 2022.
- Co-author, “Gearing Up for Climate Disclosure,” *Troutman Pepper*, October 8, 2021.
- Co-author, “SEC Adopts Amendments to Modernize Reg S-K Disclosure Requirements,” *Troutman Pepper*, August 31, 2020.
- Author, “Trends in ‘Say-on Pay’ Lawsuits,” *Financial Executive* magazine, November 2011.