

Eugene W. McDermott Jr.

Partner

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Gene represents publicly traded companies, pharmaceutical firms, technology developers, and private equity funds in corporate governance, capital markets, and high-stakes mergers and acquisitions.

OVERVIEW

Gene brings extensive experience in corporate and securities law, focusing on capital markets, corporate governance, issuer reporting requirements, and mergers and acquisitions. He advises clients on public and private offerings of equity and debt, both domestically and internationally. Gene's practice encompasses general securities advice, SEC reporting obligations, tender offers, and various merger and acquisition transactions, including alternative public offerings such as registered directs and PIPEs.

REPRESENTATIVE MATTERS

- Advised a number of publicly traded companies in their ongoing reporting obligations, corporate governance and compliance matters, financings, and strategic transactions.
- Represented Kronos Worldwide (Kronos), a leading global producer and marketer of value-added titanium dioxide pigments, and certain of its subsidiaries in the issuance of €75 million of Kronos' senior notes due 2029, following the exchange of €276.2 million of Kronos' senior notes due 2029 and cash for €325 million of Kronos' senior notes due 2025.
- Represented Greenbacker Capital Management, LLC, through an affiliated fund, in a \$50 million financing round of Nexus PMG, led by Greenbacker with participation from the Ontario Power Generation Pension Fund and Liberty Mutual Insurance.
- Advised Adams Resources & Energy, Inc., in the repurchase of all shares of Adams common stock owned by KSA Industries, Inc., the company's largest stockholder, and members of the family of the late Kenneth Stanley Adams, Jr., the company's founder.
- Advised Biohaven Pharmaceutical Holding Company Ltd. (NYSE: BHVN) in the sale of its migraine business, including NURTEC® ODT, an innovative dual-acting migraine therapy approved for both acute treatment and episodic prevention of migraine in adults, and zavegepant to Pfizer in a total deal consideration valued at approximately \$13 billion.
- Represented IPG Photonics Corporation, a developer and manufacturer of high-performance fiber lasers and amplifiers, in the sale of its telecom transmission product lines to Lumentum.
- Represented Nabsys in an investment of \$25 million by Hitachi High-Tech Corporation through the issuance

and sale of the client's series B and B-1 units.

- Represented Deutsche Bank in establishing a \$25 million term loan facility in favor of RapidMiner, Inc., that is secured by collateral in the U.S., Hungary, Germany, and UK. Deutsche Bank also made an equity investment in RapidMiner in the form of a warrant to purchase preferred stock.
- Advised Biohaven Pharmaceutical Holding Company Ltd. (NYSE: BHVN) in its acquisition of the remaining 58% interest of Kleo Pharmaceuticals, Inc., which it did not previously own and the execution of an exclusive license agreement with Yale University for a novel extracellular degrader technology licensed from the Spiegel Lab.

AWARDS

- *Rhode Island Monthly*, Professional Excellence in the Law, Securities Law (2022-2024)

TOP AREAS OF FOCUS

- Capital Markets
- Corporate Governance
- International
- Mergers + Acquisitions
- Private Equity

ALL AREAS OF FOCUS

- Capital Markets
- Corporate
- Corporate Governance
- International
- Mergers + Acquisitions
- Private Equity

PROFESSIONAL/COMMUNITY INVOLVEMENT

- Member, Rhode Island Bar Association

EDUCATION AND CERTIFICATIONS

EDUCATION

- Georgetown University Law Center, J.D., *magna cum laude*, 1995
- Stanford University, A.B., 1991

BAR ADMISSIONS

- New York
- Rhode Island

CLERKSHIPS

- Hon. Warren W. Matthews, Alaska Supreme Court, 1995-1996

PUBLICATIONS

- Co-author, "Conviction in Insider Trading Case Brings New Attention to 10b5-1 Plans," *Troutman Pepper Locke*, June 27, 2025.
- Author, "Public Companies Should Pay Attention to the Corporate Transparency Act," *Locke Lord*, January 25, 2024.
- Author, "Tighter SEC Cybersecurity Incident Disclosure Requirements Go into Effect Today," *Locke Lord*, December 18, 2023.
- Author, "SEC Adopts Revised Stock Buyback Disclosure Requirements," *Locke Lord*, May 5, 2023.
- Author, "Short Extension of Clawback Policy Deadline Suggests Listed Companies Will Need to Adopt Policies by Early August," *Locke Lord*, April 27, 2023.
- Author, "Updating Clawback Policies," *Locke Lord*, April 5, 2023.
- Author, "Revisiting SEC Guidance on Non-GAAP Reporting," *Locke Lord*, February 15, 2023.
- Author, "Electronic Form 144 Filings: Reminder of April 13th Deadline," *Locke Lord*, February 13, 2023.
- Author, "SEC Turns Workplace Misconduct into Disclosure Controls Violation; Clarifies Protection for Whistleblowers," *Locke Lord*, February 7, 2023.
- Author, "Annual SEC Reporting – Two Points to Note," *Locke Lord*, February 2, 2023.
- Author, "SEC Adopts New Restrictions on 10b5-1 Plans, Related Disclosure Requirements and Section 16 Filing Changes," *Locke Lord*, December 15, 2022.
- Author, "Delaware Now Permits Exculpation of Corporate Officers," *Locke Lord*, August 4, 2022.
- Author, "SEC Proposes Climate-Related Disclosure Requirements," *Locke Lord*, March 24, 2022.
- Author, "SEC Proposes to Shorten Schedule 13D/G Filing Deadlines and Count Equity Derivatives," *Locke Lord*, February 17, 2022.
- Author, "SPACs and Legend Removal Opinions," American Bar Association *Business Law Today*, January 24, 2022.
- Author, "Delaware Court Addresses De-SPAC Merger Claims," *Locke Lord*, January 12, 2022.
- Author, "Delaware Court Provides Guidance on Director Liability for Distributions," *Locke Lord*, December 9, 2021.
- Author, "Delaware Clarifies That Statutory Appraisal Rights Can Be Waived," *Locke Lord*, October 14, 2021.
- Author, "Delaware Clarifies Its Rules Governing Stockholder Derivative Actions," *Locke Lord*, October 13, 2021.
- Author, "Nasdaq Introduces Board Diversity Requirements," *Locke Lord*, August 17, 2021.
- Author, "Charges Against Nikola Founder Provide Reminder to Use Caution in All Public Statements and Offer Governance Lessons," *Locke Lord*, August 3, 2021.
- Author, "SEC Reminds Companies That Earnings Management Can Have MD&A Consequences," *Locke Lord*, May 5, 2021.
- Author, "SEC Provides Reminder that Form 12b-25 is a Disclosure Document," *Locke Lord*, April 30, 2021.
- Author, "Continued SEC Focus on SPACs," *Locke Lord*, April 1, 2021.
- Author, "Delaware Court of Chancery Reminds That Rights Plans Have Limits," *Locke Lord QuickStudy*, March 11, 2021.
- Author, "SEC Focus on SPACs," *Locke Lord*, December 29, 2020.
- Author, "Delaware Decision Has Lessons for Lenders and Others," *Locke Lord*, December 21, 2020.
- Author, "SEC Revision of MD&A – Focus on Future Uncertainties Disclosure," *Locke Lord*, December 10, 2020.

- Author, "SEC Proposes Changes to Equity Compensation Rules," Locke Lord, December 3, 2020.
- Author, "SEC Modernizes Disclosure Requirements," Locke Lord, August 27, 2020.
- Author, "SEC Updates Accredited Investor Definition; Makes Related Changes to Qualified Institutional Buyer Definition," Locke Lord, August 27, 2020.
- Author, "SEC Adopts Amendments to Broaden the Accredited Investor and Qualified Institutional Buyer Definitions," Locke Lord QuickStudy, August 27, 2020.
- Author, "SEC Adopts Rules for Proxy Voting Advisory Firms, Issues Supplemental Guidance for Investment Advisors," Locke Lord, July 24, 2020.
- Author, "SEC Issues New COVID-19 Disclosure Guidance," Locke Lord, June 25, 2020.
- Author, "Buybacks: How Companies Can Benefit From Undervalued Stock," Locke Lord QuickStudy, June 2, 2020.
- Author, "SEC Streamlines Financial Statement Requirements for Acquired and Disposed Businesses," Locke Lord QuickStudy, May 27, 2020.
- Author, "NYSE Follows NASDAQ in Temporarily Exempting Some Private Offerings From Shareholder Approval," Locke Lord, May 18, 2020.
- Author, "Nasdaq Temporarily Permits Certain COVID-Related Private Offerings Without Shareholder Approval," Locke Lord, May 7, 2020.
- Author, "SEC Provides Temporary Relief to Permit Expedited Crowdfunding Offerings in a Time of COVID-19," Locke Lord, May 5, 2020.
- Author, "SEC and PCAOB Issue Warning on Risks of 'Emerging Markets' Investments," Locke Lord, April 24, 2020.
- Author, "NYSE Also Extends Relief From Price-Based Listing Requirements," Locke Lord, April 22, 2020.
- Author, "Nasdaq Extends Date for Compliance With Price-Related Listing Requirements," Locke Lord, April 20, 2020.
- Author, "ISS and Glass Lewis Announce Flexibility In Corporate Governance Policies During COVID-19 Crisis," Locke Lord, April 20, 2020.
- Author, "SEC Supplements Guidance for Conducting Shareholder Meetings," Locke Lord, April 9, 2020.
- Author, "SEC Emphasizes Meaningful Disclosure Amid COVID-19 Uncertainties," Locke Lord, April 9, 2020.
- Author, "SEC Issues Guidance on Deadline for Part III Information Omitted From Form 10-K," Locke Lord, April 7, 2020.
- Author, "NYSE Gives Temporary Relief to Listed Companies for Private Placements with Insiders," Locke Lord, April 8, 2020.
- Author, "SEC Provides COVID-19 Disclosure Guidance," Locke Lord, March 27, 2020.
- Author, "Update: SEC Extends 45-Day Filing Relief Through July 1, 2020," Locke Lord, March 27, 2020.
- Author, "Federal Reserve Will Become a Direct Lender to Corporations and an Investor in Corporate Bond Markets," Locke Lord, March 26, 2020.
- Author, "Delaware Supreme Court Upholds Federal Forum Selection Provisions," Locke Lord, March 19, 2020.
- Author, "SEC Coronavirus Guidance on Shareholder Annual Meeting Engagement," March 16, 2020.
- Author, "SEC Proposes Sweeping Changes for Exempt Offerings," Locke Lord, March 13, 2020.
- Author, "Update: SEC Provides Conditional Deadline Extensions," Locke Lord, March 13, 2020.
- Author, "SEC Guidance on Coronavirus Disclosures," Locke Lord, February 27, 2020.
- Author, "SEC Provides Guidance on Performance Metrics in MD&A; Proposes Financial Disclosure Changes," Locke Lord, January 31, 2020.