Joseph Walsh

Partner

New York

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OVERVIEW

Joe's areas of practice include corporate finance and mergers and acquisitions. He has represented issuers and underwriters in a broad range of securities law and corporate finance matters, including initial public offerings (IPOs), secondary offerings of equity, and convertible securities, offerings of high-yield and investment-grade debt, shelf registrations and Rule 144A offerings. Joe has extensive experience in alternative financing techniques, such as confidentially marketed public offerings (CMPOs), registered direct offerings (RDs), private investments in public equity (PIPEs), and reverse mergers.

Joe has particular experience advising issuers, underwriters, and investors on the IPOs of special purpose acquisition companies (SPACs), as well as SPACs, target companies, and investors in de-SPAC business combination transactions. With respect to mergers and acquisitions, Joe has significant experience representing both buyers and sellers in public and private transactions. He also advises clients with respect to general corporate and securities compliance and reporting matters.

REPRESENTATIVE MATTERS

De-SPAC Transactions

- Representing Repay Holdings Corporation in connection with a business combination transaction with Thunder Bridge Acquisition, Ltd., a SPAC.
- Representing a large shareholder of Solid Power, Inc., in connection with Solid Power Inc.'s business combination transaction with Decarbonization Plus Acquisition Corporation, a SPAC.
- Representing B.J.K. Inc., a New York corporation doing business as Chem Rx, in connection with its business combination transaction with Paramount Acquisition Corp, a SPAC.

SPAC Initial Public Offerings

- Representing underwriter Chardan Capital Markets, LLC in connection with a $100 million initial public offering by Globalink Investment Inc, a SPAC.
- Representing Adit EdTech Acquisition Corp., a SPAC, in connection with its $240 million initial public offering.

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Capital Markets

- Represented Cognition Therapeutics, Inc. in connection with its $51 million initial public offering.
- Represented underwriters in connection with two initial public offerings and three follow-on offerings.
- Represented Avadel Pharmaceuticals plc, in connection with its offering of $143.75 million aggregate principal amount of 4.5% exchangeable senior notes.
- Represented Repay Holdings Corporation in connection with its offering of $400 million aggregate principal amount of 0.0% convertible senior notes.
- Represented USA Rare Earth, LLC in connection with its $50 million offering of series C units.
- Represented PolyMet Mining Corp. in connection with its $265 million and $60 million rights offerings
- Represented placement agents in connection with an two registered direct offerings of a biopharmaceutical company.
- Represented an apparel company in connection with firm commitment underwritten public offering of common stock and concurrent private placement of convertible notes and a private placement of convertible preferred stock.
- Represented a financial services holding company in connection with two private placements of common stock and an acquisition of tax preparation and financial services company.
- Represented apparel company in connection with a going private transaction.

Mergers and Acquisitions

- Represented EVI Industries Inc. in connection with the acquisition of 18 private distribution companies.

Additional Transactional Experience

- Served as advisor to management and boards of directors with respect to NYSE, Nasdaq, and NYSE MKT listing standards, the process, procedures, and preparation of applications for initiating the quotation of securities on the over-the-counter markets (OTCBB, OTCQB, OTCQX, and OTCPink), SEC reporting (period reports, proxy statements, and Section 16 reporting), corporate governance policies and programs, and the securities laws.
- Represented a financial services holding company in connection with a proxy contest.

TOP AREAS OF FOCUS

- Capital Markets
- Corporate Governance
- Mergers + Acquisitions

ALL AREAS OF FOCUS

- Capital Markets
- Corporate
- Corporate Governance
- Emerging Companies + Venture Capital
- Finance + Banking
- Mergers + Acquisitions

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- Private Equity
- Real Estate Investment Trusts (REITs)

EDUCATION AND CERTIFICATIONS

EDUCATION

- St. John's University School of Law, J.D., 1999
- State University of New York at Stony Brook, B.A., 1996

BAR ADMISSIONS

- New York

SPEAKING ENGAGEMENTS

- Panelist, “2021: What’s the Deal with SPACs?” Marcum LLP and Troutman Pepper, June 28, 2021.

PUBLICATIONS

- Co-author, “SEC Adopts Final Rules Enhancing Disclosures and Providing Additional Investor Protections Related to SPACs,” *Troutman Pepper*, January 30, 2024.
- Co-author, “SEC Seeks to Enhance Disclosures and Provide Additional Investor Protections Related to SPACs ,” *Troutman Pepper*, March 31, 2022.

MEDIA COMMENTARY

- Quoted, “Crypto Treasuries Gain Traction, But Regulatory Risk Remains,” *Law360*, July 16, 2025.
- Mentioned, “Troutman Pepper Advises Adit EdTech Acquisition Corp. in $276M IPO,” *Troutman Pepper*, January 20, 2021.

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