

Mary Katherine Rawls

Partner

Atlanta

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Mary Katherine's clients rely on her to structure and provide guidance on a variety of corporate transactions, including capital raising and fund formation, corporate governance, joint ventures, and strategic M&A transactions.

OVERVIEW

Mary Katherine focuses on representing public and private companies in the REIT and real estate industries in their securities offerings, mergers and acquisitions, and other strategic transactions, including joint ventures. Clients also turn to Mary Katherine for counseling throughout their lifecycle on governance and corporate matters.

She has substantial experience representing companies in various corporate transactions, including serving as counsel to numerous public, non-listed REITs' initial public and follow-on offerings totaling more than \$10 billion, as well as representing numerous perpetual life, NAV REITs in their private investments in various real estate classes, including but not limited to multifamily and wireless assets.

REPRESENTATIVE MATTERS

- Represented Steadfast Apartment REIT, Inc., a non-traded public REIT, in connection with its \$7 billion merger with Independence Realty Trust, Inc. (NYSE: IRT)
- Represented a software and services focused private equity firm in its sale of a portfolio retail company.
- Represented Steadfast Apartment REIT, Inc. in its acquisitions of Steadfast Income REIT, Inc. and Steadfast Apartment REIT III, Inc., with a \$3.3 billion resulting company.
- Issuer counsel to numerous public, non-listed REITs' initial public and follow-on offerings totaling over \$10 billion.
- Counsel to numerous perpetual life, NAV REITs in their private offerings to invest in various real estate classes, including but not limited to multifamily and wireless assets.
- Counsel to numerous closed-end REITs in their private offerings to invest in data center assets, wireless infrastructure assets, and multifamily assets.
- Counsel to various closed-end and open-end private real estate funds in their private offerings to invest in various asset classes.
- Counsel to an Opportunity Zone Fund in connection with its \$50 million private offering to invest in qualifying opportunity zone investments.

- Counsel to a Delaware Statutory Trust in connection with its private offering to facilitate Section 1031 transactions.
- Counsel to a private venture capital fund in connection with its private offering to acquire certain portfolio investments.

AWARDS

- *Super Lawyers®*: “Rising Star,” Georgia (2024)
- *Legal 500 United States* for REITs (2022)

TOP AREAS OF FOCUS

- Capital Markets
- Corporate
- Investment Funds + Investment Management Services
- Mergers + Acquisitions
- Real Estate Capital Markets (REITs)

PROFESSIONAL/COMMUNITY INVOLVEMENT

- Institute for Portfolio Alternatives – Rising Leaders Council

EDUCATION AND CERTIFICATIONS

EDUCATION

- University of Tennessee College of Law, J.D., 2014
- University of Tennessee, Knoxville, B.S., 2010

BAR ADMISSIONS

- Georgia

SPEAKING ENGAGEMENTS

- Panelist, “Issues to Watch: Regulation Best Interest & The Harmonization of Securities Offering Exemptions,” IMN’s 15th Annual Western Non-Listed Alternative Investment Products Symposium, December 4, 2019.

PUBLICATIONS

- Co-author, “SEC Proposes to Simplify Filer Status and Expand Emerging Growth Company Accommodations,” *Troutman Pepper Locke*, June 9, 2026.
- Co-author, “SEC Offering Reform Proposal (Release 33-11418),” *Troutman Pepper Locke*, June 4, 2026.
- Co-author, “SEC’s Registered Offering Reform Proposal: A Potential Game-Changer for Public Non-Traded REITs,” *Troutman Pepper Locke*, May 27, 2026.
- Co-author, “SEC Issues Exemptive Order Permitting Shortened Tender Offer Periods,” *Troutman Pepper Locke*, April 24, 2026.

- Co-author, “Confronting a Changing and Uncertain Corporate Governance Environment in 2026,” *Troutman Pepper Locke*, March 11, 2026.
- Co-author, “Impact of NASAA REIT Guidelines Amendments to Non-Traded REIT Sponsors – Effective January 1, 2026,” *Troutman Pepper Locke*, December 30, 2025.
- Co-author, “SEC Final Rule: The Enhancement and Standardization of Climate-Related Disclosures for Investors,” *Troutman Pepper*, March 8, 2024.
- Co-author, “SEC Adopts Final Rules Enhancing Disclosures and Providing Additional Investor Protections Related to SPACs,” *Troutman Pepper*, January 30, 2024.
- Co-author, “Court Vacates SEC’s Share Repurchase Rule,” *Troutman Pepper*, December 20, 2023.
- Co-author, “SEC Unable to Correct Defects of Share Repurchase Disclosure Modernization Rule,” *Troutman Pepper*, December 4, 2023.
- Co-author, “SEC Postpones Effective Date of Share Repurchase Disclosure Modernization Rule,” *Troutman Pepper*, December 1, 2023.
- Co-author, “DOL Proposed Rule: New Definition of “Investment Advice Fiduciary”,” *Troutman Pepper*, November 8, 2023.
- Co-author, “New Disclosure Requirements for Public Real Estate Investment Trusts’ Share Repurchases,” *The Real Estate Finance Journal*, Fall 2023.
- Co-author, “SEC Adopts Final Rules Amending and Modernizing Beneficial Ownership Reporting Requirements,” *Troutman Pepper*, October 16, 2023.
- Co-author, “Proposed Legislation Adds Rural Opportunity Zones,” *Troutman Pepper*, July 24, 2023.
- Co-author, “New Disclosure Requirements for Public REITs’ Share Repurchases,” *Troutman Pepper*, June 9, 2023.