

Michael H. Friedman

Partner

Philadelphia

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OVERVIEW

Michael focuses his practice on mergers and acquisitions, corporate finance, and securities. He is particularly experienced representing REITs and financial institutions in a variety of corporate matters. Michael represents issuers and underwriters in public and private offerings of common, preferred, and convertible equity securities and debt securities, as well as in acquisition and joint venture transactions.

Michael regularly counsels board of directors and senior management of companies on governance, transactional, and disclosure matters.

He is also the author of published articles on topics related to corporate governance, joint venture design, executive compensation, securities regulations, and distressed debt.

Michael served as co-chairman of the firm's Commercial Department and as chairman of its Corporate and Securities Practice Group from 2005 through 2010.

REPRESENTATIVE MATTERS

- Represented issuers and private equity investors in more than 100 public and private debt and equity offerings.
- Represented numerous public companies on corporate governance including SEC filings and related securities law matters.
- Represented CubeSmart (NYSE: Cube) in its 2021 underwritten public offering of \$1.05 billion of unsecured notes and in its 2021 underwritten public offering of \$790 million of common shares.
- Represented Independence Realty Trust, Inc. (NYSE: IRT) in its 2021 stock-for-stock merger transaction with Steadfast Apartment REIT, Inc., and in its underwritten public offering of common shares, structured as a forward sale.
- Represented GameStop Corp. (NYSE: GME) in its at-the-market public offering of \$1 billion of common stock.
- Represented Brandywine Realty Trust (NYSE: BDN) in its joint venture with a global institutional investor to own and operate two class-A office towers in Philadelphia.
- Represented Brandywine Realty Trust (NYSE: BDN) in its joint venture to develop, own, and operate a mixed-use tower in Philadelphia on land that is subject to a long-term ground lease.
- Represented a lead lender/investor in a senior secured loan with warrants, to a publicly traded national

cannabis company.

- Represented a private investor in a joint venture to license distilled spirits.
- Represented a private seller of an insurance benefits and advisory firm.

AWARDS

- *Best Lawyers in America*®: “Lawyer of the Year” in Mergers and Acquisitions Law (2021)
- *Best Lawyers in America*®: Corporate Law (2007-2026), Mergers and Acquisitions Law (2006-2026)
- *Chambers USA: America’s Leading Lawyers for Business*: corporate, M&A and securities matters (2008-2019)
- Pennsylvania Super Lawyers (2004-2014 and 2017-2018)

TOP AREAS OF FOCUS

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

ALL AREAS OF FOCUS

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

EDUCATION AND CERTIFICATIONS

EDUCATION

- University of Virginia School of Law, J.D., 1982, Order of the Coif
- The University of Chicago, M.A., 1979
- Hamilton College, B.A., *summa cum laude*, 1978, Phi Beta Kappa; Salutatorian; John Fayerweather Eminent Scholar Award; Ethel M. and Harold Harper Reed Memorial Scholarship

BAR ADMISSIONS

- Pennsylvania

COURT ADMISSIONS

- U.S. Court of Appeals, Third Circuit
- U.S. District Court, Eastern District of Pennsylvania

PUBLICATIONS

- Co-author, "New Disclosure Requirements for Public Real Estate Investment Trusts' Share Repurchases," *The Real Estate Finance Journal*, Fall 2023.
- Co-author, "New Disclosure Requirements for Public REITs' Share Repurchases," *Troutman Pepper*, June 9, 2023.
- Co-author, "SEC Adopts Final Rule Amendments That Increase Disclosures Relating to Share Repurchases," *Troutman Pepper*, May 8, 2023.
- Author, "Triangulating to Clarity: Individually Tailored Accounting and Non-GAAP Financial Measures," *Insights: The Corporate & Securities Law Advisor*, January 2023.
- Author, "SEC Financial Statement Requirements: A Primer for Publicly-Traded REITs," *Insights: The Corporate & Securities Law Advisor*, November 2022.