Thomas P. Dwyer

Partner

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Entrepreneurs and their companies (including emerging technology companies and family owned businesses), private equity sponsors, growth equity and venture capital investors, and public and private companies turn to Tom for strategic, practical counsel regarding mergers and acquisitions, growth equity and venture capital financings, technology matters, and outside general counsel guidance.

OVERVIEW

Tom focuses on advising and executing mergers and acquisitions, private equity, and growth equity venture capital transactions. He also serves as outside general counsel to several emerging, middle market, and public companies who rely on him for general corporate matters and for coordinating additional firm resources as necessary and at all points of a company's life cycle. Tom works with clients across many industries including various areas of technology (SAAS/cloud software, predictive analytics, machine learning and big data, blockchain/crypto/NFT's, industrial technology, augmented reality, ecommerce and internet services, energy technology, health care information technology, 3D printing, fintech (including wealth management and payment technologies), geospatial/aerospace/defense related technologies), energy, natural resources and infrastructure, health care, life sciences (including medical devices and biologics), manufacturing, business services (including advertising and legal services), food and beverage, and gaming.

Tom's experience includes serving as in-house counsel to the treasury and capital markets groups of a *Fortune* 500 company. He also serves as co-chair of the firm's Emerging Company + Venture Capital group, is on the steering committee of the firm's Technology Group, and is a member of the firm's Health Sciences and Energy Groups.

Tom founded and leads the Mid-Atlantic Energy Technology Forum and the Health Care IT Forum. He served as chairman of the 2009 IMPACT Conference (formerly MAC Conference), and co-chairman of the 2023 Mid-Atlantic Venture and Growth Equity Conference. In addition, Tom sits on the Ben Franklin Technology Partners (BFTP) Investment Advisory Committee. and was previously a member of the American Bar Association's Venture Capital and Private Equity Subcommittee.

Tom is a frequent speaker on topics such as mergers and acquisitions, venture capital, entrepreneurship, private equity, and technology transfer. He has served as a guest lecturer at Villanova University School of Law and was an adjunct professor for the University of Baltimore's MBA program.

REPRESENTATIVE MATTERS

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- Represented Innovative Control Systems, a leading provider of technology solutions for the carwash industry, in its sale to Dover (NYSE: DOV).
- Represented Clemens Food Group in an acquisition of a hog farming business in North Carolina and Indiana.
- Represented CareAR, an augmented reality technology provider, in its sale to Xerox (NYSE: XRX).
- Represented Cloudnexa, a cloud migration technology based service provider, in its sale to NHN.
- Represented ColdLight Solutions, a machine learning and predictive analytics technology company, in its growth equity investment, Kayne Partners, and its subsequent sale to PTC (Nasdaq: PTC), a global provider of technology platforms and enterprise applications.
- Represented Infor, a global enterprise software company, in its acquisition of GRASP Systems International, Saleslogix (SaaS CRM software), Starmount, Inc. (retail software solutions), certain assets of Ciber and Reserve Interactive (cloud based hospitality software) and several other acquisitions.
- Represented a specialty chocolatier in its sale to a private equity firm.
- Represented Greenphire, a market leading provider of cloud-based clinical trial payment management and data analytics solutions, in its Series A and Series B venture financings and its sale to The Riverside Company, a global private equity firm.
- Represented Nuvon, Inc., a leader in medical device integration, interoperability, and clinical intelligence, in its merger with Cardiopulmonary Corp., a leader in real-time connected health care.
- Represented a Nasdaq-listed business services company in its initial public offering and the implementation of a nationwide acquisition program (16 acquisitions since IPO, including a $260 million merger in 2007).
- Represented Insight Strategy Advisors, a market access consulting firm to the biopharma industry, in its sale to Precision Value & Health.
- Represented a well-known Philadelphia-based private equity firm with respect to its initial investment in, and $55 million recapitalization of, a leading health care information technology company.
- Represented Proscia, an innovative digital pathology technology provider in its Series Seed, Series A, and Series B capital raises.
- Represented Osage Venture Partners, an early-stage venture capital firm in its investment in Sidecar, a Philadelphia-based ecommerce marketing company and its investment in, and exit from, PeopleLinx and several other investments.
- Represented Activate Ventures, an early-stage venture capital firm in several investment transactions.
- Represented Core Solutions, a software provider in the mental/behavioral health space, in its Series A and Series B equity raises.
- Represented a major buyout fund in the acquisition of a portfolio company in the education space.
- Represented a nutritional bioscience company, with respect to corporate and licensing matters in connection with a settlement and licensing agreement covering bioscience patents.
- Represented a family owned medical device manufacturer in its sale to a private equity–backed platform company through a merger.
- Represented a partnership in the sale of a majority interest in a race track/gaming operation to the world’s largest casino operator.
- Represented various financial sponsors in the formation of private equity funds.
- Represented emerging companies with strategic financing issues, including venture capital and angel equity investments.

Energy Technology, Natural Resources, and Infrastructure Transactions

- Represented NavPort, an energy technology company, in its sale to RS Energy (a Warburg Pincus backed company).
- Represented a *Fortune* 100 energy company in its strategic investment in an innovative solar technology

company.

- Represented Graymont, a global specialty natural resources company, in the sale of certain of its non-core assets to Barrett Industries.
- Represented a private equity fund focused on energy technology and the water/energy nexus in its preferred stock investment in a water-focused environmental technology company.
- Represented a renewable energy developer in connection with the development of an 11.5 MW solar facility and the project's sale to the renewable energy development arm of a *Fortune* 100 energy company.
- Represented a venture investor in connection with its cleantech investment in an innovative "upcycling" company.
- Represented a large infrastructure company in the purchase of its stone, gravel, and sand supplier.
- Represented an energy efficiency technology company with respect to its expansion stage venture financing and licensing agreement with a *Fortune* 500 strategic partner.
- Advised in a $440 million transaction that securitized a unique asset, while serving as in-house counsel to the treasury and capital markets group of a *Fortune* 500 energy company.

AWARDS

- *Legal 500 United States:* M&A/Corporate and Commercial: Venture Capital and Emerging Companies (2025-2026)
- *Chambers USA*: Startups & Emerging Companies, USA Nationwide (2024-2026)
- Thomson Reuters Stand-out Lawyer (2019-2021) – independently rated lawyers

TOP AREAS OF FOCUS

- Corporate
- Emerging Companies + Venture Capital
- Energy
- Health Care + Life Sciences
- Mergers + Acquisitions
- Private Equity
- Technology

ALL AREAS OF FOCUS

- Capital Markets
- Corporate
- Emerging Companies + Venture Capital
- Energy
- Financial Services
- Food + Beverage
- Health Care + Life Sciences
- Investment Funds + Investment Management Services
- Mergers + Acquisitions
- Private Equity
- Technology

EDUCATION AND CERTIFICATIONS

EDUCATION

- University of Baltimore School of Law, J.D., 1994
- Brown University, B.A., 1990, lacrosse (captain), ice hockey

BAR ADMISSIONS

- New Jersey
- Pennsylvania

SPEAKING ENGAGEMENTS

- Moderator, "Building Bridges — How Investors Orchestrate Healthcare's Most Successful Partnerships," HIMSS Global Health Conference & Exhibition – Emerge Innovation Experience 2026, March 11, 2026.
- Selection Committee, PACT Capital Conference 2021, November 4, 2021.
- Panelist, The PACT and Troutman Pepper Health Care IT Forum, Troutman Pepper, June 8, 2021.

PUBLICATIONS

- Co-author, "AI Defensibility — What It Means, Why It Matters, and How Diligence and Deal Documents Are Catching Up," *Reuters*, June 16, 2026.
- Co-author, "Investors Gear Up for Market Momentum in Health Care IT," *Troutman Pepper Locke*, November 25, 2025.
- Co-author, "Policies in Focus: Opportunities and Challenges Expected for M&A and VC in 2025," *Troutman Pepper Locke*, January 24, 2025.
- Co-author, "Investors Stay on the Pulse of Health Care IT," *Troutman Pepper*, June 15, 2023.
- Co-author, "Time to Build Your Team?," *Troutman Pepper*, May 16, 2023.
- Co-author, "Failing Forward: How to Raise a Successful Down-Round in 2023," *Troutman Pepper*, March 16, 2023.
- Co-author, "When Capital Gets Tight, Savvy Founders Get Creative," *Troutman Pepper*, February 7, 2023.
- Co-author, "Making a SAFE Bet Safer: Five Factors to Consider Before Signing Your Next SAFE Note," *Troutman Pepper*, September 15, 2022.
- Co-author, "Troutman Pepper and Philadelphia Alliance for Capital and Technologies (PACT)," *Troutman Pepper*, June 2, 2022.

MEDIA COMMENTARY

- Quoted, "Troutman Pepper To Host 2023 PACT Capital Conference," *PACT*, April 24, 2023.