

MARC J. ADESSO

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Marc Adesso advises issuers, underwriters, hedge funds and other market participants in a full range of capital markets transactions. He also counsels companies, boards and their committees, investors and financial institutions on SEC regulatory and corporate governance issues, including compliance with securities exchanges.

Healthcare, life sciences, fintech, energy, agriculture, manufacturing and motor vehicle companies, as well as REITs and financial institutions, rely on Marc's insight and guidance with regard to transactions ranging from IPOs, going private transactions, follow-on public offerings, shelf takedowns, ATMs, PIPEs, reverse mergers, convertible debt offerings and other transactions, including takeover defense, proxy contests and matters involving shareholder activism.

Marc is recognized for his work on securities regulation and corporate governance, and has established a national practice counseling issuers conducting mini-IPOs under Regulation A+ of the JOBS Act, which allows smaller privately held companies to raise up to \$50 million per year by selling shares to the general public.

Additionally, Marc leads the firm's legalized cannabis initiative and has experience counseling clients on the rapidly changing landscape facing the cannabis industry in matters spanning capital raising, the impact on healthcare providers, international transactions, fund investments and challenges with the banking system.

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In addition, Marc leads Waller's cannabis law and regulation practice group, counseling clients on the rapidly changing landscape regarding legalized cannabis, in matters ranging from capital raising, international transactions, fund investments to challenges with the banking system.

Education

- J.D., Marquette University Law School, 2010
 - *Marquette Sports Law Review*
- M.B.A., Thunderbird School of Global Management, International Management, 2008
 - Thunderbird Spirit of Giving Award
- M.A., New York University, Italian Literature, 2008
 - McCracken Fellowship
 - NIAF Scholarship
- B.A., University of Wisconsin-Madison, Industrial Psychology, Italian, 2001
 - OISP Scholarship

Bar Admissions

- Tennessee
- Wisconsin

Experience

- Represented an NYSE-listed self-storage REIT in connection with a \$1.4 billion cash-out merger
- Assisted an NYSE-listed residential REIT with securing a \$750 million credit facility and completing a \$400 million bond offering and a \$350 million ATM offering
- Counseled an NYSE-listed healthcare REIT in support of a \$247 million underwritten equity offering
- Assisted a NASDAQ-listed behavioral health services provider in complying with its obligations related to a \$143 million block trade
- Represented a medical device manufacturer in its initial public offering and simultaneous NASDAQ listing
- Provided counsel to a U.S. subsidiary of an Italian manufacturing company in its sale of a minority interest to a German automaker
- Advised a publicly traded U.S. company in its merger with a privately held shipping company based in the Marshall Islands
- Assisted an equipment leasing fund managed by a major Australian financial institution with fund management issues and Exchange Act reporting obligations
- Represented a hedge fund in closing a secured, revolving credit facility from a national lender

Professional

- Member, Nashville, Tennessee and American Bar Associations
- Member, Association of Corporate Growth-Tennessee Chapter

Prior Affiliations

- Associate, Baker, Donelson, Bearman, Caldwell & Berkowitz PC, Nashville, Tenn., 2015-2017
- Associate, Sichenzia Ross Ference Kesner, LLP (fka Sichenzia Ross Friedman Ference, LLP), New York, N.Y., 2012-2015
- Associate, Davis & Kuelthau, SC (fka Godfrey, Braun & Frazier, LLP), Milwaukee, Wisc., 2011-2012
- Associate/Paralegal, DeWitt, Ross & Stevens, SC, Milwaukee, Wisc., 2008-2011
- Owner, Phoenix SAN Consultants, Inc., Phoenix, Ariz., 2006-2008
- Law Clerk, Danovi & Giorgianni, Studio Legale, Rome, Italy, 2005

Community

- Nashville Chapter Leader, Thunderbird Alumni Association
- Mentor, Vanderbilt University TechVenture Challenge

Articles

- "Up-C IPO Structure" by Marc Adesso, Wes Scott and Shane Morris on CapMarketsLaw
- "Will the Median Employee Please Stand Up? The Seemingly Unavoidable Pay Ratio Rule" by Marc Adesso, Wes Scott, and James Bristol on CapMarketsLaw
- "SEC Expands Confidential Draft Registration Submission Process to Companies of All Sizes" by Marc Adesso on CapMarketsLaw
- "Going Public – New Developments for Privately Held Banks to Consider," By Marc J. Adesso, Memphis Business Journal
- "Legal Considerations When Forming a Venture Capital Fund," By Marc J. Adesso, VC-list.com

Bulletins

- Qualification of the Unqualified: SEC Approves PCAOB Rule Regarding Auditors' Reports
- SEC on a Tear Updating Various C&DIs
- Not an Opsie: The Up-C IPO Structure
- The Seemingly Unavoidable Pay Ratio Rule
- SEC Expands Confidential Draft Registration Submission Process to Companies of All Sizes

Media Mentions

- "Nville's Virtuoso Surgical talks with coastal bankers ahead of \$3MM Seed raise," Marc Adesso quoted in Venture Nashville
- "The Green Rush: How medical marijuana will affect the Mid-South economy," Marc Adesso quoted in Memphis Business Journal
- "Colorado's marijuana sector drawing new people to the state," Marc Adesso quoted in Denver Business Journal
- "Cannabis Update: Q1 2018 in Review," Marc Adesso quoted on investingnews.com

Events

- Wes Scott and Marc Adesso present at Donnelly Financial Solutions "Proxy Statement Interactive Seminar"
- "The rules of engagement – investing in the industry," Presented by Marc J. Adesso, Cannabis and its Medicinal Potential: State of the Research and Policy
- "Demystifying Regulation A+: Procedures and Opportunities," Presented by Marc J. Adesso, Business Law Institute