

MARC J. ADESSO

Counsel



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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, NBA Business Law Committee
- 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

- "SEC to air companies' bedbugs," authored by Marc Adesso, Waller Law Blog
- "One of the hidden benefits of Regulation A+ offerings: variable pricing," authored by Marc Adesso, Capital Markets and Securities
- "Public companies will soon be able to use Reg A+," authored by Marc Adesso, Capital Markets and Securities
- "Leading provider of proxy services secures blockchain patent," authored by Marc Adesso, Capital Markets and Securities
- "China closer to approving REITs, tapping investment opportunities," authored by Marc Adesso, Capital Markets and Securities
- "First Canadian cannabis company could be headed for NYSE," authored by Marc Adesso, Capital Markets and Securities
- "A new milestone for cannabis investing in the U.S.?" authored by Marc Adesso, Capital Markets and Securities
- "SEC takes aim at cryptocurrencies, trading platforms," authored by Marc Adesso, Capital Markets and Securities
- "Victim of a cyberattack? Here's what the SEC says you should do," co-authored by Marc Adesso, Wes Scott, and Jase Burner, Capital Markets and Securities
- "Fintechs, money service businesses get boost from Tennessee, six other states," authored by Marc Adesso, Capital Markets and Securities
- "SEC approves NYSE rules change to allow direct listings," authored by Marc Adesso, Capital Markets and Securities
- "Could broadening the investor base help growing companies, save ICOs?," co-authored by Marc Adesso and Jase Burner, Capital Markets and Securities
- "Discretion Is Not the Better Part of Valour: Are Your Company's Director Awards Entirely Fair?" co-authored by Wes Scott and Marc Adesso, Capital Markets and Securities
- "To 8-K or Not to 8-K: the SEC's Guidance on the Impact of the Tax Cut and Jobs Act," authored by Marc Adesso and Wes Scott, Capital Markets and Securities

- "SEC Chairman Issues Personal Statement on ICOs in Wake of SEC Enforcement Actions," authored by Marc Adesso, Capital Markets and Securities
- "FASB Realigns Materiality Standard with a Little Help from the SEC," co-authored by Marc Adesso and Wes Scott, Capital Markets and Securities
- "SEC Chairman Sees ICOs as Securities Offerings," co-authored by Marc Adesso and Wes Scott, Capital Markets and Securities
- "SEC Issues New SLaB," co-authored by Wes Scott and Mark Adesso, Capital Markets and Securities
- "Qualification of the Unqualified: SEC Approves PCAOB Rule Regarding Auditors' Reports," co-authored by Marc Adesso and Wes Scott, Capital Markets and Securities
- "FAST-Tracking Simplicity: SEC Proposes Rules to Modernize and Simplify Disclosure," co-authored by Wes Scott and Marc Adesso, Capital Markets and Securities
- "Up-C IPO Structure," co-authored by Marc Adesso, Wes Scott, and Shane Morris, Capital Markets and Securities
- "Up-C IPO Structure" by Marc Adesso, Wes Scott and Shane Morris on CapMarketsLaw
- "SEC on a Tear Updating Various C&DIs," co-authored by Marc Adesso and Wes Scott, Capital Markets and Securities
- "Reg. A+ Expansion Passes the House," authored by Marc Adesso, Capital Markets and Securities
- "Will the Median Employee Please Stand Up? The Seemingly Unavoidable Pay Ratio Rule" by Marc Adesso, Wes Scott, and James Bristol on CapMarketsLaw
- "Will the Median Employee Please Stand Up? The Seemingly Unavoidable Pay Ratio Rule," co-authored by Marc Adesso, Wes Scott, and James Bristol, Capital Markets and Securities
- "SEC Expands Confidential Draft Registration Submission Process to Companies of All Sizes" by Marc Adesso on CapMarketsLaw
- "SEC Expands Confidential Draft Registration Submission Process to Companies of All Sizes," authored by Marc Adesso, Capital Markets and Securities
- "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 Oopsie: 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

- "Cannabis Update: Q2 2018 in Review," Marc Adesso quoted in Cannabis Investing News
- "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