

Snell & Wilmer



Jeffrey A. Scudder

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Main Bio

Jeff Scudder's practice is concentrated in corporate and securities law, with a focus on complex business transactions (including mergers, acquisitions and joint ventures), corporate governance, SEC reporting and compliance, general contracting, and compliance with the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (including notification filings with the Federal Trade Commission and U.S. Department of Justice). Jeff has advised boards, board committees and officers of clients across a wide variety of industries, ranging from publicly traded corporations with large market capitalizations to small nonprofit entities. He has significant experience representing educational institutions, including postsecondary institutions and charter schools, in connection with general corporate, transactional and regulatory matters. Jeff has also assisted public and private companies in raising capital through securities offerings of various types, including common and preferred stock issuances, debt issuances, PIPE transactions and equity lines of credit.

Representative Matters

- Represented independent (non-profit) graduate business school, and governing Board of Trustees, in complex strategic transaction process culminating in transfer of assets to major public research university
- Represented utility in \$4 billion solar energy purchase power agreement
- Represented large, privately held processed meats company in nine-figure sale to strategic buyer
- Special Counsel to publicly held medical device company in its \$3.5 billion sale to a public, multinational drug company
- Represented publicly traded biotech company in sale to a private pharmaceutical company
- Represented publicly traded homebuilder in multiple debt offerings and refinancing transactions, including \$200 million offering of senior unsecured notes
- Represented privately held information technology outsourcing company in its \$95 million sale to a publicly traded strategic buyer
- Represented leading provider of Unified Communications-as-a-Service (UCaaS) solutions in its \$114 million sale to a publicly traded strategic buyer
- Represented leading professional dental education company in its sale to private equity firm
- Represented venture capital fund in its investment as lead investor in a publicly traded medical diagnostics company
- Represented private equity fund in its \$40 million acquisition of manufacturing company

- Represented buyer in its acquisition of a privately held call center and technology company specializing in the multifamily housing industry (asset acquisition)
- Represented manufacturer of large-scale test equipment in its \$40 million sale to a private equity fund
- Represented human genome sciences company in \$40 million merger with medical diagnostics services company
- Represented privately held medical device testing company in its \$19 million sale to a private equity fund
- Represented privately held technology company specializing in apartment marketing and leasing solutions in its sale to a strategic buyer sponsored by a private equity fund
- Represented privately held human resources consulting business in its sale to a strategic buyer sponsored by a private equity fund
- Represented public online classified/yellow pages company in its \$12 million stock-for-stock acquisition of a private online classified company
- Represented buyer in purchase of two well known resorts from a REIT for \$325 million
- Represented broadband service provider in merger with competitor
- Represented privately held paving and construction company in sale to private equity buyer
- Represented publicly traded content delivery network service provider in acquisitions of privately held SaaS-based online video platform provider and privately held SaaS-based web content management services provider
- Represented privately held online freight brokerage and logistics company in recapitalization and venture capital investment transaction
- Represented privately held technology company specializing in business automation solutions for manufacturers, distributors and brokers within the food and beverage industry in multiple recapitalization transactions involving leading U.S. investment banks and multiple strategic acquisitions
- Represented private consumer products company in sale of a bar soap manufacturing plant and negotiation of related contract manufacturing agreements
- Represented public and private companies in drafting forms of standard and customized business contracts, complex contract negotiations, government contracting, contracting for "cloud" business solutions, and related matters
- Represented public companies in the adoption of termination "poison pills" and related anti-takeover measures, stock repurchase programs, tender offers for equity and debt securities, and stock splits
- Represented public companies of various sizes and in various industries in connection with SEC filings (including periodic reports, current reports, proxy statements and other filings), SEC correspondence, and compliance with NYSE and NASDAQ listing rules
- Represented public and private companies in connection with notification filings under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, including analysis of filing requirements and available exemptions

Education

- The University of Iowa College of Law (J.D., with distinction, 2006)
 - Iowa Governor's Volunteer Award

- Iowa Student Bar Association
- Class Agent, Iowa Law School Foundation
- Editorial Board, Iowa Law Review
- College of Law Merit Scholar
- The University of Northern Iowa (B.A., Finance and Economics, summa cum laude, 2003)
 - Presidential Scholar
 - President of the Student Body
 - Recipient of "Purple and Old Gold Award" as outstanding graduate in finance
 - Honor Societies: Omicron Delta Kappa, Beta Gamma Sigma, Phi Eta Sigma
 - Alumni in Residence, Economics Department (April 2012)

Professional Memberships & Activities

- Maricopa County Bar Association
- Association for Corporate Growth (Arizona Chapter)

Representative Presentations & Publications

- "[Paying it Forward: UNIBusiness Alum Gives Students Opportunities](#)," Profiled, UNIBusiness News (July 2018)
- "[The New FCPA Cooperation Plan](#)," Co-Author, Inside Counsel (September 6, 2016)
- "[2016 Annual Meeting Season](#)," Co-Author, Corporate Communicator (Winter 2016)
- "[Proxy Advisory Firms](#)," Author, The Corporate Counselor (July 2015)
- "Seventh Annual Public Company Proxy Season Update," Presenter, Snell & Wilmer (January 2015)
- "Sixth Annual Public Company Proxy Season Update," Presenter, Snell & Wilmer (January 2014)
- "Fifth Annual Public Company Proxy Season Update," Presenter, Snell & Wilmer (January 2013)
- "Fourth Annual Public Company Proxy Season Update," Presenter, Snell & Wilmer (January 2012)
- "Latest Disclosure and Governance Developments," Co-Author, The Corporate Communicator (January 2012)
- "[Nevada: Delaware of the West?](#)," Co-Author, DealLawyers (November 2011)
- "Observations About the Status of Nevada Corporate Law – Delaware of the West?," Co-Author, The Corporate Communicator (Spring 2011)
- "[The Votes Are In ... Say-on-Pay Is Mandatory](#)," Co-Author, Orange County Business Journal (April 2011)
- "Third Annual Public Company Roundtable," Presenter, Snell & Wilmer (January 2011)
- "A New Year's Resolution for the Proxy Statement: Mandatory 'Say on Pay,'" Author, The Corporate Communicator (January 2011)
- "Summary of Corporate Governance and Executive Compensation Portions of the Dodd-Frank Act," Author, The Corporate Communicator (July 2010)
- "Second Annual Public Company Roundtable," Presenter, Snell & Wilmer (January 2010)
- "SEC Developments and Other Issues Affecting Your 2009 Annual Report and the Upcoming Proxy Season," Author, The Corporate Communicator (January 2010)

- "Panel Discussion on SBIR Funding, Moderator," Third Annual Nanotechnology Symposium (2008)
- "After Rants v. Vilsack: An Update on Item Veto Law in Iowa and Elsewhere," Note, 91 Iowa L. Rev. 373 (2005)

Professional Recognition & Awards

- Southwest Super Lawyers[®], Rising Stars Edition, Business/Corporate (2014-2019)

Community Involvement

- Arizona Town Hall
 - Training Committee
- Valley of the Sun United Way
 - Generation United Steering Committee
- Valley of the Sun YMCA
 - Finance Committee
- Lincoln Family Downtown YMCA Board of Management
 - Board Chair
 - Executive Committee
 - Finance Committee, Chair
- Genesis Program, Inc., Board of Directors
 - Secretary
- Active 20-30 Club of Phoenix #99
- Paradise Valley United Methodist Church

Bar Admissions

- Arizona

Court Admissions

- Supreme Court of Arizona
- United States District Court, District of Arizona