

Snell & Wilmer



Bradley V. Martorana

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Main Bio

Bradley Martorana has extensive experience advising businesses, tax exempt organizations, entrepreneurs and investors in structuring, negotiating and documenting a broad range of transactions and relationships. He is also a certified public accountant (CPA) with experience at one of the "big four" accounting firms.

Bradley is active in state and national bar organizations, serving on the Task Force of the Mergers and Acquisitions Committee of the American Bar Association that is updating the ABA Model Stock Purchase Agreement. He is also a former Chair of the Securities Regulation Executive Council of the State Bar of Arizona. Bradley is a frequent lecturer on mergers and acquisitions, corporate and healthcare matters.

Representative Experience

Mergers & Acquisitions

- Represented buyers and sellers in mergers, acquisitions, joint ventures and other transactions valued between \$100,000 and \$1.8 billion in various industries, including healthcare, insurance, professional services, aviation, hospitality and "brick and mortar" industries
- Structured and documented transactions to accommodate special tax opportunities, including tax-free reorganizations, and transactions involving Subchapter S corporations (S-Corps) and partnerships

Healthcare Transactions & Regulatory Advice

- Counseled hospitals, ambulatory surgical centers (ASCs), clinical laboratories, imaging centers, independent diagnostic testing facilities, home health agencies, hospices, skilled nursing facilities (SNFs), pharmacies and other suppliers in a broad range of business transactions and general compliance matters
- Represented physician practices in general business and healthcare matters, including groups practicing anesthesiology, emergency medicine, dermatology, cardiology, allergy, dentistry, hospitalists, ophthalmology, pediatrics, medical oncology, radiation oncology, and infectious disease, and multi-specialty groups
- Structured transactions, relationships and agreements in compliance with the Stark law, federal and state anti-kickback statutes, Medicare rules, HIPAA and state privacy laws, and antitrust laws
- Structured and negotiated acquisitions and divestitures of healthcare companies, and joint ventures among healthcare providers, including those between tax-exempts and for-profit entities
- Negotiated physician recruitment agreements, employment agreements, physician buy-in-buy-out agreements, and compensation plans

General Business & Corporate Matters

- Advised corporations, limited liability companies (LLCs), partnerships, individuals and tax-exempt organizations in the formation and operation of their businesses
- Advised new and ongoing businesses and owners regarding general business law, including the protection and development of intellectual property and ideas, the negotiation of shareholder and employee relationships, and tax-related matters
- Represented issuers and investors in private offerings of securities in healthcare, aviation, hospitality, real estate, construction, technology, agriculture, natural gas and energy industries
- Counseled tax exempt charter school and holding company in connection with entity formation
- Obtained recognition of federal tax exempt status for a charter school
- Counseled tax exempt charter school on joint ventures and similar relationships with for-profit entities
- Represented special education provider in worker classification audit before the Arizona Department of Revenue
- Represented charter school in negotiation of teacher and staff employment contracts
- Represented charter school in connection with employee termination matters

Lending, Leasing & Commercial Transactions

- Negotiated contracts, terms and conditions, supply agreements, consulting agreements and distributorship agreements for manufacturers, wholesalers, distributors, retailers and customers
- Represented banks, financial institutions and borrowers/lessees in loans and leases, including financings secured by real property, equipment, intellectual property and specialized collateral such as health insurance receivables, agricultural products and aircraft
- Represented health clinics, tax-exempt hospitals, hospital districts, tax-exempt educational institutions, clinical laboratories and other entities in connection with loans between \$12 million and \$330 million

Education

- Arizona State University, W.P. Carey School of Business (M.B.A., 2008)

- University of Maryland School of Law (J.D., 2005)
 - Order of the Coif
 - Associate Articles Editor, The Business Lawyer
- Georgetown University, McDonough School of Business (B.S., Accounting/Finance, 2001)

Professional Memberships & Activities

- State Bar of Arizona
 - Executive Council, Securities Regulation Section (2009-present), Chair (2013-2014)
- Association for Corporate Growth, Arizona Chapter (2007-present)
- Arizona Association of Health Care Lawyers (2010-present)
- American Health Lawyers Association (2009-present)
- American Bar Association
 - Business Law Section
 - Health Law Section
 - Taxation Section
- American Institute of Certified Public Accountants

Representative Presentations & Publications

- M&A Jurisprudence Subcommittee Meeting of the ABA Business Law Section's Annual Meeting, Speaker, Washington, D.C. (September 13, 2019)
- "Letters of Intent: Tips on How to Properly Start the M&A Process," Co-Presenter, OC Healthcare Financial Network, Irvine, CA (June 9, 2017)
- "[Dermatology Practice Mergers, Acquisitions, Divestitures and Affiliations](#)," Co-Presenter, Stafford Publications, Inc. Webinar (June 29, 2016)
- "Structuring the Deal," Speaker, Sterling Education Services: Buying and Selling a Business in Uncertain Times (February 2014)
- "Publicly Soliciting 'Private' Securities Offerings: New SEC Rule 506(c) and Other Jobs Act Developments," Speaker, State Bar of Arizona (September 2013)
- "Choice of Business Entity," Speaker, American Academy of Pediatrics Arizona Chapter: Efficiency in the Primary Care Office (November 2012)
- "U.S. Supreme Court Upholds Affordable Care Act," Author (July 16, 2012)
- "Overview of Federal Healthcare Laws," Speaker, Jennings Strouss & Salmon, PLC (June 2012)
- "Building Company Value: A Dialogue on Planning for Transitions in Your Company," Speaker, Jennings Strouss & Salmon, PLC (May 2012)
- "Hefty Fines Issued for HIPAA Violations," Co-Author (April 11, 2011)
- "Overview of Due Diligence," Panel Speaker, Angel Capital Education Foundation: Angel Investing - An Overview (April 2010)
- "Mergers and Acquisitions: Taxation," Speaker, Sterling Education Services: Buying and Selling a Business: Mastering the Basics (July 2008)
- "Managing the Due Diligence Process," Panel Speaker, M&A Source: How to Buy a Company as a Corporate Growth Strategy (January 2008)

Professional Recognition & Awards

- Southwest Super Lawyers®, Rising Stars Edition, Business/Corporate (2012-2018), Health Care, Mergers & Acquisitions (2012-2016, 2019)

Community Involvement

- Shepherd of the Desert Lutheran Church
 - Finance & Operations Board (2010-2013)

Other Professional Experience

- Jennings Strouss & Salmon, PLC (2007-2015)
- KPMG, LLP (2006-2007)
- Ober, Kaler, Grimes & Shriver, P.C. (2005-2006)

Bar Admissions

- Arizona
- California
- District of Columbia

- Maryland

Court Admissions

- Supreme Court of Arizona
- Supreme Court of California
- Court of Appeals of Maryland