

Snell & Wilmer



Rachel A. Simon

Partner | Orange County | Los Angeles | Dallas

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Main Bio

Rachel A. Simon is a corporate and securities partner at Snell & Wilmer who provides sophisticated legal services in the areas of mergers and acquisitions, tax structuring, financings and general corporate matters. She draws upon her extensive experience to provide legal advice and services to clients in a variety of industries including food and beverage, real estate, technology, manufacturing, healthcare and logistics, building trusted relationships and often serving as go-to outside counsel for long-term clients.

Additionally, Rachel provides business, corporate and tax advice to educational, public and religious charities and private foundations. Her work includes preparing applications on behalf of non-profit entities for tax exemptions and non-profit status under federal and state tax guidelines, assisting non-profits to joint venture on projects with both non-profits and for-profit entities, dealing with excess benefit and private inurement issues, and providing guidance on non-profit governance.

In addition to her law degree, Rachel holds an LL.M in Taxation from Loyola Law School and an MBA from the University of Southern California.

Representative Experience

- Lead counsel for long-standing medical device industry client in its complex tax restructuring prior to a private equity acquisition; served as one of two partners assisting with \$350 million acquisition transaction. Continue to serve as go-to outside corporate counsel for the post-merger entity and responsible for overseeing legal work handled by other firm departments for this client
- Lead counsel for long-standing wholesale food instructor client in its complex tax restructuring prior to a reverse SPAC merger; served as one of three partners assisting with \$500 million SPAC merger transaction. Continue to serve as go-to outside corporate and M&A counsel for the post-merger entity and responsible for overseeing legal work handled by other firm departments for this client
- Represented long-standing technology industry client in \$30 million sell-side M&A transaction
- Represented long-standing wholesale food industry client in a more than \$25 million buy-side M&A transaction
- Represented a plant based food company with tax restructuring and merger into a SPAC
- Represented numerous real estate funds and developers in qualified opportunity zone structuring
- Act as go-to outside corporate counsel for Southern California based medical device manufacturer and several medical technology companies

- Assisted in the formation of, and acted as go-to outside general counsel regarding non-profit governance issues to many non-profit organizations
- Represented two medical device companies, a jewelry company, and a CBD company in multi-state sales and use tax compliance matters
- Represented numerous businesses in income tax disputes with the Internal Revenue Service and Franchise Tax Board

Education

- USC Marshall School of Business (Executive M.B.A., 2015)
 - Beta Gamma Sigma, Member
- Loyola Law School (LL.M. in Taxation with High Distinction, 2012)
- California Western School of Law (J.D., 2007)
- Hofstra University (B.A., Political Science, 2002)

Professional Memberships & Activities

- Orange County Bar Association
- Orange County Women's Lawyers Association

Representative Presentations & Publications

- "[Steps to Selling Your Business – Here's What You Should Know Before Signing on the Dotted Line,](#)" Episode Host, CalCurrent Podcast (November 10, 2022)
- "Before You Sign on the Dotted Line: Answers to Common Legal Questions in Mergers and Acquisitions," Co-Presenter, ASCDI – BrokerBin Las Vegas Roadshow (October 12, 2022)
- "State Mandated Gender Diversity on Corporate Boards," Author, Orange County Business Journal (October 2018)
- "Changes to California Tax Apportionment Regulations on the Sale of Services and Intangible Property for Multi-State Taxpayers," Author, Orange County Business Journal (January 2017)

Professional Recognition & Awards

- 2020 Women in Law, Orange County Business Journal

Previous Professional Experience

- Rutan & Tucker, LLP
 - Equity Partner (2019-2022)
 - Income Partner (2017-2019)
 - Senior Associate (2015-2017)
- Whittier Law School, Adjunct Professor (2017-2018)
- R.A. Simon Law, a professional corporation, Corporate and Tax Attorney
- Wasson & Simon, LLP, Corporate and Tax Attorney (2011-2015)
- Gartenberg Gelfand Wasson & Selden, LLP, Associate (2008-2011)
- San Diego Superior Court, Law Clerk (2007-2008)

Bar Admissions

- California
- Texas

Court Admissions

- United States District Court, Central District of California
- United States Tax Court