

# Snell & Wilmer

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## **Jeffrey A. Scudder, P.C.**

Partner | Phoenix

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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, joint ventures, leveraged recapitalizations and restructurings), 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 private equity firms 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.

Jeff chairs the firm's Attorney Development Committee and is a member of the firm's Hiring Committee.

## **Representative Matters**

### ***Mergers and Acquisitions***

- Represented privately held processed meats company in its nine-figure sale to a strategic buyer
- Special Counsel to publicly held medical device company in its \$3.5 billion sale to a publicly-traded, multinational drug company
- Represented privately held provider of enterprise asset management (EAM) software for utilities and local governments in its nine-figure sale to a publicly traded strategic buyer
- Represented private equity firm in its acquisition of multiple privately held specialty manufacturing companies with foreign operations, including related equity and debt financings, and real estate sale/leaseback transactions
- Represented publicly traded biotech company in its sale to a private pharmaceutical company
- Represented leading provider of Unified Communications-as-a-Service (UCaaS) solutions in its \$114 million sale to a publicly traded strategic buyer
- Represented privately held information technology outsourcing company in its \$95 million sale to a publicly traded strategic buyer
- Represented privately held travel technology company in its \$92 million sale to a publicly traded strategic buyer

- Represented leading professional dental education company in its sale to private equity firm
- 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 its \$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 its purchase of two well-known resorts from a REIT for \$325 million
- Represented broadband service provider in its merger with a competitor
- Represented privately held paving and construction company in its sale to a private equity buyer
- Represented publicly traded content delivery network service provider in its acquisitions of a privately held SaaS-based online video platform provider and a privately held SaaS-based web content management services provider
- Represented private consumer products company in its sale of a bar soap manufacturing plant and negotiation of related contract manufacturing agreements
- Represented publicly traded, multinational manufacturing corporation in its strategic divestiture of multiple divisions
- Represented privately held multi-level marketing company in its acquisition of a competitor
- Represented non-profit organization focused on job training and workforce development in its acquisition of multiple affiliated entities
- Represented privately held automobile parts and service company in its sale to a strategic buyer sponsored by a private equity fund
- Represented privately held laboratory testing services provider in its sale to a strategic buyer sponsored by a private equity fund
- Represented privately held food manufacturing company in its sale to a strategic buyer

### ***Leveraged Recapitalizations & Corporate Restructurings***

- Represented privately held business consulting firm in its nine-figure leveraged recapitalization sponsored by a private equity fund
- Represented privately held developer and distributor of annuities and other retirement income products in its leveraged recapitalization sponsored by a private equity fund, including a nine-figure credit facility transaction
- Represented privately held multi-level marketing company in its partial sale to Employee Stock Ownership Plan (ESOP) and related corporate restructuring and debt financing

- Represented privately held online freight brokerage and logistics company in its 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

### ***Capital Markets Transactions***

- Represented water and wastewater utility company in 2016 initial public offering and NASDAQ listing
- Represented venture capital fund in its investment as lead investor in a publicly traded medical diagnostics company
- Represented publicly traded homebuilder in multiple debt offerings and refinancing transactions

### ***Education Transactions, Joint Ventures & Other 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 specialty beverage manufacturer in its joint venture and distribution agreement with a large multinational corporation
- Represented privately held developer and distributor of annuities and other retirement income products in its joint venture with a private equity fund
- Represented cannabis companies in corporate restructurings, acquisitions and divestitures of licensed dispensaries and cultivation facilities, negotiating management services agreements, joint ventures, securities offerings, and general corporate matters
- 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 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)
  - Editorial Board, Iowa Law Review
- The University of Northern Iowa (B.A., Finance and Economics, summa cum laude, 2003)
  - President of the Student Body
  - Recipient of "Purple and Old Gold Award" as outstanding graduate in finance

### **Professional Memberships & Activities**

- American Bar Association

## 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

- The Best Lawyers in America<sup>®</sup>, Corporate Law (2022-2023); Corporate Governance Law (2023)
- Southwest Super Lawyers<sup>®</sup>, Rising Stars Edition, Business/Corporate (2014-2020)

## Community Involvement

- University of Northern Iowa College of Business
  - Dean's Executive Advisory Board (2016-present)
  - Alumni in Residence, Economics Department (2012)
- Iowa Law School Foundation, Board of Directors (2017-present)

- Arizona Town Hall (2011-present)
  - Executive Committee
  - Training Committee
- Valley of the Sun United Way, Generation United Steering Committee (2011-2013)
- Valley of the Sun YMCA, Finance Committee (2010-2014)
- Lincoln Family Downtown YMCA Board of Management (2007-2014)
  - Board Chair
  - Executive Committee
  - Finance Committee, Chair
- Genesis Program, Inc., Board of Directors (2007-present)
  - Secretary
- Active 20-30 Club of Phoenix #99 (2010-2012)
- Paradise Valley United Methodist Church (2006-present)

## **Bar Admissions**

- Arizona

## **Court Admissions**

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

## **Client News**

- Snell & Wilmer Represents Home Owner Association Management Company RealManage in Strategic Partnership with American Securities