

# Snell & Wilmer

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## **Michael M. Donahey, P.C.**

Partner | Phoenix

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## **Main Bio**

Mike Donahey is a senior corporate and securities partner. He serves on the Firm's five-person Executive Committee and also has led the Firm's Corporate and Securities Practice Group.

Mike's practice is concentrated in mergers and acquisitions, securities offerings, SEC reporting and compliance, condemnation, corporate governance and venture capital. His experience includes representation of clients in a variety of industries including water and wastewater utilities, homebuilding and construction, transportation, defense, high technology products and services, medical and dental products, consumer products, life insurance, professional liability insurance, education services, software and food products.

## **Representative Transactions**

### ***Mergers & Acquisitions***

- Represented a private equity fund and a pension fund in the nine-figure acquisition of an aerospace company
- Represented Global Water Resources, Inc. with respect to eight-figure condemnation of water utility assets by the City of Buckeye
- Represented a municipality in connection with the condemnation of a private water facility
- Represented a private water utility in connection with sale to a municipality
- Represented Global Water Resources, Inc. in sale of a majority interest in its FATHOM subsidiary to a private equity firm
- Represented environmental professional services business in sale to private equity firm
- Represented publicly traded utility holding company in six acquisitions of water and wastewater utilities
- Represented large, privately held processed meats company in nine-figure sale to strategic buyer
- Represented publicly traded biotech company in sale to a private pharmaceutical 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 an injection molding company in dispositions of three divisions/subsidiaries totaling over \$80 million
- Represented a Special Purpose Acquisition Company (SPAC) in an acquisition of a Chinese media company

- Represented seller in sale of construction services business for \$80 million
- Represented utility holding company in \$40 million acquisition of a water and wastewater treatment company
- Represented publicly traded biotech company in \$37.5 million sale of nutraceuticals division to another public company
- Represented life insurance company in \$35 million acquisition of another life insurance company
- Represented publicly traded biotech company in \$34 million acquisition of a dental products company
- Represented founders of pediatric dental clinics in formation, financing, and ultimate sale to private equity firm for \$27 million
- Represented Phoenix-based life insurance company in acquisition of three life insurance companies
- Represented buyer in acquisition of a major USAID contractor out of bankruptcy
- Represented flooring company in \$18 million sale to private equity fund
- Represented publicly traded biotech company in four separate sales of divisions/subsidiaries
- Represented copier company in \$15 million sale to private equity firm
- Represented owners of bathtub company in \$15 million management-led buyout
- Represented owner of pharmacy company in \$12 million sale to private equity fund
- Represented for-profit university in the acquisition of another for-profit educational institution
- Represented publicly traded computer reseller in numerous acquisitions
- Represented publicly traded technology solutions provider in acquisitions in Germany and the United Kingdom
- Represented seller in the sale of a radio station

### ***Venture Capital and Private Equity Services/Emerging Business Services***

- Represented ultrasound technology company and affiliates in multiple venture capital rounds totaling over \$30 million
- Represented local internet company in \$15 million investment by MP3.com
- Represented Arizona-based real estate opportunity fund in its formation and capital raising

### ***Capital Markets***

- Represented water and wastewater utility company in 2016 IPO and subsequent public offerings of equity securities
- Represented transportation company in its \$152 million IPO and several subsequent public offerings of debt and equity securities aggregating over \$1.5 billion
- Represented biotech company in \$40 million sale of stock, debt, and warrants in PIPE transaction
- Represented auto dealer in \$94 million PIPE transaction

### ***Other Selected Transactions/Engagements***

- Represented public companies in the adoption and termination of "poison pills" and related anti-takeover measures, stock repurchase programs, and stock splits
- Represented software company in a joint venture with Match.com
- Represented publicly traded biotech company in termination of CEO

- Represented Valley of the Sun Bowl Foundation (the Fiesta Bowl) in acquisition of the Insight Bowl (fka the Copper Bowl)
- Represented publicly traded electronics company in termination of CEO
- Represented publicly traded biotech company in \$40 million credit facility with Black Diamond
- Represented Valley of the Sun United Way in merger with another non-profit entity
- Represented The Dial Corporation in the sale of a bar soap manufacturing plant and negotiation of related contract manufacturing agreements
- Represented multiple public companies in connection with defense of hostile takeover attempts

## Education

- University of Iowa College of Law (J.D., with high distinction, 1992)
  - Order of The Coif
  - Member, Iowa Law Review
- University of Iowa (B.B.A., Accounting, 1989)

## Professional Memberships & Activities

- Snell & Wilmer
  - Elected Executive Committee (2019-present)
  - Expanded Executive Committee (2014-2019)
  - Hiring Committee Co-Chair (2002-2005)
  - Loss Prevention Partner (2002-present)
  - Sarbanes-Oxley Compliance Committee (2002-present)
- American Bar Association
- Maricopa County Bar Association
- Lex Mundi (2001-2005)
  - Corporate & Securities Committee
  - Regional Vice Chair, North America

## Representative Presentations & Publications

- "US Bank Business Succession Planning Event," Panelist, Paradise Valley, Arizona (May 2019)
- "Congressional Plenary - 2012 Election," Moderator, Arizona Housing Forum, Tucson, Arizona (October 2012)
- "Corporate Counsel Best Practices," Moderator, 2012 Corporate Counsel Forum, Pelican Hill, California (March 2012)
- "Corporate Counsel Best Practices," Moderator, 2010 Corporate Counsel Forum, Pelican Hill, California (October 2010)
- "Corporate Counsel Best Practices," Moderator, 2008 Corporate Counsel Forum, Half Moon Bay, California (August 2008)
- "Mergers and Acquisitions II - Let's Make a Deal: The Current State of Mergers and Acquisitions Practice," Speaker, 2008 State Bar of Arizona Convention (June 2008)

- "Executive Compensation Panel," Speaker, Nasdaq Stock Market (December 2006)
- "The SEC's New E-Proxy Rules: Background and Practical Suggestions," Speaker, American Society of Corporate Secretaries, Arizona Chapter (October 2007)
- "Proxy Season and Executive Compensation Disclosure Developments," Speaker, 2007 Corporate Counsel Forum, Half Moon Bay, California (August 2007)
- "The New Executive Compensation Disclosure Rules," Speaker, 2006 Corporate Counsel Forum, Colorado Springs, Colorado (August 2006)
- "SEC Reporting Requirements," Speaker, 2005 Corporate Counsel Forum, Colorado Springs, Colorado (August 2005)
- "Annual Meetings of Stockholders and Proxy Rules," Expert Witness, United States Federal Bankruptcy Court
- "Small Business Law: A Practical Guide to Starting & Operating," Speaker, People's Law School

## Professional Recognition & Awards

- Southwest Super Lawyers®, Mergers & Acquisitions (2012-2022)
- The Best Lawyers in America®, Corporate Governance and Compliance Law (2008-2012, 2014-2023); Corporate Law, Mergers & Acquisitions Law, Securities/Capital Markets Law (2008-2023); Securities Regulation (2014-2023)
  - Phoenix Lawyer of the Year, Securities Regulation (2016); Mergers and Acquisitions Law (2021); Corporate Governance Law (2022); Securities/Capital Markets Law (2023)
- Chambers USA: America's Leading Lawyers for Business®, Corporate/Mergers & Acquisitions (2011-2022)
- Arizona's Finest Lawyers
- Ranking Arizona: The Best of Arizona Attorneys, Corporate Law (2008)
- Forty Under 40, Phoenix Business Journal (March 2002)

## Community Involvement

- Xavier College Preparatory, Board of Trustees (2013-2019)
- Westmarc, Board of Directors (2011-2014)
- Arizona Chamber of Commerce and Industry, General Counsel (2006-2009)
- Partnership for a Drug-Free Arizona, Board of Directors (2003-2006)
- International Science & Engineering Fair 2005 - Arizona, Advisory Board Member (2001-2005)
- Valley Leadership Class XIX (1997-1998)
- Pioneer Arizona Museum Board of Directors (1993-1998); President (1997-1998)
- COMPAS, Pro Bono Legal Counsel (an organization devoted to enhancing the cultural, artistic, and scientific environment of metropolitan Phoenix) (1996-2003)
- St. Matthew School Advisory Board (1993-1995)

## Bar Admissions

- Arizona

## Court Admissions

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