



Kevin D'Anna

Principal

240-242-5776

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It has been a pleasure working with you over the years.

I will be transitioning to Miller, Miller & Canby effective May 1, 2023.

For new and existing clients, you can contact me using the updated information above.

Thanks again and I look forward to continuing our work together.

PRACTICE AREAS

Corporate

Nonprofits

Science & Technology

Real Estate: Business

BAR ADMISSIONS

Maryland

EDUCATION

J.D., *Cum Laude*, The Catholic University of America, Columbus School of Law, 2008

B.A., *Cum Laude*, The University of Pittsburgh, 2001

IN THE NEWS

Ron Dweck & Kevin D'Anna Represent StarCompliance in Connection with Major Investment from Luminare

Michelle Chapin, Tracey Coates and Kevin D'Anna Named Principals of Paley Rothman

CIVIC & COMMUNITY INVOLVEMENT

Maryland State Bar Association - Member, Business Law Section Council

Montgomery County Bar Foundation Golf & Tennis Charity Classic - Committee Member

REPRESENTATIVE TRANSACTIONS

Serves as general counsel for technology start-up providing internet base services. Has provided counsel in connection with two rounds of debt financings in excess of \$5,000,000. Negotiated and drafted term sheets, convertible promissory notes, warrant agreements, and preferred stock terms. Maintains cap table. Advises client with respect to Reg. D and state Blue Sky filings. Regularly advises client with respect to IP licensing and protection issues, and drafts and negotiates IP licensing and transaction agreements.

Serves as general counsel for specialized logistics/heavy haul company. Draft and negotiate transaction documents relating to various stock and asset acquisitions, with values in excess of \$10,000,000 total value. Draft private placement memoranda for acquisition fundraising. Advises client with respect to Reg. D and state Blue Sky filings.

Served as co-lead counsel in connection with the sale of 100% of the stock of a life sciences company with total value of \$10,000,000. Represented stockholders' representative in negotiations with minority stockholders and acquiring company. Negotiated terms of stock purchase agreement and related documents, including substantial limitations in stockholders' indemnification obligations for sales taxes and other fundamental representations and warranties. Drafted stock option and bonus buy-out and cancellation documents for target company as required for pre-closing terminations; conducted "in-the-money" determinations in connection with same based on stock value and other variables. Negotiated release of collateral from third party lender necessary for closing. Managed and conducted all aspects of closing.

Served as lead counsel for acquiring company in acquisition of substantially all of the assets of outsourcing and managed IT services company with total value of \$1,500,000. Drafted and negotiated terms of asset purchase agreement and all related documents. Negotiated terms of financing with third-party lender, including the removal of personal guarantees.

Represented local orthopedic practice in connection with umbrella merger of more than 20 regional practice groups. Negotiated and drafted transaction documents, including umbrella entity operating agreement and division specific buy-sell, compensation and restrictive covenant agreements. Advised organizers of umbrella entity of various Stark and Anti-Kickback issues and collaborated to resolve same.