



Sam Chafetz

Senior Counsel

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Sam is the trusted advisor to directors and chief executives of private enterprises and public companies listed on the New York Stock Exchange, NYSE AMEX Equities, NASDAQ and pink sheets.

Sam is a seasoned practitioner, concentrating principally in the areas of corporate, securities, mergers and acquisitions, and venture capital. Sam has extensive experience in capital formation from both public and private sources, management prerogatives, shareholder rights and corporate governance, SEC and stock exchange regulatory compliance, and accounting, public disclosure and investor relations issues.

Sam has counseled clients in diverse industries in tender offers and going private transactions. He has particular interests in and experience with retailing, restaurants, health care, aviation, manufacturing, securities, broker-dealer matters, agribusiness, franchising and emerging technologies.

Sam practiced at Wachtell Lipton Rosen & Katz in New York City before returning to his native Memphis.

Representative Matters

- Successfully represented emergency veterinary center in the \$1.2 million acquisition of another emergency veterinary center. The acquisition was structured as an asset purchase between two private entities.
- Represented a NASDAQ-listed retailer in its attempt to acquire some of a large competitor's pharmacies to facilitate the acquisition of that competitor by a larger third competitor.
- Represented a U.K. purchaser of a U.S. operating company owned by a U.S. private equity group.
- Represented a family-owned restaurant chain in the sale of a controlling interest to a different family's private equity group.
- Represented a specialty veterinary hospital and emergency veterinary clinic in its sale to a national veterinary network.
- Represented a NASDAQ-listed technology company with its strategic acquisition of a supply chain software analytics company.
- Advised a public company board of directors in connection with the refreshment of its director slate.
- Represented public and private companies on various executive compensation matters, including the design and implementation of long-term incentive plans, employment agreements and executive continuity agreements.
- Regularly counsels public and private companies on all types of governance policies, procedures, and activities, including special board committee matters.
- Regularly counsels public companies on '34 Act reporting compliance and stock exchange listing qualifications.
- Regularly counsels public companies on current trends for proxy season, proxy statement design and how to improve shareholder engagement.

Professional Honors & Activities

- Listed since 1983 in *The Best Lawyers in America*® for Corporate Law since 2006; Leveraged Buyouts and Private Equity Law, Mergers and Acquisitions Law, Private Funds/Hedge Funds Law

since 2008; Securities/Capital Markets Law since 2010; Securities Regulation, Corporate Governance Law, and Corporate Compliance Law since 2011

- Named the Best Lawyers® 2013 Corporate Governance Law "Lawyer of the Year" in Memphis; 2014 and 2012 Securities Regulation "Lawyer of the Year" in Memphis; 2011 Mergers and Acquisitions "Lawyer of the Year" in Memphis
- Listed in *Mid-South Super Lawyers* (2006 – 2009, 2011 – 2021)
- Adjunct Professor – Securities Regulation, University of Memphis and the University of Mississippi Law Schools
- Rule 31 Listed General Civil Mediator for the state of Tennessee



Select Recent Presentations

- Professional Education Broadcast Network – "Board of Directors: Fiduciary Liability & Obligations in a Down Economy"
- International Business Brokers Association
- Institute of Management Accountants
- Tennessee Society of Certified Public Accountants



Interests

- Road Bicycling, Community Charitable Fundraising



Education

- Harvard Law School, J.D., 1970, with honors
- University of Michigan (Ann Arbor), B.A., 1967, with honors



Admissions

- New York, 1971
- Tennessee, 1973