



## Noah Kressler

Shareholder

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Noah Kressler is an experienced corporate attorney who advises companies across the country on mergers and acquisitions, debt and equity financings, securities law, and governance matters.

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Noah Kressler has a national practice in advising clients on a wide range of business and financing transactions, including mergers and acquisitions, debt and equity financings, securities law and corporate governance matters. He has advised clients on raising more than \$27 billion in capital.

Noah is regularly recognized as one of Louisiana's most prominent transactional lawyers. His local and national clients include middle-market companies, family businesses, financial institutions, multinational corporations, private equity sponsors, non-profits and high-growth startups in numerous industries, including health care, life sciences, technology, financial services, hospitality and franchising, gaming, consumer products, food and beverage, entertainment and media. Noah represents clients across the country, including many of Louisiana's most well-known established and emerging companies. He has been listed annually in *Chambers USA* as a leading Corporate/M&A lawyer in Louisiana since 2020.

He has extensive experience in advising clients on complex mergers, acquisitions and divestitures, including with private equity firms, and in public and private offerings of equity and debt, including initial public offerings, follow-on and secondary offerings, venture capital financings, private placements, municipal bond offerings, and acquisition and commercial financings.

Noah co-chairs the Firm's Louisiana Life Sciences and Technology practice, leading a team of experienced attorneys and advisors who counsel emerging and established life sciences and technology companies on corporate, finance, venture capital, intellectual property, employment, public policy, and other legal and business issues.

Noah serves on the Firm's Diversity leadership team and chairs the New Orleans hiring committee. He is a Board and Executive Committee member of the New Orleans Business Alliance and served as chair of the Business Financing Committee of the American Bar Association's Business Law Section. Since 2014, he has been an adjunct professor of law at Tulane Law School. Prior to joining Baker Donelson, he practiced in New York and London at Weil, Gotshal & Manges LLP for nearly a decade.

## Representative Matters

### Mergers and Acquisitions

- A health care holding company in its partial acquisition by an insurance company in one of the largest insurance M&A transactions in Louisiana history.
- A Louisiana-based, nationally-known consumer brand in its acquisition by a New York-based private equity firm.
- A national franchisor in multiple acquisitions of franchise brands, positioning it as a category leader.
- A national life insurance company in its acquisition of a Louisiana-based life insurance company.
- Represented a leading global data center provider in its \$26 million acquisition of a Houston-based data center.

- A Louisiana-based outpatient addiction treatment center in its acquisition by a national operator.
- A national provider of civil infrastructure solutions in its acquisition of a sewer pipeline servicing company and simultaneous acquisition by a leading private equity firm.
- A regional home renovation firm in its sale to a private equity firm.
- Franchisors and franchisees in acquisitions and divestitures of franchise locations.
- The leading online social networking service in its \$19 billion acquisition of a cross-platform mobile messaging application.
- A Fortune 500 title insurer and mortgage processor in its \$2.9 billion acquisition of a provider of integrated technology, services, data and analytics solutions to the mortgage and real estate industries.
- Represented the owners of a medication engagement business in a transaction to sell the business to a private equity firm.
- Advised a construction company in the sale of the company to its employees through a second-stage employee stock ownership plan (ESOP) transaction.

### **Acquisition Financing, High-Yield Debt and Municipal Bonds**

- A leading Louisiana hospital system in an offering of approximately \$150 million in municipal bonds.
- A leading New Orleans university in multiple offerings of nearly \$200 million in municipal bonds.
- A private equity sponsor in the mezzanine financing for its acquisition of a manufacturing company.
- Private equity sponsors based in the United States and Canada in their acquisition of a manufacturing equipment producer, including the issuance of \$570 million in Senior Notes (IFLR 2011 Private Equity Deal of the Year).
- A broadcast television network and media company in the mezzanine financing for its acquisition of a cable television network.
- A worldwide television media company in a private offering of \$750 million in Senior Secured Notes and a related consent solicitation and tender offer.
- A manufacturer and distributor of diagnostic medical imaging agents in private offerings of \$400 million in Senior Notes and subsequent registered exchange offers.

### **Commercial Lending**

- \$150 million credit facility for a leading Southeast-based equipment rental company.
- More than \$100 million in credit facilities for a leading nationwide food and beverage franchisor.
- Credit facilities for multiple Gulf Coast casino hotels.
- Louisiana counsel in numerous financing transactions, including a Nevada gaming corporation in its \$2 billion credit facility.

### **Initial Public Offerings and Other Public Equity Offerings**

- Billionaire founder of consumer brand in sale of \$500+ million in company stock.
- Five leading private equity funds, as selling shareholders, in the \$834 million initial public offering and more than \$3.1 billion in secondary offerings of common stock of a leading institutional food service provider.
- The underwriters in more than \$1.5 billion in offerings of limited liability company interests by an owner, operator, and investor in a diversified group of U.S. infrastructure businesses, including offerings to finance its acquisition of a New Orleans-based owner/operator of bulk liquid storage terminal facilities.
- The issuer and a private equity fund, as selling shareholder, in more than \$500 million in secondary offerings of common stock of an owner and operator of dining and entertainment venues.
- An initial public offering for a manufacturer and distributor of diagnostic medical imaging agents.
- A leading publicly traded urgent and primary care provider in a public offering of multiple series of units consisting of common stock, warrant and convertible stock.
- A Fortune 50 multinational insurance corporation, as selling shareholder, in a \$1.4 billion secondary offering of a consumer finance company.

## Emerging Company Transactions

- Series A financing of a leading New Orleans-based technology company in a "first of its kind" Opportunity Zone-structured investment.
- Multiple revenue-based financings for early-stage consumer goods companies, including the first in Louisiana.
- Numerous equity, debt, convertible note, and SAFE investments in emerging companies.
- Strategic health care investor in complex venture capital investment.
- Numerous acquisitions and divestitures of early stage company assets.

## Cross-Border Representations

- A leading European seafood and frozen food producer in a private offering of £150.0 million in Sterling-denominated Senior Secured Notes and €305.0 million in Euro-denominated Senior Secured Notes.
- The restructuring of a U.S. and Korea-based consumer brand, including the repurchase of its equity from a European private equity sponsor.
- A leading private equity fund as selling shareholder in the initial public offering in India of its largest digital cinema distribution network and in-cinema advertising platform.
- A U.S.-based conglomerate in its pre-IPO investment in the largest Chinese e-commerce company.



## Professional Honors & Activities

- Member, Board of Directors and Executive Committee – New Orleans Business Alliance (NOLABA), the economic development organization of the City of New Orleans
- Fellow, American Bar Foundation
- Listed in *Chambers USA* as a leading Corporate/M&A lawyer in Louisiana (2020– 2023)
- Member, Louisiana's Committee of 100 for Economic Development
- Selected as a *New Orleans CityBusiness* 2022 Leadership in Law Honoree
- Selected as *New Orleans CityBusiness* 2021 – 2022 Newsmaker in Law
- Selected as a member of the 2017 and 2019 Silicon Bayou 100
- Listed as a Louisiana Rising Star by *Louisiana Super Lawyers* in Securities & Corporate Finance (2018)
- Recognized as a "Top Lawyer" in Securities/Capital Markets Law by *New Orleans Magazine* (2017, 2018); Corporate Law (2022, 2023)
- Member – Council for a Better Louisiana's Leadership Louisiana (2018)
- Chair – ABA Business Law Section's Business Financing Committee (2019 – 2022; Vice Chair, 2017 – 2018)
- New Orleans Host Committee – ABA Business Law Section Spring Meeting (2017)
- Adjunct Professor of Law – Tulane Law School (since 2014)



## Publications

- "Department of Justice Announces Criminal Prosecution Protection for Voluntary Self-Disclosures Related to Mergers & Acquisitions," republished in *Bloomberg Law* (October 2023)
- "Corporate Transactions: Pandemic Has Changed How Deals Get Done," *Biz New Orleans* (November 2021)
- "Attorney-Client Privilege in Communications with Outside Directors," *Today's General Counsel* (June 2021)
- "Rethink How You Communicate with Outside Directors: Certain Communications May Not Be Protected" (March 2021)
- "Respecting Our Transgender and Allied Clients and Colleagues," *Diversity Matters Newsletter*, republished in *Biz New Orleans* (First Quarter 2021)
- "Main Street Lending Program is Operational," republished in *New Orleans CityBusiness* (July 2020)

- "Reopening New Orleans: Laissez Les Bon Temps Rouler? Not So Fast!," republished in *New Orleans CityBusiness* (May 13, 2020)
- "Increased Scrutiny of Paycheck Protection Program Loans Coming," (April 29, 2020); republished in *CityBusiness* (May 6, 2020)
- "Forgive and Forget? Important Practical Advice for Borrowers Receiving a PPP Loan and Seeking Forgiveness," republished April 15-16, 2020, in *CityBusiness* (April 14, 2020)
- "Fair Pricing in Times of Need: Price Gouging Controls Expanded at Federal and State Levels in Response to COVID-19" (April 6, 2020)
- "Coronavirus: Identifying Essential Workers under Louisiana's Stay-at-Home Order" (March 23, 2020)
- "Coronavirus: How Louisiana Businesses Can Apply For SBA Economic Injury Disaster Loans," republished in *New Orleans City Business* (March 19, 2020)
- "Perfect Your Startup's Pitch With These Pointers," *Silicon Bayou News* (November 2017)
- "Using the Morals Clause in Talent Agreements: A Historical, Legal, and Practical Guide," *Columbia Journal of Law & the Arts*, Vol. 29 (2005)



## Speaking Engagements

- Panelist – "Navigating the Investment Process and Preparing for the Deal," Propeller Incubator (November 2017)
- Moderator – "Beyond Funding: How Venture Capital Investors Add Value to Startups," Innovation Louisiana 2017, New Orleans BioInnovation Center (November 2017)
- Moderator – "Reflections and Best Practices: A COO Roundtable," 2017 Louisiana Life Sciences and Technology Symposium (September 2017)
- Presenter – "Corporate Structuring and Strategy," 2017 Louisiana Life Sciences and Technology Symposium (September 2017)
- Panelist – "34th Annual Review of Developments in Business Financing," ABA Business Law Section, New Orleans, Louisiana (April 2017)
- Presenter – "Investing in Life Science Companies," Association for Corporate Growth (November 2016)
- Presenter – "Private Equity Exit Strategies," ACG Louisiana's 5th Annual Taste of New Orleans (November 2015)
- Presenter – "International Capital Markets Overview - Current Capital Markets Trends," 2015 Lavender Law Finance Institute (August 2015)
- Presenter – "Developments in Global Capital Markets," 2014 Lavender Law Finance Law Institute (2014)
- Presenter – "U.S. Securities and International Capital Markets Roundup," 2013 Lavender Law Workshop (2013)



## Webinars

- Diversity Insights from Margaret Cho (May 19, 2021)
- Small Business Loans: Options, Insights and Questions Answered (April 2020)



## Education

- Tulane University Law School, J.D., cum laude
  - Judicial Extern for Hon. Ivan L. R. Lemelle, U.S. District Court for the Eastern District of Louisiana
- Vassar College, B.A.



## Admissions

- New York

- Louisiana
- Texas
- Southern District of New York