



Lawrence B. Mandala

Chair, Transactional
Law
Corporate

Dallas

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Focus Areas

Corporate Governance
Emerging Companies
Employee Incentive Plans & Compensation
Fund Formation
Mergers & Acquisitions
Private Equity
Securities
Securities Litigation
Technology Transactions
Trade Secrets

Highlights

Broad Industry Experience

Larry represents clients in virtually every industry, including technology, electronic entertainment, banking, energy, and hospitality.

Award-winning Corporate Lawyer

Larry is repeatedly honored as a leading corporate lawyer, including his recognition as a Best Lawyer in America.

Trusted Business Partner

Larry's clients will tell you he delivers outstanding support. He is knowledgeable, responsive, and tremendously efficient.

Experience

Lawrence (Larry) B. Mandala is a member of the Munck Wilson Mandala executive committee and chairman of the corporate law group. He has over 35 years of experience representing public and private companies in a wide range of corporate and business transactions. His corporate finance practice includes private placements, IPOs and secondary public offerings of equity, debt, direct participation and hybrid securities.

Larry has extensive experience representing clients in business acquisitions, including mergers, asset purchases, stock purchases, strategic alliances and joint ventures, corporate restructurings, exchange offers, private equity investments, going private transactions and hostile and friendly tender

offers.

In addition to transactional matters, Larry regularly counsels public and private clients on federal and state securities and general corporate law matters, including compliance with periodic reporting requirements and proxy solicitation regulations under the Securities Exchange Act of 1934, insider trading, anti-takeover planning, resales of restricted securities, director and officer fiduciary duties, executive compensation and disclosure obligations.

Larry also guides public companies on their compliance with the Sarbanes-Oxley Act of 2002 and the corporate governance rules of the NYSE, AMEX and NASD and advises public and private companies and their directors, officers and shareholders regarding other corporate governance issues and corporate best practices.

A frequent presenter on corporate and securities law, Larry's clients are in virtually every major industry, including technology, electronic entertainment & gaming, banking, and energy. His clients range in size from start-ups and emerging companies to large, multinational public corporations.

Representative Matters

- Representation of investment fund established by renowned restaurateur to launch new restaurant and retail concept;
- Representation of Fortune 500 company in its \$635 million (stock and cash) acquisition of a division of another Fortune 500 company;
- Representation of Newtoy, Inc., creators of Words With Friends, in its merger with Zynga, Inc.;
- Representation of ClickMotive, LP, a private interactive marketing solutions company, in its \$48.9 million sale to DealerTrack, Inc.;
- Representation of a privately-held game developer in its sale of assets to another private company for cash and stock;
- Representation of a private company in its acquisition of over 30 Pizza Hut franchises and related financing;
- Representation of a privately-held software company acquired for \$45 million in stock by a publicly-traded software company;
- Representation of a privately-held manufacturing company acquired for \$21 million in cash by a U.K. based company listed on the London Stock Exchange;
- Representation of the issuer and underwriter in \$200 million and \$100 million public offerings of energy exploration programs;
- Representation of the acquirers in \$50 million and \$33 million acquisitions of facilities that produce synthetic coal fuel qualifying for tax credits under section 29 of the Internal Revenue Code;
- Representation of an emerging semiconductor company in a PIPE transaction involving convertible debt and warrants and the required resale registration statement;
- Numerous private placements of interests in partnerships formed for the purpose of oil and gas exploration, ownership of income-producing oil and gas properties, the operation of an intrastate gas pipeline and equipment leasing, in amounts ranging from \$500,000 to \$54 million;
- Representation of publicly-traded healthcare company in its \$160 million merger with another publicly-traded hospital company, subsequent tender offer for \$80 million of subordinated notes issued by the target company, and subsequent underwritten public offering of \$90 million of common stock;

- Representation of publicly-traded gaming company in its \$100 million acquisition of a riverboat casino;
- Representation of numerous community banks involved in mergers with publicly-traded regional bank holding companies;
- Formation of bank holding companies and de novo state and national banks;
- Representation of community banks in the offering of trust preferred securities;
- Representation of community banks in regulatory, corporate and securities matters, including tender offers, private placements and intrastate offerings of common and preferred stock.

Credentials

Education

Tulane University School of Law

New Orleans, Louisiana 1987
Honors: cum laude, Senior Fellow
Tulane Maritime Law Journal, articles editor
Juris Doctorate

Emory University

Atlanta, Georgia 1984
Honors: John Gordon Stipe Society of Scholars, member
B.A. English and Political Science

Associations and Memberships

State Bar of Texas
Louisiana State Bar
Dallas Bar Association
Texas Association of Bank Counsel
Louisiana Bankers Association
Bank Counsel Section
Dallas Theater Center
Board of Trustees, 2012-2017
Dallas Regional Chamber
Innovation and Capital Committee, 2014

Honors and Awards

Best Lawyers in America, Woodward White, Inc.
2021-2022
Best Lawyers in Dallas, D Magazine
2013, 2014, 2020-2022
Texas Super Lawyers, Thomson Reuters
2009 - 2021
AV® Preeminent™ Peer Review
Rated in Martindale-Hubbell

Admissions

Texas, 1993

Louisiana, 1987

U.S. Court of Appeals, Federal Circuit

U.S. District Court, Eastern District of Texas

U.S. District Court, Northern District of Texas

U.S. District Court, Southern District of Texas

U.S. District Court, Eastern District of Louisiana

U.S. District Court, Middle District of Louisiana