



Randall G. Ray Partner

Attorney Bio

Randall (Randy) G. Ray is a partner in the firm's corporate law group with more than 36 years of experience. Randy works on corporate and securities matters for a wide variety of clients, including public and private companies, boards of directors, board committees, executive officers, underwriters, private equity firms, and investors.

Randy assists clients with corporate finance through public and private offerings of equity and debt, securities reporting and compliance (including Sarbanes-Oxley compliance), mergers and acquisitions, and executive compensation matters. He also advises companies, boards of directors, board committees, and executive officers on corporate governance and executive compensation matters. Randy's clients operate in a diverse range of industries, including technology, retail, telecommunications, hospitality, and manufacturing, and range in size from start-ups to large public companies.

Randy's experience with securities law matters includes private placements, initial public offerings (representing both companies and underwriters), follow-on offerings of equity and debt securities, Rule 144A debt offerings and related exchange offers, tender offers for equity and debt securities, public company mergers and acquisitions, including merger proxies and securities registrations, and SEC reporting and disclosure obligations.

Practice Areas

Business Organizations
Corporate Governance and Counseling
Equity Incentive Plans
Executive Compensation
Joint Ventures
Mergers and Acquisitions
Securities and Corporate Finance
Startups and Emerging Companies
Technology Transactions
Venture Capital and Private Equity

CONTACT

Randall G. Ray
(972) 628-4520

Education

Southern Methodist University
Dedman School of Law
Dallas, Texas, 1984
Juris Doctorate
Honors: cum laude, Order of the Coif
Southwestern Law Journal member
1982-84; assistant editor-in-chief,
1983-84
University of Oklahoma
Norman, Oklahoma, 1981

Representative Experience

- Corporate and securities representation of Tyler Technologies, Inc. (a leading provider of information technology software and services to local government authorities), GNC Corporation (the largest global specialty retailer of health and wellness products), Linens 'n Things, Inc. (formerly the second largest retailer of home textiles, housewares, and home accessories in North America), and IFCO Systems N.V. (an international logistics provider).
- Representation of Tyler Technologies, Inc. in various acquisitions, including the \$670 million cash and stock merger acquisition of New World Systems Corporation, \$150 million cash merger of Socrata, Inc. and \$185 million cash merger of MicroPact.
- Representation of a private company specializing in records maintenance and presentation to country and local governments, including multiple acquisitions and its sale to private equity firm.
- Representation of Geoforce, a company specializing in field assets management, including acquisitions, debt, and

B.A. Political Science
Honors: with special distinction

Bar Admissions

Texas 1984

Honors and Awards

Best Lawyers in America, Woodward
White, Inc.
2016-2021

Best Lawyers in Dallas, D Magazine
2013, 2015, 2020

Texas Super Lawyers, Thomson
Reuters
2012-2020

Rated AV Preeminent by Martindale-
Hubbell

One of 35 Leadership Dallas Alumni
Heroes
2011

Leadership Dallas, Dallas Regional
Chamber
Class of 1999

Army Meritorious Service Medal, Army
Commendation Medal, and American
Bar Association Award for Professional
Merit
1985 - 1988

Phi Beta Kappa
1981

Texas Bar Foundation, Life Fellow

Dallas Bar Foundation, Fellow

equity financings, and its sale to a private equity firm.

- Representation of affiliated private companies specializing in technology applications for automotive dealers, including various equity private offerings
- Representation of private interactive marketing solutions company for healthcare providers, including various equity private offerings.
- Representation of s private company in connection with the acquisition of Eastman Kodak Company's micrographics and conversion services businesses and their continued operation.
- Representation of a private interactive marketing solutions company for the automotive industry in a \$48.9 million sale to DealerTrack, Inc.
- Representation of a private company in an acquisition of over 30 Pizza Hut franchises.
- Representation of the shareholders of a privately held aggregator and provider of equipment purchasing information for healthcare facilities in connection with the sale of the company to a private equity firm.
- Representation of a publicly traded global provider of products and services to the oil and gas industry in connection with a public offering of \$1 billion in senior notes.
- Representation of a public reporting specialty retailer in connection with its \$1.65 billion sale to private equity firms, as well as related financing transactions, including Rule 144A debt offerings, debt tender offers, and bank financing.
- Representation of a public reporting specialty retailer in connection with a Rule 144A offering of \$425 million in senior notes for a recapitalization transaction.
- Representation of a publicly traded domestic logistics provider in connection with its acquisition by a Dutch international logistics provider headquartered in Germany, the international company's initial public offering, and related financing transactions, including a Rule 144A debt offering (and subsequent exchange offer) and bank financing (total transaction value of approximately \$1 billion).
- Representation of a publicly traded leading provider of specialized contracting services in connection with multiple consolidating acquisitions in its industry.
- Representation of a publicly traded logistics provider in connection with multiple consolidating acquisitions in its industry.

Presentations & Published Works

Before Negotiating the Definitive Purchase Agreement

M&A Toolbox, January 2012 (co-presenter)

Getting Directors Ready for the Sale Process
7th Annual Mergers and Acquisitions Institute
The University of Texas School of Law, October 2011
(moderator)

Role of the Lead Director, North Texas Chapter of the
National Association of Corporate Directors, October 2011
(panelist)

Forum Focus—Board Governance Dallas-Fort Worth Chapter
of The General Counsel Forum
September 2011 (panelist)

A New Roadblock To Reverse Mergers
Law360 (Sec. & Corp. Fin.) August 2011 (author)

Trends in the Proxy Statements: Shareholder Proposals and
Responses
North Texas Chapter of the National Association of
Corporate Directors
January 2010 (moderator)

DAYL Diversity and Inclusion Forum
October 2009 (panelist)

Board Succession: How and When to Hire or Fire a Board
Member
North Texas Chapter of the National Association of
Corporate Directors
October 2009 (panelist)

Professional Associations & Memberships

American Bar Association

State Bar of Texas

Dallas Bar Association

National Association of Corporate Directors (NACD)
Advisory Board Member and Secretary North Texas Chapter,
2007 - 2012

Tech Titans (Metroplex Technology Business Council)
Board of Directors, January 2013 - December 2015

Uplift Education
Board of Directors, 2010 - 2017
Member, Facilities Committee 2014 - 2020 (Chair, 2014 -
2017)
Chair of Uplift East Dallas Advisory Board, 2010 - 2014

The Dallas Assembly
Member, 2002 - present
Board of Directors 2005 - 2007

Black Tie Dinner, Inc.

Board of Directors, 2004 - 2008
Co-Chair, 2007 - 2008
Advisory Board, 2009 - 2011, Lifetime Member, 2014 -
present
General Counsel, 2009 - present