



## Randall G. Ray

**Partner  
Corporate**

Dallas

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### Focus Areas

Corporate Governance  
Emerging Companies  
Employee Incentive Plans & Compensation  
Mergers & Acquisitions  
Private Equity  
Securities  
Technology Transactions

### Highlights

#### **Decades Of Corporate Experience**

With more than 37 years of experience, Randy works with a multitude of private and public companies ranging in size and scale across a diverse portfolio of industries including technology, retail, telecommunications, hospitality, and manufacturing.

#### **Top-Rated Corporate Lawyer**

Recognized by Best Lawyers in America® since 2016 and Texas Super Lawyers since 2012, Randy is a highly respected corporate lawyer and leader in the legal industry and an alumnus of the prestigious Leadership Dallas Class of 1999, a program developed by the Dallas Regional Chambers that builds leaders in the community to support North Texas.

#### **Leader in the Community and Firm**

Well-respected in the community, Randy has been a longtime supporter of Black Tie Dinner, serving on the board of directors, advisory board, co-chair, and general counsel (since 2009). Randy is also a member of MWM's executive committee.

### Experience

Randall (Randy) G. Ray is a partner in the firm's corporate law group with more than 37 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.

### **Representative Matters**

- 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 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 a 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.

## Credentials

### Education

#### **Southern Methodist University Dedman School of Law**

Dallas, Texas, 1984

Honors: cum laude, Order of the Coif

Southwestern Law Journal member 1982-84; assistant editor-in-chief, 1983-84

Juris Doctorate

#### **University of Oklahoma**

Norman, Oklahoma 1981

Honors: with special distinction

B.A. Political Science

### Associations and 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

## Honors and Awards

Best Lawyers in America, Woodward White, Inc.  
2016-2022

Best Lawyers in Dallas, D Magazine  
2013, 2015, 2020-2022

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

## Admissions

Texas 1984

## Knowledge

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)