

Gerald F. Roach

FIRM CHAIR

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919.821.6668



"He is an excellent strategic adviser. He can see the big picture and how all the different issues can be interrelated." – Client quote in Chambers USA

OVERVIEW

Gerald Roach serves as Firm Chair of Smith Anderson and his practice involves public company securities, domestic and international mergers and acquisitions, joint ventures, corporate governance matters, private financings, technology law, and advising boards of directors and special committees.

Gerald regularly represents public and private growth companies and private equity firms with their general corporate needs and domestic and international transactions. He has been involved in numerous transactions valued at over \$50 billion in the last five years.

In his role as Firm Chair, Gerald lays the foundation for Smith Anderson's outstanding client service. Clients say that he *"sets a great example of the firm's genuine interest in establishing longstanding relationships,"* *"...provides outstanding knowledge and support"* and is a *"thorough attorney with a lot of experience"* (Chambers USA).

Gerald served as Managing Partner from 2016-2019. Previously, Gerald served for 15 years as Chair of the firm's Management Committee and Team Leader of the Corporate practice.

EXPERIENCE

- Advised a publicly traded, global tobacco company on its \$50 billion merger with another major publicly traded tobacco company.
- Advised a multinational Fortune 500 provider of product development and integrated healthcare services in its merger with a NYSE-listed global information and technology services company, creating a leading information and tech-enabled healthcare service provider. The equity market capitalization of the joined companies was more than \$17.6 billion at closing.
- Represented a Nasdaq-listed bank holding company in its assumption of all customer deposits and certain other liabilities, and acquisition of substantially all loans and certain other assets, of a bridge bank,

as successor to the failed bank subsidiary of a Nasdaq-listed bank holding company, from the Federal Deposit Insurance Corporation, as receiver for the bridge bank.

- Represented the special committee of a publicly traded bank holding company in connection with its \$645 million acquisition of another bank holding company. The transaction was the largest bank holding company merger in the Southeast, and the third largest nationally, in 2014.
- Represented a global provider of biopharmaceutical development services and commercial outsourcing services in its \$1.1 billion initial public offering and listing on the New York Stock Exchange.
- Represented a global solid state LED lighting and semiconductor manufacturing company in its \$435 million common stock offering.
- Represented a drug biotechnology company in its \$500 million acquisition.
- Advised a publicly traded supplier of water and water dispensers in an agreement to acquire by merger a publicly traded competitor for \$263 million in cash and stock.
- Represented a venture capital funded agricultural biotechnology company in its \$400 million acquisition by a European based ag-chemical company.
- Represented a global solid state LED lighting and semiconductor manufacturing company in connection with its announced agreement for its \$850 million sale of assets to a publicly traded German semiconductor company. The transaction was terminated before completion due to regulatory considerations.
- Represented a global provider of biopharmaceutical development services and commercial outsourcing services in its multi-billion-dollar going private transaction and subsequent private equity transaction.
- Represented a North Carolina bank and its parent on an approximately \$220 million merger with another bank, which offered a higher price than the bank's existing merger agreement with another company.
- Represented technology, life sciences, manufacturing, bank, service, and ag-bio companies in public offerings of common stock.
- Represented a global solid state LED lighting and semiconductor manufacturing company in its \$525 million acquisition of an outdoor LED lighting company.
- Represented the special committee of a public bank holding company in connection with repurchase of outstanding shares from large stockholder.
- Represented a global biopharmaceutical services company with its \$525 million offering of senior notes and a related holding company reorganization and spinoff of a subsidiary to its shareholders.
- Represented a multinational manufacturer and supplier to the papermaking industry in connection with a private placement of \$240 million of senior notes and subsequent exchange offer for registered notes.
- Represented a national multimedia advertising company in its \$350 million acquisition of an online advertising company.
- Represented a leading producer of construction aggregates in multiple acquisitions.
- Represented a global biopharmaceutical services company in connection with numerous strategic acquisitions.
- Represented the special committee of a bank holding company in connection with the acquisition of another bank holding company.

- Represented a life science venture fund in fund investment.
- Served as counsel for North Carolina's first biotechnology initial public offering (IPO).

CREDENTIALS

Recognition

- Named, Leader in the Field, Band One, Corporate/M&A, *Chambers USA: America's Leading Lawyers for Business* (2004-2023)
- Named, "North Carolina Power 100," *Business North Carolina* (2018-2020)
- Named, BTI Client Service All-Star and MVP (2016-2017)
- Named, Best Lawyers®, "Lawyer of the Year," Raleigh
 - Securities/Capital Markets (2010, 2018)
 - Mergers & Acquisitions Law (2012, 2014, 2024)
 - Corporate Law (2009, 2013)
- Listed, Best Lawyers®
 - Corporate Law (2003-2024)
 - Mergers & Acquisitions Law (2003-2024)
 - Securities / Capital Markets Law (2003-2024)
 - Securities Regulation (2003-2024)
 - Venture Capital Law (2003-2024)
- Named, "Highly Regarded" in M&A, *IFLR1000: The Guide to the World's Leading Financial Law Firms* (2018-2021, 2023)
- Named, Top Business Lawyer in North Carolina, *Business North Carolina* (2009)
- Listed, North Carolina Pro Bono Honor Society (2019)
- Listed, North Carolina *Super Lawyers* (2006-2023)
- Named, *Business North Carolina's* Legal Elite, Business Law (2004-2016), Corporate (2023)
 - Hall of Fame since 2009
- Named, one of "50 to Watch in Business," *Triangle Business Journal* (2013)
- Recognized, among one of four North Carolina lawyers, *International Who's Who of Business Lawyers in Corporate Governance*
- Recognized, only North Carolina lawyer in the Mergers and Acquisitions area, *International Who's Who of Business Lawyers*
- Recognized, among one of six North Carolina lawyers, *International Who's Who of Capital Markets Lawyers*

- Named, one of “Ten to Watch: Attorneys That Have an Impact on North Carolina Business,” *Triangle Business Journal*
 - Fellow, American Bar Foundation
 - Martindale Hubbell AV Preeminent Rated
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Education

- Wake Forest University, J.D., *cum laude*, 1982
 - Wake Forest University, B.A., *cum laude*, 1980
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Bar & Court Admissions

- North Carolina
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