WHITEFORD



Clare M. Lewis

PARTNER

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BIOGRAPHY

Ms. Lewis represents independent sponsors, private equity and venture capital fund investors, as well as emerging growth and middle market companies, generally and in connection with mergers and acquisitions, equity financings, corporate governance, fund formations and other specialist matters. Having represented companies, investors, and lenders, as well as both financial and strategic buyers and sellers, she has experience with many sides and aspects of capital raising, strategic partnering and mergers and acquisitions.

Ms. Lewis advises emerging-growth and early-stage companies, particularly in the technology space, as they work to advance their business objectives and goals. She works to provide value beyond legal services by facilitating introductions for clients and through networking opportunities. She regularly represents institutional investors, private equity funds, independent sponsors, venture capitalists and angel investors making private equity, venture capital, and early-stage investments. She routinely works with capital providers, including family offices, in all levels of the capital stack to advise on middle market deals across a breadth of industries, including technology, crypto and

PRACTICES & INDUSTRIES

Business and Corporate
Mergers & Acquisitions
Private Capital
Securities
Cyber Security, Data Management & Privacy
Energy & Natural Resources
Healthcare

EDUCATION

University of Virginia School of Law, 2011, J.D.

University of Virginia, 2011, M.B.A.

University of Virginia, 2005, B.A.

ADMISSIONS

New York

Virginia

blockchain, financial institutions and services, energy, healthcare, life sciences, distribution, products and retail, food and beverage, and other industries.

Ms. Lewis holds the CIPP/US certification as a Certified Information Privacy Professional from the International Association of Privacy Professionals (IAPP). She is fluent in French.

RECOGNITIONS

- *Virginia Business Magazine*, Corporate Counsel/Administrative/Government "Legal Elite" (2024-2025)
- Selected for inclusion in *Best Lawyers: Ones to Watch*, Mergers and Acquisitions Law, 2021, 2022
- Recipient, “Emerging Leader Award,” *The M&A Advisor,* 2021

MEMBERSHIPS & ACTIVITIES

- Member: American Bar Association
- Member: Market Trends Subcommittee, ABA’s Business Section Mergers and Acquisitions Committee (Publisher of ABA Deal Points Studies)
- Member: Membership Committee, Charlottesville Business Innovation Council
- Member: Virginia State Bar Association
- Member: Virginia Bar Association
- Member: University of Virginia Alumni Association
- Member: The Entrepreneurship Society
- Member: The National Society of Colonial Dames of America

MERGERS & ACQUISITIONS

- Representation of private equity fund in connection with its purchase of a portfolio company in the technology sector; aggregate transaction value of approximately $100 million
- Representation of private equity fund in connection with its purchase of a portfolio company in the food services sector; aggregate transaction value of approximately $65 million

- Representation of an independent sponsor in connection with its purchase of a portfolio company in the healthcare sector; aggregate transaction value of approximately $100 million
- Representation of private equity fund in connection with its purchase of a portfolio company in the construction sector; aggregate transaction value of approximately $150 million
- Representation of independent sponsor in its sale of portfolio investment; aggregate transaction value of approximately $200 million
- Representation of private equity fund in connection with its purchase of a portfolio company in the technology sector
- Representation of private equity fund in connection with its purchase of a portfolio company in the consulting services sector
- Representation of leading accounting firm in purchase of technology and services company
- Representation of software technology company to a strategic buyer
- Representation of private equity fund in purchase of SaaS company
- Representation of independent sponsor in purchase of ophthalmology and audiology practices
- Representation of leading accounting firm in sale of software company to a strategic buyer
- Representation of private equity fund in purchase of consulting services companies
- Representation of private equity fund in purchase of telecommunications reseller
- Representation of private equity fund-backed travel company of purchase of an events and travel company
- Representation of private equity fund in purchase of restaurant franchise
- Representation of private equity fund in purchase of a software and technology services company
- Representation of family office in its sale of multi-family units
- Representation of private equity fund-backed travel company of purchase of an events and travel company
- Representation of private equity fund in purchase of telecommunications and hardware reseller

- Representation of private equity fund in purchase of restaurant franchise
- Representation of family office in its sale of multi-family units
- Representation of private equity fund in connection with its purchase of a portfolio company in the technology sector
- Representation of private equity fund in connection with its purchase of a portfolio company in the consulting services sector
- Representation of private equity fund in connection with its purchase of a portfolio company in the technology sector
- Representation of private equity fund in connection with its purchase of a portfolio company in the hardware sector
- Representation of private equity fund in connection with its purchase of a portfolio company in the instrumentation sector
- Representation of construction company in connection with its sale to a strategic buyer
- Representation of private equity-backed portfolio company in add-on acquisition
- Representation of private equity fund in connection with its purchase of a portfolio company in the telecommunications and hardware sector
- Representation of emerging growth company in connection with its sale to a strategic buyer
- Representation of private equity fund in connection with its purchase of a portfolio company in the telecommunications and hardware sector
- Representation of private equity fund in connection with its purchase of a portfolio company in the software and service sector
- Representation of private equity fund in connection with its purchase of a portfolio company in the telecommunications sector
- Representation of private equity fund in connection with its purchase of a portfolio company in the food sector
- Representation of private equity fund in connection with its purchase of a portfolio company in the financial services sector
- Representation of private equity fund in connection with its purchase of a portfolio company in the behavioral health sector

- Representation of private equity fund in connection with its purchase of a portfolio company in the food sector
- Representation of private equity fund in connection with its purchase of a portfolio company in the utility products sector
- Representation of Peregrine Energy Solutions LLC, an integrated and multi-technology clean energy platform, in closing a financing agreement with AB CarVal, an established global alternative investment fund manager, to raise over $700 million of credit, equity and debt to fund Peregrine's pipeline of over 7 gigawatts of high-quality projects, including standalone battery, solar and wind technologies.
- Represented top 25 accounting firm Carr, Riggs & Ingram in its strategic investment from Centerbridge Partners, L.P. and Bessemer Venture Partners.
- Representation of private equity fund in connection with its purchase of a portfolio company in the food sector; aggregate transaction value of approximately $300 million.
- Representation of private equity fund in connection with its purchase of an automated technologies portfolio company in the life sciences and food and beverage sectors; aggregate transaction value of approximately $95 million.
- Representation of private equity fund in purchase of healthcare and senior services franchises; aggregate transaction value of approximately $100 million.
- Representation of a healthcare publishing technology services company in auction sale of Inc. 500 SAAS subsidiary to private equity fund; aggregate transaction value of approximately $50 million.
- Representation of multi-national conglomerate in purchase of SAAS company; aggregate transaction value of approximately $20 million.
- Representation of a leading multi-state engineering and architectural services firm in a merger with architectural services firm.
- Representation of private equity fund in connection with numerous buy-side acquisitions and sell-side transactions in the wireless communications space.
- Representation of consolidated portfolio company sale to a private equity fund and subsequent continuing representation of the portfolio company in its continued add-on acquisitions.

- Representation of private equity fund in connection with the acquisition of a restaurant franchise.
- Representation of a Fortune 50 financial services company in connection with its acquisition of an artificial intelligence / SaaS company; aggregate transaction value of approximately $50 million.
- Representation of leading independent private equity manager with numerous buy-side acquisitions of lower middle-market, growth-oriented companies.
- Representation of a leading specialty chemicals company in connection with a carve-out of a specialty division and sale to a strategic buyer aggregate transaction value of approximately $50 million.
- Representation of a leading software and services company and five international subsidiaries in auction sale to strategic buyer, a portfolio company of a leading middle market private equity firm; aggregate transaction value of approximately $15 million.
- Representation of a travel services company owned by a private equity fund in an add-on acquisition.
- Representation of a leading energy company in connection with numerous wind energy acquisitions and sales, and employment and contract compliance.
- Representation of restaurant franchisor in connection with multiple buy-side and sell-side transactions.
- Representation of a leading multi-media company in connection with its acquisition of a print media target.
- Representation of a leading electric car company in connection with the purchase of a strategic acquisition.
- Representation of a travel services company owned by a private equity fund in an add-on acquisition; aggregate transaction value of approximately $15 million.
- Representation of a SAAS cybersecurity company in its sale to an Inc. 500 strategic buyer.
- Representation of a private equity fund in its co-investment in a business services SAAS company and advise on additional future add-on acquisitions.
- Representation of a leading accounting firm in connection with the purchase of a software company.

- Representation of a leading energy company in connection with the sale of a biofuels company to a strategic buyer.
- Representation of a university-affiliated hospital in its acquisition of a medical care practice.
- Representation of a media and publishing company in the purchase of a strategic add-on acquisition.
- Representation of a leading education company in the purchase of a strategic add-on acquisition.
- Representation of a leading education company in its sale to a strategic buyer.
- Representation of private equity fund in purchase of an alliance of independent optometrists.
- Representation of private equity fund in purchase of leading beverage manufacturer.
- Representation of a leading accounting firm in connection with the purchase of multiple software and services companies.
- Representation of manufacturing company in connection with the purchase of an add-on acquisition.
- Representation of a travel services company owned by a private equity fund in additional add-on acquisitions.
- Representation of a leading energy company in connection with a sell-side transaction of one of its wind projects and its potential sale.
- Representation of construction and building materials company in connection with a sale of its assets to a strategic buyer.
- Representation of a payments company in connection with is acquisition by a private equity company.
- Representation of clothing company in connection with its sale to a strategic buyer.
- Representation of leading financial buyer in connection with its acquisition of a recovery solutions company.
- Representation of private equity fund in connection with its data privacy diligence of multiple portfolio companies in the software and manufacturing technologies sectors.
- Representation of a software automation company in connection with its sale to a financial buyer.

- Representation of an asset management company in connection with its sale to a financial buyer.
- Representation of an investment advisor in connection with its sale to a financial buyer.
- Representation of restaurant and brewery in its sale to a strategic buyer.
- Representation of an educational software company in its sale to a strategic buyer.

GENERAL SECURITIES, PRIVATE EQUITY, VENTURE CAPITAL AND CORPORATE LAW MATTERS

- Representation of independent sponsor in its minority investment in a medical technology company
- Representation of emerging life sciences company in its Series A financing
- Representation of venture capital fund in its minority investment in a software and technology services company
- Representation of venture capital fund in its minority investment in a software and solar technology services company
- Representation of venture capital fund in its minority investment in a software and drone technology services company
- Representation of emerging growth company in its Series Seed financing
- Representation of emerging growth company in its convertible note financing
- Representation of investor in connection with its convertible note investment in an emerging growth company
- Representation of finance company in connection with a debt and warrant financing investment
- Representation of emerging life sciences company in its Series A financing
- Representation of leading energy company in its minority investment in an energy technology services company
- Representation of independent sponsor in its capital raise for a second acquisition fund

- Representation of school in debt financing
- Representation of university in debt financing raise
- Representation of venture capital fund in its minority investment in a software and services company
- Representation of solar company in its minority investment in a solar and technology services company
- Representation of venture capital fund in its minority investment in a solar software services company
- Representation of investor in connection with its minority investment in an emerging fin-tech company
- Representation of a university-based e-learning technology company in successive multistate angel investor financings and ongoing employee equity planning and strategic partnering contracts and add-on acquisitions.
- Representation of a leading alternative energy development holding company in entity formations, executive equity plans, successive venture capital financings, and corporate and tax planning for various portfolio companies operating in wind, biofuels, utility-scale and distributed solar, and other energy sectors.
- Representation of a leading scientific and medical publishing technology services company in connection with mezzanine debt financings, corporate reorganization, reverse stock split, new subsidiary formations, executive equity planning, tax planning and major customer development and license agreements.
- Representation of leading green chemistry and personal care company in connection with a corporate reorganization and debt refinancing transaction, executive equity planning, recapitalization, tax planning and development and other contract issues.
- Representation of a mezzanine lender in debt offerings with warrants to numerous middle-market healthcare companies.
- Representation of a private equity firm in its second fund formation ($50 million) and structuring, securities, corporate and tax-planning of multiple fund entities.
- Representation of a leading middle-market private equity firm in its initial fund formation and structuring, securities, corporate and tax-planning of multiple fund entities.

- Representation of numerous other private equity firms in connection with fund formation and structuring, securities, corporate and tax-planning of multiple fund entities.
- Lead counsel on a convertible debt offering of a leading alternative energy biofuels company.
- Lead counsel on a convertible debt offering of an emerging healthcare company, entity formations, and strategic partnering contracts.
- Lead counsel on a convertible debt offering of an emerging life sciences company and general corporate work.
- Representation of a global project management company in connection with acquisitions, debt financing, and joint ventures.
- Lead counsel on a Series A offering of an emerging consumer product goods company.
- Lead counsel on a Series C offering of a healthcare company.
- Lead counsel on a Series A offering of a financial services company.
- Lead counsel on a Series C offering of a life sciences company.
- Lead counsel for a convertible debt offering of a digital media company.
- Lead counsel for a Series Seed investment in a restaurant chain.
- Representation of information technology company in connection with an early-stage financing and general corporate work.
- Representation of beverage company in connection with an early-stage venture capital investment and general corporate work.
- Representation of a nutritional supplements company in connection with an early-stage angel investment and general corporate work.
- Representation of an alternative energy company in connection with general corporate work and executive compensation.
- Representation of venture capital fund in connection with various Series A-B capital raises for portfolio companies in the technology sector.
- Lead counsel on a Series A offering of a green waste e-recycling business and its development of a waste-to-energy project.
- Representation of leading home lending finance company in connection with its purchase and refinance loan programs.

- Representation of numerous venture capital clients in initial and follow-on fund formations.
- Representation of numerous emerging growth companies in series seed stage financings.
- Representation of a leading chemicals company in connection with succession planning, stock transfers and other general corporate work.
- Representation of a top five leading bank in connection with due diligence and other related work.
- Representation of an artificial intelligence company in connection with general corporate work and regulatory compliance.
- Representation of a leading venture capital firm in its second fund formation and structuring, securities, corporate and tax-planning.
- Representation of a leading real estate firm in its fund formation and structuring, securities, corporate and tax-planning.
- Representation of a leading private equity firm in its fund formation and structuring, securities, corporate and tax-planning.
- Representation of restaurant franchise in connection with debt private placement.
- Representation of early stage ecommerce company in connection with its potential sale.
- Representation of video production company in connection with general corporate work and contract negotiations.
- Representation of biotech company in connection with general corporate work and executive compensation matters.
- Representation of orthodontic supplier company in connection with general corporate work and regulatory compliance.
- Representation of a leading battery company in connection with early stage financings and general corporate work.

INSIGHTS

Co-author: "Defining What Matters: The Importance of Materiality, Material Adverse Effects and Materiality Scrapes in a Deal," *Deal Points: The Newsletter of the Mergers and Acquisitions Committee,* American Bar Association, Fall 2024

Speaker: Generative AI and the Law, October 19, 2023

Speaker: "Nonprofit Boards: Director Recruitment, Retention, and Relationships with Staff," 20th Annual Nonprofit Seminar, September 2023

Co-author: "ESG Considerations in the Context of M&A," *Deal Points: The Newsletter of the Mergers and Acquisitions Committee*, American Bar Association, Spring 2023

Co-author: "M&A Considerations for Management in Small Deals," *Deal Points: The Newsletter of the Mergers and Acquisitions Committee*, American Bar Association, Winter 2023

Moderator: "Selecting and Building the Desired Infrastructure for an Independent Sponsor Firm," 2022 Independent Sponsor Conference, October 26, 2022

Co-author: "Purchase Price Adjustments in Technology Deals," *Deal Lawyers*, Jan-Feb 2022

Panelist: "Emerging Growth Equity," 2021 Independent Sponsor Conference, October 20, 2021

Author: "Impact Investing's New Role in the Age of COVID-19," *Corporate Counsel Business Journal*, July 27, 2020

Author: "Institutional Pullback Presents Family Office Opportunities," *Law360*, May 6, 2020

Organizer: "Business Regulatory Environment: Trump Administration and Capitol Hill Update," Business Lawyering in the Innovation Economy: New Business Models + More Regulation = Opportunities and Challenges for Company Counsel, Virginia Law Foundation, Virginia State Bar's Advanced Business Law Conference, 45th Annual Advanced Business Law Conference, September 8, 2018

Co-author: Founders, Helpers, and Angels: Dividing the Company Pie, *Virginia Lawyer*, June 2016

Speaker: Data Security & Privacy in the M&A Transaction, Charlotte Chapter CLE, Association of Corporate Counsel, October 1, 2014