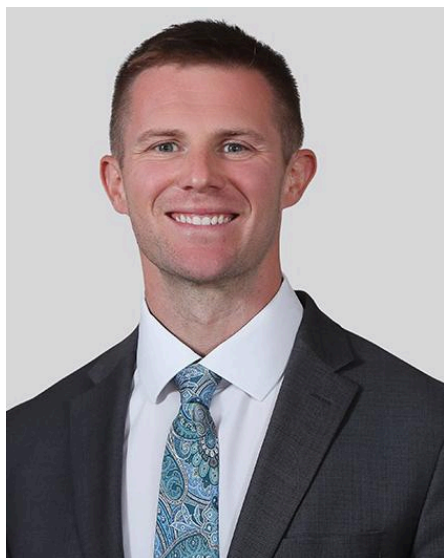




Ryan J. Stoker

PARTNER

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BIOGRAPHY

Ryan Stoker focuses his practice on corporate and transactional matters, with significant experience in mergers and acquisitions and capital-raising transactions. He represents middle-market companies throughout the full spectrum of their lifecycle—from formation and early-stage structuring through growth, financing, and ultimate exit events or succession transitions.

Mr. Stoker advises both public and private companies on general corporate and governance matters. His transactional work includes representing buyers and sellers in acquisition and sale transactions, whether structured as asset or equity deals, as well as issuers and investors in the private placement of debt and equity securities. He guides clients through go-to-market strategies, due diligence efforts, definitive agreement negotiations and closing mechanics. Beyond transactions, he counsels clients on choice-of-entity decisions, business structuring, and the drafting of formation and governance documents, including buy-sell agreements. He advises special committees and directors on fiduciary duties and authority, represents minority investors and rollover management teams on governance protections and special

PRACTICES & INDUSTRIES

[Business and Corporate](#)

[Private Capital](#)

[Securities](#)

[Mergers & Acquisitions](#)

[Tax](#)

[International Tax](#)

[Government Contracts](#)

[Intellectual Property &
Technology](#)

[Open Source, SaaS & Other
Innovative Distribution Models](#)

[Cyber Security, Data
Management & Privacy](#)

[Golf](#)

EDUCATION

University of Baltimore School of Law, 2013, J.D., summa cum laude

Towson University, 2009, B.S., summa cum laude

rights, and provides strategic guidance in closely held company disputes. He also advises companies on equity-based compensation plans, including restricted equity, options, appreciation rights, and phantom equity arrangements.

Mr. Stoker's background as a certified public accountant gives him valuable insight into the tax considerations his clients face. He regularly advises on tax-efficient structuring in mergers, acquisitions, joint ventures, and executive compensation.

RECOGNITIONS

- *IFLR1000 United States*, "Rising Star" in Maryland M&A (2020), "Notable Practitioner" in Mergers & Acquisitions (2024-2025)
- *The Best Lawyers in America*® Corporate Law, Mergers and Acquisitions Law, Tax Law (2027)
 - Ones to Watch® Corporate Law (2022-2024)
 - Ones to Watch® Mergers and Acquisitions Law (2023, 2024)
 - Ones to Watch® Securities/Capital Markets Law (2023, 2024)
- *The Legal 500 United States*, Baltimore Elite, Corporate M&A (2026)

MEMBERSHIPS & ACTIVITIES

- Certified Public Accountant (Inactive)
- Member: Maryland Association of Certified Public Accountants
- Member: Maryland State Bar
- Member: Maryland State Bar Association
 - Business Section
 - Tax Section
 - Young Lawyers Section
- Member: American Bar Association
- Former Fellow, Maryland State Bar Association – University of Baltimore Business Law Clerkship
- Former Editorial Board Member, Maryland State Bar Association Business Law Section Newsletter

ADMISSIONS

Maryland

BUSINESS & CORPORATE LAW

Mr. Stoker represents both publicly and privately-held companies in general corporate and governance matters. His relevant experience in this area includes:

- Serve as outside general counsel to the Mid-Atlantic regional distributor of a major line of golf course maintenance and care equipment, advising on matters including strategic planning, business operations and real estate
- Counsels clients with regard to choice-of-entity issues and general business structuring
- Negotiates and drafts formation and governance documents, including buy-sell agreements
- Counsels special committees and directors on duties and authority
- Provides guidance and strategy in closely-held company disputes
- Counsels minority investors and rollover management teams regarding governance protections and special rights

MERGERS & ACQUISITIONS

Mr. Stoker represents middle-market companies in acquisition and sale transactions, whether structured as asset or equity deals. His experience includes advising on go-to-market strategies and diligence efforts, negotiating definitive documents and handling the mechanics of closing and post-closing matters. Representative deals include:

- The sale of an intelligence community contractor to a private equity fund for approximately \$180 million, including a pre-sale merger and conversion transaction to facilitate tax-deferred rollover equity
- The sale of two distressed affiliated non-profit hospitals to a for-profit healthcare system for approximately \$61 million
- The sale of a third-party debt collection company and several subsidiaries and affiliated entities to a private-equity backed healthcare solutions system for approximately \$50 million.
- The sale of a temporary staffing and recruitment company to a NYSE-listed company for approximately \$20 million.
- The sale of a general contracting and construction services company to a private equity fund for approximately \$12 million

- Acquisitions of assets from distressed companies to expand buyer clients' market share & other strategic benefits

SECURITIES

Mr. Stoker's represents issuers and investors in the private placement of debt and equity securities. He also advises companies on equity-based compensation plans, including the use of restricted equity, options, appreciation rights and phantom equity. Representative deals include:

- The private placement of LLC interests aggregating over \$4,000,000 on behalf of an issuer in the hospitality sector
- The private placement of Series Seed Preferred Stock aggregating over \$5,000,000 on behalf of an issuer in the cybersecurity space
- The private placement of limited partnership interests on behalf of a private equity fund issuers
- The purchase of Series A Preferred Stock by an investor serving as the lead investor for the financing round
- The purchase of convertible debt by a fund investor with a focus on providing initial financing to start-up companies in the technology and engineering space

CYBER SECURITY, DATA MANAGEMENT & PRIVACY

Mr. Stoker's practice also involves data security and privacy matters. He provides guidance on a number of matters including:

- Notices to both regulatory agencies and affected end customers disclosing security incidents and data breaches
- Negotiating representations and warranties regarding data security and privacy practices for M&A transactions, capital raising and other contractual relationships
- Assisting in M&A due diligence and negotiating separate liability and indemnity obligations regarding data security and privacy matters

TRANSACTIONAL TAX

Mr. Stoker's background as a certified public accountant provides him valuable insight into tax issues his clients face. He provides guidance in

tax efficient structuring of mergers, acquisitions, joint ventures and compensation.

INSIGHTS

Presenter, *What is a Security? Overview of Securities Laws for the General Practitioner*, (October 2020)

Presenter, *Securities Law Compliance*, Webinar (October 2019)

bwtech Executive Workshop for Int'l CyberSecurity Companies - *What are the TOP Things a Foreign Company Should Know When Establishing a Business in the US?* (April 2019)

Author: "[Minority Stockholders Beware - Disappearing Appraisal Rights in Maryland](#)," Lowenstein Sandler Blog (February 2019)