



Christopher J. Hewitt

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Chris Hewitt is a businessperson's lawyer.

A corporate attorney with an M.B.A, Chris serves as a strategic advisor to the boards of directors and management of public and sophisticated private companies on mergers and acquisitions, takeover preparedness and defense, corporate governance, corporate counseling and SEC compliance. In short, Chris helps clients find solutions and avoid business problems.

Business Transactions. Chris has the business acumen to assist clients not only in structuring, negotiating, and closing sophisticated business transactions, but also in strategically analyzing and understanding how the transaction relates to the client's business. Chris began his career in the New York office of Skadden Arps and came to Tucker Ellis from Jones Day, where he was partner for 10 years in the M&A practice group. As a result, Chris brings a "Big Law" sophistication to each matter, while crafting cost-effective solutions with Midwestern practicality. He understands that negotiating a transaction is not about keeping score on deal points won or lost or taking polarizing positions. Chris practices the art of "getting to yes" negotiating, which means not only effectively articulating the client's interests in a transaction and making sure the documentation protects those interests, but also resolving, in a common-sense fashion, the myriad, idiosyncratic issues that often arise in transactions.

Chris has negotiated numerous high-profile, multibillion-dollar acquisitions and divestitures, as well as many smaller deals, and has worked on transaction financing, including debt and equity offerings. He works with clients in industries such as energy, minerals and mining, manufacturing, retailing, media and technology, to name a few.

Corporate Governance and Compliance. Now more than ever, boards of directors need the pragmatic advice of trusted lawyers like Chris who understand the issues directors face. Chris has

extensive boardroom experience advising directors on the issues they confront in today's dynamic corporate governance environment—experience that enables him to cut through the clutter and assist directors in making informed decisions.

In addition, Chris has successfully defended large and small public companies in contests for corporate control, including both hostile takeovers and proxy contests, and has assisted numerous companies in responding to shareholder proposals. He has also assisted engaged shareholders in establishing a dialogue with the board and management of struggling public companies.

Chris is frequently sought after to speak on corporate governance, M&A and securities laws matters, and has published several articles on these topics. He is also co-editor of the firm's blog on corporate law, *Lingua Negoti*, which means “the language of business.”

Chris comes from a large family that includes two brothers and five sisters, and is a triplet with two of his sisters. He is the proud father of three children. Chris is also a fitness nut, working out every morning before work.

Education

- Georgetown University Law Center (J.D., magna cum laude, 1994)
- Georgetown University (M.B.A., 1994); Beta Gamma Sigma
- The University of Toledo (B.B.A. in Accounting, summa cum laude, 1990)

State Admissions

- Ohio, 1998
- New York, 1994

Service Areas

- Mergers & Acquisitions
- Securities & Capital Markets
- Corporate Governance
- Broker-Dealers
- Hospitality
- Health & Life Sciences M&A Transactions
- Venture Capital
- Private Equity
- Health & Life Sciences
- Corporate Law
- Financial Services – Transactional
- Financial Services

Experience

MERGERS & ACQUISITIONS

- Represented Wynnchurch Capital Partners, a leading middle market private equity firm, and Stampede Culinary Partners, Inc., a leading North American culinary solutions provider, in the sale of SCP to Premium Brands Holdings Corporation (TSX: PBH) for \$688 million in cash and stock and a \$100 million earnout
- Represented Enovis Corporation (NYSE: ENOV) in over a dozen acquisitions and divestitures, including most recently the sale of its Dr. Comfort diabetic shoe business to Promus Equity Partners; the purchase of an orthopedic ultrasound device for bone growth stimulation from ManaMed LLC; the sale of its compression hosiery business to Adelie Investment II LLC; the purchase of the static external fixation frame business of D.N.E., LLC; and the purchase of GCE Group, Europe's leading gas equipment company
- Represented Novanta, Inc. (NASDAQ: NOVT), a trusted technology partner to medical and advanced technology equipment manufacturers, in several strategic business relationships with global publicly traded companies in the e-commerce, cloud computing, AI, semiconductor, and biotechnology industries
- Represented Qorvo Inc. (NASDAQ: QRVO), a leading global provider of connectivity and power solutions, in an early-stage technology investment
- Represented the shareholders of G.M.I. N.A. Inc., a managing general underwriter and insurance broker, in the sale to One80 Intermediaries Inc., a wholesale brokerage and program manager providing specialized insurance solutions
- Represented ESAB Corporation (NYSE: ESAB), a world provider in fabrication and gas control technology, in its \$127-million acquisition of Ohio Medical, LLC, a global leader in oxygen regulators and central gas systems, from a private investor group
- Represented United Technical Support Services, Inc., a leading provider of complex equipment installation and maintenance services to the medical, diagnostic, assembly line automation, and security access markets, in the sale of its medical diagnostic imaging equipment and radiographic solutions business to Imaging Solutions Management, Inc.
- Represented Ampex Brands – a Yum! Brands Inc. and 7-Eleven franchisee with more than 400 Pizza Hut, KFC, Taco Bell, Long John Silver's and 7-Eleven locations – in its acquisition of Au Bon Pain from Panera Bread
- Represented Kinderhook Industries' portfolio company Chemtron Corporation, a hazardous and non-hazardous waste transporter in the Midwest, in its acquisition of certain assets of Tonawanda Environmental Corporation and Tonawanda Tank Transport Service
- Advised Dennis and Dawn Swit in the sale of all of the assets of Loan Protector Insurance Services – a leader in the lender-placed insurance space for the mortgage-servicing industry – to Brown & Brown Inc. (NYSE: BRO)
- Advised Joshen Paper & Packaging based in Cleveland, Ohio, in its acquisition by Bunzl plc (OTCMKTS: BZLFF), an international distribution and services group based in London
- Represented Resilience Capital Partners and several of its portfolio companies in multiple

acquisitions and divestitures

- Advised Pete & Pete Container Service, Inc., a provider of waste management containers for commercial and residential use, in its acquisition of substantially all of the assets of Boyas Excavating, Inc., an aggregate mining company and landfill operator
- Advised the shareholders of Intergulf Corporation, which provides solutions to industry partners by procuring, blending, treating, and processing petroleum, petrochemical products, and waste streams, in its sale to Kinderhook Industries, LLC, a private investment firm that manages over \$2 billion of committed capital

CORPORATE GOVERNANCE

- Advised Civista Bancshares, Inc., a regional bank holding company located in Sandusky, Ohio, in obtaining the vote of its shareholders to amend Civista's charter to eliminate pre-emptive rights and cumulative voting in the election of directors in anticipation of an equity offering
- Advise the board of directors of Stoneridge, Inc., a global designer and manufacturer of highly engineered electrical and electronic components, modules, and systems for the commercial vehicle, automotive, off-highway, and agricultural vehicle markets, on various corporate governance matters
- Advise public companies in addressing shareholder proposals under Rule 14a-8 under the proxy rules; previous clients include, among others, Ferro Corporation, FirstEnergy Corp., and Penton Media, Inc.
- Advise the boards of directors of several closely held companies on corporate governance and shareholder relations matters

CONTESTS FOR CORPORATE CONTROL

CORPORATE

- Advised A. Schulman, Inc. on a negotiated settlement in response to a proxy solicitation by Barington Capital Group to obtain multiple board seats
- Successfully defended Cryo-Cell International, Inc. against a proxy solicitation by David Portnoy to replace the board of directors
- Successfully defended Dynamics Corporation of America against an unsolicited tender offer and related proxy solicitation by WHX Corporation; DCA entered into a negotiated merger with CTS Corporation
- Defended GenCorp, Inc. against a proxy solicitation by Pirate Capital LLC
- Successfully defended The Lamson & Sessions Company against a threatened proxy solicitation by Ramius Capital Group to obtain multiple board seats; Lamson entered into a negotiated merger with Thomas & Betts Corporation
- Successfully defended LCA-Vision Inc. against a consent solicitation by the founder and former Chairman to remove and replace the board of directors
- Successfully defended Myers Industries, Inc. against multiple proxy solicitations by GAMCO Asset Management Inc. to obtain multiple board seats
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Successfully defended Oglebay Norton Company against an unsolicited tender offer and related proxy solicitation by Harbinger Capital Partners; Oglebay entered into a negotiated merger with Carmeuse North America, a unit of Carmeuse Group

- Successfully defended Potash Corporation of Saskatchewan against an unsolicited tender offer by BHP Billiton Plc, which withdrew its offer
- Defended Zoran Corporation against a consent solicitation by Ramius Capital Group to remove and replace multiple directors; Zoran entered into a negotiated merger with CSR Plc

SHAREHOLDER

- Served as Ohio counsel to Macellum Capital Management in its threatened proxy solicitation to obtain multiple board seats at Big Lots, Inc.
- Advised Richard M. Osborne, an individual shareholder of Gas Natural Inc., a natural gas utility that distributes and sells natural gas to residential, commercial, and industrial customers, in a proxy contest to replace the entire board of directors
- Served as Ohio counsel to FrontFour Master Fund, Ltd. and Quinpario Partners, LLC in their combined proxy solicitation to obtain multiple board seats at Ferro Corporation; Ferro agreed to give FrontFour/Quinpario two board seats
- Advised Steve Bershad, an individual shareholder of GSI Group, Inc., in a threatened proxy contest to replace the board of directors; GSI Group filed for bankruptcy and the representation converted to representing the equity committee; Bershad is now Chairman of the Board
- Served as Ohio counsel to Triarc Companies, Inc. in its threatened proxy solicitation to obtain multiple board seats at Wendy's International Inc.; Triarc entered into a negotiated merger with Wendy's

Publications & Events

SPEAKING ENGAGEMENTS

- “Powers and Pitfalls: Governance Structure and Disputes Involving Alternative Entities,” Case Western Reserve University School of Law, Cleveland, Ohio (February 2025)
- “Review of Tulane Corporate Law Institute” and “Getting to Yes, Getting Past No: A Review of the Harvard Approach to Principled Negotiations,” Tucker Ellis Business Law Institute (March 2024)
- “It’s (Always) a Wonderful Deal Market!” Tucker Ellis In-House Counsel Summit (October 2023)
- “The Ethics of Net Working Capital Disputes” and “Corporate Governance Coast to Coast: The Interplay of Governance and Successful Companies,” 2023 Business Law Institute on Corporate Law and M&A, Tucker Ellis LLP (January 2023)
- “Broadsides & Bear Hugs: Shareholder Activism and Managing a Hostile Takeover Response,” The 5th Annual Midwestern M&A/Private Equity Forum, Columbus, Ohio (May 2022)
- “Force Dispersal: Risk Mitigation and New Developments in Deal Defense,” The 5th Annual Midwestern M&A/Private Equity Forum, Columbus, Ohio (May 2022)
- “Director & Officer Fiduciary Duties: Ignore Them at Your Own Peril,” 2017 In-House Counsel Summit, Tucker Ellis LLP, Cleveland, Ohio (October 2017)
- “Anatomy of a Transaction,” Tucker Ellis Legal Update, Cleveland, Ohio (September 2016)
- “Expanding Your Fan Base: Addressing Stock Liquidity and Broadening Your Investor Profile,” Tucker Ellis/Elizabeth Park Capital Management Second Annual Banking Forum: Be an M&A Rock Star, Cleveland, Ohio (November 2015)
- “Activists, Hedge Funds and the Changing M&A Landscape of Corporate and Securities Laws,” 2015 In-House Counsel Summit, Tucker Ellis LLP, Cleveland, Ohio (October 2015)
- Shareholder Activism Panel, 2014 In-House Counsel Summit, Tucker Ellis LLP, Cleveland, Ohio (October 2014)
- Shareholder Activism Panel, Dix & Eaton, Cleveland, Ohio (Winter 2009)

PUBLICATIONS

- [Lingua Negoti Blog Posts](#)
- “No-Recourse M&A: PE Sponsors Redefine Indemnification, Liability,” *Crain’s Cleveland Business* (January 2026)
- “Avoid Distress: These Failures Are Not an Option,” *Crain’s Cleveland Business* (January 2025)
- “Practical Advice for Distressed M&A Transactions,” *Crain’s Cleveland Business* (January 2024)
- “Failure Is Not an Option: Practical Advice for Directors Entrusted With Overseeing Corporations,” *Westlaw Today* (April 2023)
- “Bringing an End to Gamesmanship,” *Crain’s Cleveland Business* (January 2023)
- “Adapting to Disruption in M&A Deals in an Era of Volatility,” *Crain’s Cleveland Business* (January 2022)
- “Winners Are Forged in the Fire of Economic Duress,” *Crain’s Cleveland Business* (January 2020)
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- “Failure Is an Option,” *Ethical Boardroom* (Spring 2019)
- “Stifling Debate at Board Meetings Can Destroy Value at Your Portfolio Company,” *Crain’s Cleveland Business* (January 2019)
- “Diabetic Care RX Case Is a Warning Sign for Private Equity,” *Law360* (May 2018)
- “Championship-caliber Dealmakers Understand the Language of Business,” *Crain’s Cleveland Business* (January 2018)
- “A Shareholders Agreement Primer: The Corporate Pre-Nuptial Agreement,” *VC-List* (February 2017)
- “Salt Your Pasta Water,” *Today’s General Counsel* (April 2015)
- “Shareholder Activism and the Federal Proxy Rules,” *Westlaw Journal* (April 2015)
- “Shareholder Activism Engagement,” *Crain’s Cleveland Business* (January 2015)
- “Hiring Counsel with Good Judgment is Key to Dealmaking Success,” *Crain’s Cleveland Business* (January 2014)
- “Is there a Right Way to Go Private? Finessing Divided Legal Standards Poses a Challenge,” *Mergers & Acquisitions: The Dealmakers Journal* (July 2006)
- “Quick Draw: HSR Gunjumping Risks in M&A Transactions,” *The Deal* (May 2006)
- “Keeping Materials Filed with the SEC Confidential,” *Corporate Counsel Business Journal* (July 2004)
- “Hostile Takeovers: A Comparison of the Means of Protection in the U.S.,” *Fusions & Acquisitions* (April 2004)

MEDIA QUOTES

- “Did Business Roundtable Just Break a Fiduciary Oath?“, *FiduciaryNews.com* (August 2019)
- “With Few Options, Icahn Targets Oxy Board,” *Energy Intelligence Finance* (June 2019)
- “Icahn Wrests Control of SandRidge Energy in Proxy Contest,” *Oil Daily* (June 2018)
- “Insiders: SandRidge Poised to Accept Midstates’ Offer,” *Oil Daily* (February 2018)
- “Midstates Proposes Merger With Rival SandRidge,” *Oil Daily* (February 2018)
- “Potential Icahn Threat Lingers at SandRidge,” *Oil Daily* (January 2018)
- “Shareholder Activism Poised for Busy, High-Stakes 2018,” *Law360* (January 2018)
- “SandRidge Concocts ‘Poison Pill’ as Activist Investors Gain Influence,” *Oil Daily* (November 2017)
- “5 Tips for Boards Blindsided by an Activist Campaign,” *Law360* (September 2017)
- “How Hedge Fund Managers Can Protect Sensitive and Proprietary Data from SEC FOIA Requests,” *Hedge Fund Legal & Compliance Digest* (September 2017)
- “Activist Shareholders Are Staying Active,” *U.S. News & World Report* (September 2017)
- “Whole Foods-Amazon Deal Comes on Heels of Board Refresh,” *Directors & Boards* (June 2017)
- “Herbalife Feud Raises Questions About Transparency,” *Institutional Investor* (September 2016)
- “The Hedge Fund LCD 2016 Mid-Year Review: Hedge Fund Activism Summary,” *Hedge Fund Legal & Compliance Digest* (August 2016)
- “How Clients Drive M&A Partners Nuts,” *Law360* (May 2016)
- “What to Expect for IPOs in 2016,” *U.S. News & World Report* (March 2016)
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- “Corporate Spinoffs: Tops or Topsy-Turvy?“, *U.S. News & World Report* (January 2016)
- “Freeport McMoRan Takes Activist Hit,” *Corporate Counsel* (January 2016)
- “The 7 Firms Behind the Mammoth Pfizer-Allergan Merger,” *Law360 Mergers & Acquisitions* (November 2015)
- “3 Firms See Patience Pay Off with \$67B Dell-EMC Deal,” *Law360 Mergers & Acquisitions* (October 2015)
- “Activist Environment Demands More Strategy, Financial Savvy in Messaging,” *Crain’s Cleveland Business* (May 2015)
- “6 Tactics for Fending Off an Activist Shareholder Attack,” *Chief Executive Magazine* (March 2015)
- “6 Ways CEOs Can Be Prepared When Activist Investors Strike,” *Chief Executive Magazine* (February 2015)
- “Activist Investors Are Playing an Increasingly Strong Role in Company Actions,” *Crain’s Cleveland Business* (February 2015)
- “Activist Investors Target GM,” *Inside Counsel* (February 2015)
- “Proxy Access Could Be Top Issue for Activist Shareholders in 2015,” *Inside Counsel* (January 2015)
- “Stewart/SCI to Face Scrutiny; Upfront Divestiture Buyers Possible,” *Policy and Regulatory Report* (May 2013)
- “One Secret Buffett Gets to Keep,” *DealBook, The New York Times* (November 2011)

Honors

- Legal 500 US Elite (Ohio Corporate & M&A) (2025)
- BTI M&A Client Service All-Stars 2021
- *The National Law Journal*, “40 under 40” (2005)
- *Which Lawyer? Yearbook*, Leading Individual (2007–2009)
- IFLR1000, “Highly Regarded” in M&A (Ohio) and United States
- Ohio Super Lawyers® (2011–2016)
- Ohio Super Lawyers Rising Stars® (2005–2007)
- The Best Lawyers in America® (2009–2026)
 - » 2020 Cleveland Lawyer of the Year (Mergers and Acquisitions Law)

In the Community

- Ohio State Bar Association
 - » Corporation Law Committee
 - » Public Company, M&A and Governance Subcommittee
- Cleveland Metropolitan Bar Association
- Leadership Cleveland, Class of 2014
- Association for Corporate Growth
- Society of Corporate Secretaries and Governance Professionals
- Law360 Mergers & Acquisitions Editorial Advisory Board (2015–2017)