



## Jayne E. Juvan

### Partner

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Jayne Juvan chairs both the Mergers & Acquisitions and Securities & Capital Markets practice groups at Tucker Ellis.

Jayne advises investors, boards of directors, and management teams on corporate transactions, regulatory compliance, and fiduciary duties. She counsels public and high-growth private companies, private equity firms, and venture capital firms from initial formation through all stages of the business life cycle.

Jayne frequently can be found in the boardroom with directors as they make highly impactful, potentially transformative, and confidential decisions. She is often tapped to assist corporate boards to maximize effectiveness and institute best practices. As the former co-chair of the American Bar Association's Task Force on Director Misconduct, she is regularly called upon to advise corporate boards during their most challenging situations. She has also assisted activist shareholders in engaging with the board and management of struggling public companies.

Whether making a decision to grow or divest corporate assets, clients in a variety of industries — including the heavily regulated health care and financial services industries — turn to Jayne for her strategic advice. She navigates complex issues that arise in transactions of all sizes and has been a key advisor on deals valued from approximately \$5 million to more than \$1 billion. Examples of other industries in which Jayne has served as counsel include technology, aviation, energy, transportation and logistics, and manufacturing.

Jayne passionately stays abreast of emerging boardroom issues, macroeconomic and financial factors that impact global deal activity, and the potential influence of geopolitical events on corporate strategy. A frequent and sought-after writer and speaker featured in the *Harvard Business Review*

and *Forbes* for her unique use of social media as an attorney, Jayne covers the daily developments in these areas on Twitter at [twitter.com/jaynejuvan](https://twitter.com/jaynejuvan). She is also the co-editor of the firm's blog on corporate law, *Lingua Negoti*, which means "the language of business."

Jayne and her husband Dan, who are both black belts in Tae Kwon Do, met in martial arts and competed nationally together in forms and freestyle sparring. Originally from Ohio, they are proud to call Cleveland home and enjoy raising their young twin sons Alexander and Zachary in the area. Jayne incorporates her love for sports into her practice, serving as counsel to Al "Bubba" Baker, a former professional American football defensive lineman who played in the National Football League for the Cleveland Browns, and on the advisory board to the family foundation for 2003 Open Championship winner Ben Curtis.

### Education

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- Capital University Law School (J.D., summa cum laude, 2005); Order of the Curia; Salutatorian; Capital University Law Review, Editor in Chief, Staff Member; Founder of Wells Conference on Adoption Law
- Kent State University (B.A., 2002); President's List; Golden Key National Honor Society

### State Admissions

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- Ohio, 2005
- New York, 2011

### Service Areas

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- Mergers & Acquisitions
- Corporate Governance
- Securities & Capital Markets
- Broker-Dealers
- Commercial Finance
- Financial Services
- Health Care
- Hospitality
- Middle Market
- Public & Structured Finance
- Health Care M&A Transactions
- Venture Capital
- Private Equity
- Health & Life Sciences

- [Corporate Law](#)

### Experience

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- 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 Colfax Corporation (NYSE: CFX) subsidiary DJO Global in its acquisition of MedShape, Inc., an orthopedic foot and ankle device company
- Represented Colfax Corporation (NYSE: CFX) subsidiary DJO Global in its acquisition of Trilliant Surgical, a national provider of foot and ankle orthopedic implants
- Represented Colfax Corporation (NYSE: CFX) subsidiary DJO Global in its acquisition of LiteCure, a designer and manufacturer of medical devices for medical and veterinary health care professionals
- Represented Colfax Corporation (NYSE: CFX) subsidiary DJO Global in its acquisition of Stryker Corporation's (NYSE: SYK) STAR total ankle replacement product and related assets
- 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
- Represented The Ideation Lab, LLC in a deal making Coffee Holding Co., Inc. (Nasdaq: JVA) a significant minority owner in The Jordre Well, LLC, a cannabidiol beverage company
- Represented Eagle Specialty Materials, LLC in its purchase of the Eagle Butte and Belle Ayr thermal coal mines from Contura Energy, Inc. and Blackjewel L.L.C.
- Advised James McCool, co-owner of Desert Jet Holdings in the acquisition of sole ownership of the Desert Jet Group of Companies from founder and co-owner Denise Wilson
- 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)
- Represented Macellum Advisors GP, LLC in an agreement between Big Lots, Inc. and an investor group composed of Macellum Advisors GP, LLC and Ancora Advisors, LLC and certain of their affiliates
- 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
- Advised Colfax Corporation, a leading diversified technology company that provides air and gas handling, fabrication technology, and medical device products and services to customers around the world, in its acquisition of GCE Group, Europe's leading gas equipment company

- Advised the management team of Authority Brands, a leading franchisor of home services, in its sale from PNC Riverarch Capital to Apex Partners, one of the oldest and largest global private equity firms, with funds raised totaling \$50 billion
- Represented LKD Aerospace, LLC, a portfolio company of Resilience Capital Partners, in the sale of Systron Donner Inertial, Inc. to EMCORE Corporation
- Represented Pete & Pete in the acquisition of substantially all of the assets of Boyas Excavating, Inc.
- Represented LKD Aerospace, LLC, a portfolio company of Resilience Capital Partners, in its acquisition of Systron Donner Inertial, Inc. from Carros Sensors Holdco Limited
- Represented Luminance Holdco, Inc., a portfolio company of Resilience Capital Partners, in its acquisition of the Emerson Air Comfort Products ceiling fan business of Emerson Electric Co.
- Represented Fulton Technologies, Inc. and Mill City Communications, portfolio companies of Resilience Capital Partners, in the sale of substantially all of its assets to ADDvantage Technologies Group, Inc.
- Represented the shareholders of Joshen Paper & Packaging, Inc. in the sale of the company to Bunzl plc
- Represented Daboosh Investments, LLC, an independent sponsor, in its acquisition of GenerX Generators, Inc.
- Served as lead counsel to FactGem Holdings Inc. to complete a Series A-4 equity investment by NCT Ventures Opportunity Fund, L.P., a Midwest-focused venture capital firm that backs seed and early-stage technology companies
- Served as lead counsel to FactGem, LLC to complete a Series A equity investment by NCT Ventures, a Midwest-focused venture capital firm that backs seed and early-stage technology companies
- Assisted Miura Private Equity, an independent private equity firm based in Barcelona, Spain, in preparing portfolio companies for sale
- Advised a retail pharmacy chain headquartered in New York on the \$1.1 billion-dollar sale of the company to a publicly traded company
- Represented an Ohio-based electrical contractor in a \$90-million stock sale to a publicly traded company
- Represented one of the oldest metalworking fluids manufacturers in North America in the sale of the company to the global leader in the industry that operates in 33 countries around the world
- Advised on the merger of two nationwide outpatient radiation oncology centers in a transaction backed by the financial commitment of a private equity fund with more than \$8 billion in assets under management
- Advised a private equity fund with more than \$3 billion in assets under management on the acquisition of two respiratory care companies

- Advised a private equity fund on the acquisition of a provider of skilled home nursing, hospice, and attendant care services across 10 states
- Advised a private equity fund on a bid for a publicly traded company that owns and operates a chain of healthcare facilities in the United States, the United Kingdom, and Germany
- Advised a private equity fund on a bid for a hospital chain in exchange for a purchase price of more than \$360 million
- Advised a publicly traded retailer on a hospital system joint venture transaction for the roll-out of retail medical clinics
- Advised a portfolio company of a private equity fund client on a merger transaction and hospital system joint venture for the provision of freestanding and facility-based radiation oncology clinics
- Advised a private equity fund on the rollup and consolidation of multistate sleep center clinics
- Advised a portfolio company of a private equity fund with more than \$8 billion dollars in assets under management on the acquisition of a Medicare-certified home health agency and a non-medical personal care services company

### **Publications & Events**

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#### **SPEAKING ENGAGEMENTS**

- “How to Be an Effective Buyer in This Hyper-Competitive and Ever-Changing Environment,” Smart Business Dealmakers Conference, Cleveland, Ohio (May 2022)
- “BroadSides & Bear Hugs: Shareholder Activism and Managing a Hostile Takeover Response,” The 5<sup>th</sup> Annual Midwestern M&A/Private Equity Forum, Columbus, Ohio (May 2022)
- “Force Dispersal: Risk Mitigation and New Developments in Deal Defense,” The 5<sup>th</sup> Annual Midwestern M&A/Private Equity Forum, Columbus, Ohio (May 2022)
- “[Current Issues in LLCs, with Emphasis on the New Ohio Act](#),” Case Western Reserve University School of Law Webinar (February 2022)
- “Force Majeure and Common Law Doctrines in the COVID Aftermath: Litigation Strategies and Drafting Solutions,” ALI CLE Webinar (September 2021)
- “A Review of Board Practices,” Ohio Chapter Meeting, Society for Corporate Governance (July 2021)
- “How to Win the Deal ... and Not Be Based on Price,” Smart Business Dealmakers Conference (June 2021)
- “Corporate Governance, Compliance, and Ethics,” Moderator, 2020 In-House Counsel

Summit Webinar, Tucker Ellis LLP (September 2020)

- “Inspire, A Leadership Workshop for Women in Pursuit of Excellence,” presented by Authenica, Richfield, Ohio (October 2020)
- “Acquisition Playbook: Building a Pipeline in a New Reality,” Smart Business Dealmakers Conference (September 2020)
- “Building the Best Boards for High-Performing Banks,” Moderator, Sixth Annual Banking Forum: M&A Spooktacular, Tucker Ellis LLP, Cleveland, Ohio (October 2019)
- “Director Misconduct & How to Deal With It,” Women in the Boardroom Webinar (September 2019)
- “A Deep Dive on the Buy-Side,” Aspire 2019, Cleveland, Ohio (May 2019)
- “Women’s Leadership Forum,” Capital University Law School, Columbus, Ohio (March 2019)
- “The Role of the Board,” Business Volunteers Unlimited (BVU), Cleveland, Ohio (March 2019)
- “Is Your Corporate Compliance Program Up to Par? Strategies for 2018 and Beyond,” 2018 In-House Counsel Summit, Tucker Ellis LLP, Cleveland, Ohio (October 2018)
- “Role of the Board,” Business Volunteers Unlimited (BVU), Cleveland, Ohio (September 2018)
- “Leveraging Social Media to Win Business,” Dix & Eaton, Cleveland, Ohio (July 2018)
- “Buying a Business,” Moderator, Smart Business ASPIRE Cleveland 2018 Conference, Cleveland, Ohio (May 2018)
- “Director & Officer Fiduciary Duties: Ignore Them at Your Own Peril,” 2017 In-House Counsel Summit, Tucker Ellis LLP, Cleveland, Ohio (October 2017)
- “Top Tips on Leveraging Social Media to Boost Your Career,” Cleveland Leadership Center, Cleveland, Ohio (January 2015)
- “Task Force: Dealing with Director Misconduct” and “When Worlds Collide: Analyzing the Intersection of Academia, Legal Practice & Corporate Governance,” American Bar Association Business Law Section Spring Meeting, Los Angeles, California (April 2014)
- “Partnering with Corporate Governance Organizations and Academics,” American Bar Association Business Law Section Fall Meeting, Washington, D.C. (November 2013)

## **PUBLICATIONS**

- [Lingua Negoti Blog Posts](#)
- “Adapting to Disruption in M&A Deals in an Era of Volatility,” *Crain’s Cleveland Business* (January 2022)
- “Grow or Stagnate in a Virtual World? The Choice Is Yours,” *Crain’s Cleveland Business* (January 2021)
- “Winners Are Forged in the Fire of Economic Duress,” *Crain’s Cleveland Business*

(January 2020)

- “Failure Is an Option,” *Ethical Boardroom* (Spring 2019)
- “Fearless Girl Inspires: Don’t Let Others Stop You from Pursuing Your Professional Dreams,” *Smart Business Cleveland* (February 2019)
- “Stifling Debate at Board Meetings Can Destroy Value at Your Portfolio Company,” *Crain’s Cleveland Business* (January 2019)
- “An Unconstitutional Mandate? California’s Gender-Based Board Law and Its Uncertain Legal Future,” *Business Law Today* (November 2018)
- “Diabetic Care RX Case Is a Warning Sign for Private Equity,” *Law360* (May 2018)
- “2018 Healthcare Compliance Outlook for Boards of Directors,” *Cleveland Metropolitan Bar Journal* (March 2018)
- “Opening Boardroom Doors to Women,” *Ethical Boardroom* (Winter 2018)
- A Guide to the Evolving Executive Compensation Landscape,” *Bloomberg Law Corporate Practice Portfolio Series No. 110* (February 2018)
- “Championship-caliber Dealmakers Understand the Language of Business,” *Crain’s Cleveland Business* (January 2018)
- “Corporate Deals Under Scrutiny,” *Smart Business Dealmakers* (January 2018)
- “Editorial In Sight: The Value of Culture,” *CGC Insight*, ABA Business Law Section Corporate Governance Committee, Volume III, Issue IV (December 2017)
- “Removing an Unproductive Director,” *Director’s Handbook: A Field Guide to 101 Situations Commonly Encountered in the Boardroom*, American Bar Association (2017)
- “The Seven Deadly Sins of a Unicorn,” *Crain’s Cleveland Business* (January 2017)
- “Take a Lesson from Theranos: Plan Ahead,” *Corporate Compliance Insights* (December 2015)
- “SEC Requires Registrants to Disclose Ratio of CEO Pay to Median Pay of Employees,” *Bloomberg BNA’s Corporate Law & Accountability Report* (August 2015)
- “How to Become Powerfully Social to Ignite a Noticeable Spark in Your Legal Practice,” *Legal Solutions Blog* (July 2015)
- “Overcoming the Challenge of Director Misconduct,” *Business Law Today* (July 2015)
- “Whole Foods Activist Shareholder Rings in New Year with a Win,” *NYSE Governance Services’ Insights* newsletter (February 2015)
- “Winning Wisdom Garnered from the Cavs for Corporate Buyers,” *Crain’s Cleveland Business* (January 2015)
- “Eight Congressional Democrats Encourage the SEC to Deter Corporate Confidentiality Arrangements with Potential Whistleblowers,” *Law.com* (November 2014)
- “Fallout from the SEC’s Move to Reverse ‘No Admit or Deny’ Policy,” *Bloomberg BNA’s Securities Regulation & Law Report* (June 2014)
- “SEC’S White Highlights Enforcement Focus and Record in First Year as Chair,” *Law.com*



(May 2014)

- “The Importance of Corporate Divestiture Strategy: Pruning Divisions to Focus on High-Growth Opportunities,” *Inside the Minds: Managing Corporate Divestiture Transactions*, Aspatore Books (2013)
- “Executive Summary: Highmark and Independence Blue Cross Part Ways – Pennsylvania Regulatory Hurdles Thwart Attempted Consolidation,” American Health Lawyers Association (AHLA) (2010)
- “Abry and Providence Settle, but the Lesson Is Still Clear: Include Provisions Against Seller Misconduct,” *Buyouts* (2006)

## MEDIA

- “Biden Knocks PE’s Nursing Home Boom in State of the Union,” *Law360* (March 2022)
- “Private-Equity Insiders Dish on the Biggest Trends Set to Hit the Industry in 2022,” *Business Insider* (December 2021)
- “Inside Ampex Brands’ Acquisition of Au Bon Pain,” Smart Business Dealmakers Podcast (July 2021)
- “Pandemic Further Fans Red Hot US Health Care M&A Market,” *Law360* (January 2021)
- “Dealmakers See Signs of a Thaw in Ice-cold M&A Market,” *Smart Business* (August 2020)
- “Economic Shutdown – What Happens Next?“, *Smart Business* (April 2020)
- “How Attys Can Capitalize on PE’s Health Care Craze,” *Law360* (November 2019)
- Komen Ohio Pink Divas Campaign, “Cribbs in the CLE,” CBS-19 News (October 2019)
- “Attorneys Share Wisdom at Women’s Leadership Forum,” Capital University Law School (April 2019)
- “One Strategy to Improve Board Performance,” *Bank Director* (April 2019)
- “Disruptive Innovation in a Law Practice,” Legal Talk Network podcast (July 2018)
- *Build an A Team*, Harvard Business Review Press (2018)
- “Health Care, Life Sciences M&A to Stay Strong in 2018,” *Law360* (January 2018)
- “5 Social Media Tactics to Help Boost Your Career,” *Forbes* (September 2017)
- “The 2016 Attorneys Who Matter,” *Ethisphere* (December 2016)
- “How Pregnancy Actually Boosted This Woman’s Career,” *Forbes* (July 2016)
- “9 Ways Millennials Are Simplifying Their Lives in 2016,” *Forbes* (January 2016)
- “What Do You Do Well That Others Don’t?“, *Harvard Business Review* (October 2015)
- “Disrupt Yourself,” *Bibliomotion* (October 2015)
- “No. 1 Success Tip for Women in Business: Do More Than You Know,” *Forbes* (April 2015)
- “The Queen Bee’s Sting Keeps Women From Getting to the Top,” *Forbes* (September 2015)
- “4 Quick Twitter Tips from the Woman Who Tweeted Her Way to a High-Powered Network,” *Forbes* (January 2015)
- “How to Stay Productive During the Holidays from the Forbes Under 30 Summit,” *Forbes*



(December 2014)

- “Top 16 Quotes from Successful Women Who Beat the Youth Trap,” *Forbes* (December 2014)
- “Forbes Under 30 Summit Attendees Share Their Career Mistakes and How to Avoid Them,” *Forbes* (November 2014)
- “Their Roaring Thirties: Brutally Honest Career Talk from Women Who Beat the Youth Trap,” *Forbes* ebook (September 2014)
- “Social Media Networking: Quick Tips for Busy Directors,” *Corporate Board Member Magazine* (February 2011)
- “Twitter, the Board Directors’ Corp-Gov Resource,” *Mediaite* (December 2010)

### Honors

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- IFLR1000, “Highly Regarded” in M&A (Ohio)
- “Progressive Woman Award,” *Smart Business* (2018)
- “Attorneys Who Matter,” *Ethisphere* (2016)
- “Forty Under 40,” *Crain’s Cleveland Business* (2014)
- Ohio Super Lawyers Rising Stars® (2010, 2012, 2013, 2016-2020)
- “Thought Leader in Corporate Social Responsibility,” BRANDfog/Fast Company (2010, 2012)
- “One to Watch,” *Inside Business Magazine* (2009)
- “25 Under 35 Movers & Shakers,” *Inside Business Magazine* (2008)

### In the Community

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- American Bar Association
  - » Corporate Governance, Vice Chair
  - » Corporate Governance Publications Subcommittee, Co-Chair, and *CGC In Sight*, Co-Founder
  - » Corporate Governance Task Force on Dealing with Director Misconduct, Co-Chair
  - » Joint Shareholder Handbook Task Force of the Committees on Corporate Governance and Corporate Law, Co-Chair
  - » Section of Business Law Committees on Mergers & Acquisitions, Venture Capital and Private Equity, and Corporate Governance
- Association for Corporate Growth (ACG)
- I Am Authentica, Ambassador (2019)
- Mace Security International Board of Directors
- Ben Curtis Family Foundation Advisory Board
- The Gathering Place, Board Member, Rising Leaders Council Co-Founder and Chair, and Attorney Corporate Challenge for the Race for the Place, Captain
- Partnership for Families, Leadership Council
-

Cleveland Cystic Fibrosis Foundation  
» Chef's Fantasy Event, Executive Committee