Tucker Ellis LLP



Robert M. Loesch

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Bob Loesch is a securities and corporate lawyer.

He began his legal career as an attorney at the Securities and Exchange Commission's Division of Enforcement in New York City, where he prosecuted violations of the federal securities laws. Bob brings over two decades of experience counseling both public and private companies in connection with securities and corporate compliance matters, including mergers and acquisitions, SEC reporting, exchange listing rules, corporate governance, board and committee matters, securities offerings – including IPOs – proxy matters, investor relations, state corporate laws, executive compensation, and general commercial matters.

Bob maintains longstanding client relationships and often works with clients in an outside general counsel capacity. Bob's understanding of their business goals allows him to work as a valued partner in achieving their business objectives.

Upon leaving the SEC in 1995, Bob joined Baker Hostetler in Cleveland where he was a securities and corporate lawyer and a partner for 10 years. Bob joined Tucker Ellis in 2011.

Bob also serves a New York Stock Exchange-listed commercial vehicle and automotive parts supplier client as its Secretary.

Bob has been ranked in Chambers USA in the area of Corporate/M&A (Ohio: North), where he is described as "a sophisticated securities lawyer." One client remarks, "He is always responsive to any requests and always has a reasonable perspective. He is calm and levelheaded about various matters and reaches good outcomes on challenging issues."

Bob and his wife are the proud parents of two sets of twins, ages 24 and 21. In his spare time, Bob is active in the community and enjoys playing pickleball and golf and supporting Cleveland's long-suffering sports teams.

Education

- Case Western Reserve University School of Law (J.D., cum laude, 1991)
- Fairfield University (B.A., 1986)

State Admissions

- Ohio, 1992

Service Areas

- Securities & Capital Markets
- Broker-Dealers
- Corporate Governance
- Financial Services – Transactional
- Mergers & Acquisitions
- Middle Market
- Public & Structured Finance
- Venture Capital
- Private Equity
- Corporate Law
- Commercial Contracts
- Financial Services

Experience

- Represented a New York City-based private equity firm with more than 100 investments in the corporate reorganization and credit facility amendment related to one of its portfolio companies
- Represented Stoneridge, Inc. (NYSE: SRI) in its € 75-million acquisition of Orlaco Products BV, a leading Dutch supplier of vehicle camera solutions for heavy off-road machinery, commercial vehicles, lifting cranes, and the warehousing and logistics industries
- Represented an Ohio SEC-registered bank holding company in connection with the SEC registration of shares for issuance in the acquisition by merger of another Ohio bank holding company
- Represented Stoneridge, Inc. (NYSE: SRI) in its $65.7 million carve-out sale of its global wiring harness business to Motherson Sumi Systems Ltd., an India-based manufacturer of diversified products for the global transportation industry
- Represented Morgan's Foods, Inc. (MRFD:OTCBB), the owner and operator of 68 KFC, Taco Bell and Pizza Hut Express franchises, in its $20.6 million public company merger sale to Ampex Brands, one of the largest franchise organizations of Yum! Brands and Long John Silver's
- Represented financial holding company in filing "universal" shelf registration statement
- Represented national securities firm as underwriter's counsel for the public offering of convertible preferred stock of a bank holding company
- Represented public manufacturing company in a $95 million secondary underwritten offering of common equity securities
- Represented public manufacturing company in the acquisition of majority interest of a Brazilian subsidiary
- Represented public restaurant company in a PIPE transaction with an institutional investor
- Represented a Brazilian company in a joint venture investment into a U.S. technology firm in the training and workplace performance area
- Represented public mercury removal technology company in a series of exempt private placements of both equity and debt securities
- Represented wind energy company in the acquisition of a complementary line of business
- Represents public companies with ongoing advice regarding corporate and securities law compliance

Publications & Events

SPEAKING ENGAGEMENTS

- "Evolution of the Securities Rules and Regulations," 2023 Business Law Institute on Corporate Law and M&A, Tucker Ellis LLP (January 2023)
- "Getting Ready for the 2023 Proxy Season," Society for Corporate Governance, Ohio Chapter (December 2022)
- "A Review of Board Practices," Ohio Chapter Meeting, Society for Corporate Governance (July 2021)
- "Getting Over the Rainbow – Raising Capital," Moderator, Fourth Annual Banking Forum: How to Be a Wizard of Banking M&A, Tucker Ellis LLP, Cleveland, Ohio (November 2017)
- "1934 Act and Proxy Season Update," Donnelley Financial Solutions, SEC Hot Topics Institute, Cleveland, Ohio (November 2016)
- "1933 & 1934 Act Update," RR Donnelley SEC Hot Topics Institute, 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)
- "Ethics Issues for Securities Lawyers," Ohio Professional Conduct Program, Tucker Ellis LLP, Cleveland, Ohio (December 2014)
- "1933 & 1934 Act Update," RR Donnelley SEC Hot Topics Institute, Cleveland, Ohio (November 2014)
- "Institutional Investor Activism," Panelist, 2013 RR Donnelley SEC Hot Topics Institute, Cleveland, Ohio (November 2013)
- "Succession Planning for Executives and Directors of Public Companies," Moderator, Society of Corporate Secretaries and Governance Professionals (Ohio Chapter), Cleveland, Ohio (October 2013)
- "Dodd-Frank Update (Conflict Minerals et al.)," Panelist, 2012 RR Donnelley SEC Hot Topics Institute, Cleveland, Ohio (December 2012)
- "M&A in 2012: Hot Topics and Market Trends," Association of Corporate Counsel, Northeast Ohio Chapter, Cleveland, Ohio (April 2012)
- "Dodd-Frank, Whistleblower Regulations; Dodd-Frank, Selected Provisions," Panelist, 2011 RR Donnelley SEC Hot Topics Institute, Cleveland, Ohio (December 2011)
- "Proxy Developments," Moderator, Bowne's SEC Updates Seminar, Cleveland, Ohio (November 2010)
- "Proxy Developments," Moderator, Bowne's SEC Updates Seminar, Cleveland, Ohio (November 2009)
- "Proxy Developments & Unfinished Agenda of Chairman Cox," Moderator, Bowne's SEC Updates Seminar, Cleveland, Ohio (November 2008)
- "Proxy/e-Proxy," Moderator, Bowne's SEC Updates Seminar, Cleveland, Ohio (November 2007)
- "Securities Litigation Updates," Moderator, Bowne's SEC Updates Seminar, Cleveland, Ohio (November 2006)
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"Recent Developments – SOX Section 404 Developments, PCAOB Auditing Standard No. 2," CMBA Annual Securities Law Institute (March 2006)

- "Form 8-K Disclosures," Moderator, Bowne's SEC Updates Seminar, Cleveland, Ohio (October 2005)
- "Shareholder Communications during the Offering Process and Other 1933 Act Initiatives," CMBA Annual Securities Law Institute (March 2005)
- "New Proxy Rules and Shareholder Access, Proposed Rules on Shareholder Nominations," CMBA Annual Securities Law Institute (February 2004)
- "Sales by Insiders and Affiliates: Rule 144, Rule 10b5-1, Plans and Registered Resales," CMBA Annual Securities Law Institute (February 2002)

PUBLICATIONS

- *Lingua Negoti* Blog Posts
- "Fifth Circuit Nullifies Nasdaq Board Diversity Rules," Tucker Ellis Client Alert (December 2024)
- "Trader Found Liable Under Novel Theory of Insider Trading," Tucker Ellis Client Alert (July 2024)
- "SEC Adopts Rules Enhancing Climate-Related Disclosures," Tucker Ellis Client Alert (March 2024)
- "SEC Adopts New Rules Requiring Investment Advisers to Private Funds to Make Certain Disclosures and Avoid Certain Practices," Tucker Ellis Client Alert (September 2023)
- "SEC Adopts Final Cybersecurity Disclosure Rules," Tucker Ellis Client Alert (August 2023)
- "SEC Adopts Final Rules on Recovery of Erroneously Awarded Executive Officer Incentive Compensation," Tucker Ellis Client Alert (October 2022)
- "SEC Adopts Final Dodd-Frank Pay Versus Performance Disclosure Rules," Tucker Ellis Client Alert (October 2022)
- "FinCEN Issues Final Rule for Beneficial Ownership Reporting: Most Small Companies Will Be Required to Report Owner and Manager Names," Tucker Ellis Client Alert (October 2022)
- "SEC Proposes Rules to Enhance Climate-Related Disclosures," Tucker Ellis Client Alert (March 2022)
- "SEC Proposes Rule Amendments Related to Rule 10b5-1 Trading Plans," *Lingua Negoti* (December 2021)
- "SEC Proposes Disclosure Rule Amendments Related to Share Buybacks," *Lingua Negoti* (December 2021)
- "SEC Approves Nasdaq's Board Diversity Rule," Tucker Ellis Client Alert (August 2021)
- "SEC Proposal to Bring Clarity to Who Can Act as a Finder," *Lingua Negoti* (October 2020)
- *CGC Insight*, ABA Business Law Section Corporate Governance Committee, Volume III, Issue IV, contributor (December 2017)
- "SEC Implements New Rules Affecting Summaries in Form 10-K Under the FAST Act," Tucker Ellis Client Alert (June 2016)
- "SEC Proposes Incentive Compensation Clawback Rules," Tucker Ellis Client Alert (October 2015)
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"SEC Proposes New Pay-Versus-Performance Disclosure Rules," Tucker Ellis Client Alert (May 2015)

- "SEC Adopts Regulation A Amendment," Tucker Ellis Client Alert (April 2015)
- "SEC Proposes Rules on Disclosure of Employee and Director Hedging Policies," Tucker Ellis Client Alert (February 2015)
- "SEC Approves Dodd-Frank Mandated Rules on Listing Standards for Compensation Committees," Tucker Ellis Client Alert (July 2012)
- "The JOBS Act," Tucker Ellis Client Alert (April 2012)
- "SEC Adopts Dodd-Frank Net Worth Standard for Accredited Investors," Tucker Ellis Client Alert (December 2011)
- "New Reporting Requirements for SEC-Registered Investment Advisers to Certain Private Funds," Tucker Ellis Client Alert (October 2011)
- "D.C. Court of Appeals Strikes Down SEC's Proxy Rule," Tucker Ellis Client Alert (August 2011)
- "SEC Adopts Rules Implementing Amendments to the Investment Advisers Act," Tucker Ellis Client Alert (July 2011)
- "SEC Adopts Dodd-Frank Whistleblower Rules," Tucker Ellis Client Alert (June 2011)

MEDIA QUOTES

- "Out with Trump's SEC, In with Biden's SEC," *Thomson Reuters* (February 2021)
- "4 Board Questions on Stock Buybacks," *Boardroom INSIDER* (May 2019)

Honors

- The Best Lawyers in America® (2025–2027)
- Chambers USA
  - » Corporate/M&A (Ohio: North) (2021–2023)
  - » Corporate/M&A (Ohio) (2018–2020)

In the Community

- Catholic Charities Corporation, Board of Directors (2013-2018, 2020-2025)
- City of Westlake, Ohio, Recreation Committee Member (March 2010-July 2025)
- The Society of Corporate Secretaries and Governance Professionals
- Cleveland Metropolitan Bar Association