



“You cannot effectively solve your client’s issues in a vacuum. Knowing the law is very important, but knowing your client’s business – where they are coming from operationally, what their business goals are, etc. – is paramount. When a client engages me, I take time upfront to learn about their business and industry in general, even if it might not relate directly to the issue at hand.”

Kevin D’Anna

Principal

301-951-9349
301-654-7354 FAX

kdanna@paleyrothman.com

Kevin is a Principal in the firm and considers himself as a true business attorney. From start-up through transition, Kevin serves as outside counsel for a myriad of local businesses of varying size and industry. He is a member of the firm’s Corporate, Nonprofits, Science & Technology, and Real Estate practice groups, and regularly provides counsel in each of these areas, including general operation and governance of for-profit and nonprofit entities, business dispute resolutions, IP and technology licensing and transactions, private placements, the negotiation of employment relationships and separations, executive compensation, structuring and implementing corporate mergers and acquisitions, the negotiation of commercial lease agreements on behalf of tenants and landlords, and all other manner of commercial transactions.

Clients turn to Kevin when they need quick resolutions to novel issues. Above all else, Kevin’s practical nature and keen ability to step in his clients’ shoes enable him to find the best solutions in the most efficient manner. He prides himself on learning the businesses of his clients, and is able to use this to their advantage.

PRACTICE AREAS

Corporate
Nonprofits
Science & Technology
Real Estate: Business

BAR ADMISSIONS

Maryland

EDUCATION

J.D., *Cum Laude*, The Catholic University of America, Columbus School of Law, 2008

B.A., *Cum Laude*, The University of Pittsburgh, 2001

IN THE NEWS

Ron Dweck & Kevin D’Anna Represent StarCompliance in Connection with Major Investment from Luminare

Michelle Chapin, Tracey Coates and Kevin D'Anna Named Principals of Paley Rothman

CIVIC & COMMUNITY INVOLVEMENT

Maryland State Bar Association - Member, Business Law Section Council

Montgomery County Bar Foundation Golf & Tennis Charity Classic - Committee Member

REPRESENTATIVE TRANSACTIONS

Serves as general counsel for technology start-up providing internet base services. Has provided counsel in connection with two rounds of debt financings in excess of \$5,000,000. Negotiated and drafted term sheets, convertible promissory notes, warrant agreements, and preferred stock terms. Maintains cap table. Advises client with respect to Reg. D and state Blue Sky filings. Regularly advises client with respect to IP licensing and protection issues, and drafts and negotiates IP licensing and transaction agreements.

Serves as general counsel for specialized logistics/heavy haul company. Draft and negotiate transaction documents relating to various stock and asset acquisitions, with values in excess of \$10,000,000 total value. Draft private placement memoranda for acquisition fundraising. Advises client with respect to Reg. D and state Blue Sky filings.

Served as co-lead counsel in connection with the sale of 100% of the stock of a life sciences company with total value of \$10,000,000. Represented stockholders' representative in negotiations with minority stockholders and acquiring company. Negotiated terms of stock purchase agreement and related documents, including substantial limitations in stockholders' indemnification obligations for sales taxes and other fundamental representations and warranties. Drafted stock option and bonus buy-out and cancellation documents for target company as required for pre-closing terminations; conducted "in-the-money" determinations in connection with same based on stock value and other variables. Negotiated release of collateral from third party lender necessary for closing. Managed and conducted all aspects of closing.

Served as lead counsel for acquiring company in acquisition of substantially all of the assets of outsourcing and managed IT services company with total value of \$1,500,000. Drafted and negotiated terms of asset purchase agreement and all related documents. Negotiated terms of financing with third-party lender, including the removal of personal guarantees.

Represented local orthopedic practice in connection with umbrella merger of more than 20 regional practice groups. Negotiated and drafted transaction documents, including umbrella entity operating agreement and division specific buy-sell, compensation and restrictive covenant agreements. Advised organizers of umbrella entity of various Stark and Anti-Kickback issues and collaborated to resolve same.