Michael J. Adrian

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PRACTICE AREAS

Closely Held & Family Business

Entrepreneurial Services

Private Equity & Venture Finance

Corporate & Business

Corporate Finance

Corporate Governance

Health Law

Mergers & Acquisitions

Securities Law

Joint Ventures & Strategic Alliances

COURT MEMBERSHIPS

- Missouri
- Illinois

EDUCATION

Saint Louis University School of Law, J.D., 2004

Michael Adrian serves as co-chair of the firm's Mergers & Acquisitions group and concentrates his practice in corporate, business and transactional matters, advising companies and individuals on formation and early-stage issues, drafting and negotiating complex transactional documents, including technology licensing agreements and services agreements, and assisting with mergers and acquisitions.

Michael regularly provides counsel to clients in highly regulated industries, including healthcare, professional services and gaming. In the healthcare field, he has assisted hospitals, physicians and home health providers in developing, drafting, negotiating and consummating various transactions, including those in furtherance of healthcare integration strategies. These arrangements, accomplished through management services agreements, hospital-based physician services agreements or similar arrangements, often result in improved patient care and enhanced efficiencies.

In the field of professional services, Michael has assisted many regional and national accounting and architecture firms in executing their organic and external growth initiatives through joint venture arrangements, bolt-on acquisitions and mergers of equals.

Michael's extensive gaming experience has included guiding casino operators, suppliers and individuals through complicated licensing procedures and obtaining regulatory approval for multi-jurisdictional and international acquisitions and divestures.

He has advised clients in a wide range of transactions, including the following:

- *Saint Louis University Public Law Review*, Notes and Comments Editor

Marquette University, B.A., *magna cum laude,* 2001

- Counseling middle market buyers and sellers in acquisitions;
- Assisting family-owned and closely-held businesses with corporate governance issues and succession planning initiatives;
- Drafting and negotiating complex commercial transactions;
- Advising entrepreneurs and start-up companies with formation, financing and buy-sell agreements; and
- Representing business entities and individuals before gaming authorities in various jurisdictions, helping them to procure and maintain their occupational licenses, manage ongoing operational issues and facilitate the use of best practices.

Representative Experience

- Led a team of attorneys in counseling a growth-oriented eye care group through the purchase of nearly fifty bolt-on practices throughout North America.
- Assisted a leading agriculture technology company in the expansion of its US-based operations through multiple acquisitions.
- Represented the sellers of a fleet vehicle repair business in a sale transaction where the consideration received included cash at closing in excess of $35 million, a rollover investment valued at $10 million and the potential for a $10 million earn-out.
- Counseled a nationwide public accounting firm through its acquisition of six firms in various jurisdictions, as well as its entry into a joint venture with a software company.
- Represented individual practitioners and physician groups in sales to private equity-backed firms and to other practitioners in multiple disciplines, including dentists, dermatologists, optometrists and home health care providers.

Presentations

- Panelist, "Insurance Considerations in M&A: More than just Reps & Warranties," Association of Corporate Counsel Minnesota, June 17, 2021
- Podcast Guest, "Dental Practices - What Should You Know About Transitioning & Retiring," Business Class News Podcast - Healthcare Insights, October 16, 2020
- Panelist, "COVID-19 and the Present and Future of M&A," Association of Corporate Counsel - Minnesota's Annual Meeting, Webinar, June 18, 2020

Publications

- Co-author, *Finding Capital in a Volatile Economic Environment*, St. Louis Small Business Monthly, January 2009
- Co-author, *Do European Union Non-Tariff Barriers Create Economic Nuisances in the United States?*, 1 Journal of Food & Law Policy 87, Spring 2005
- Author, *The Nation's Medical Quandary Concerning Hospital and Physician Liens: Who Should Pick Up the Check?*, 23 Saint Louis University Public Law Review, 427, 2004

In The News

- Mike Adrian Featured in The St. Louis Business Journal's Table of Experts on Mergers & Acquisitions
  January 15, 2019
- The St. Louis Business Journal: Robert Cantwell and Michael Adrian Join Lathrop Gage
  February 16, 2012
- Missouri Lawyers Weekly: Robert Cantwell and Michael Adrian Join Lathrop Gage
  February 15, 2012

News Releases

- Lathrop GPM Represents Endpoints News in Its Partnership With the Financial Times
  April 27, 2023
- Missouri & Kansas Super Lawyers Recognizes 42 Lathrop Gage Attorneys
  November 13, 2019
- Super Lawyers Recognizes 47 Lathrop Gage Attorneys in Missouri and Kansas
  November 14, 2018
- Super Lawyers Recognizes 57 Attorneys from Lathrop Gage in Missouri and Kansas
  November 9, 2017
- Three Lathrop Gage Partners Recognized by Missouri Lawyers Weekly
  August 17, 2016
- Lathrop Gage Promotes Six to Partner
  February 1, 2016

- Lathrop Gage Rapidly Closes Two Hospital Acquisitions in Kansas City Area
  April 2, 2013
- 75 Lathrop Gage Attorneys Named Missouri & Kansas Super Lawyers
  October 15, 2012
- Robert Cantwell and Michael Adrian Join Lathrop Gage
  February 14, 2012

Professional Affiliations

- Association of Corporate Growth - St. Louis, Member

Community Involvement

- Clayton Chamber of Commerce, Board of Directors
- Echelon St. Louis, Membership Chair, 2017-2018
- Ste. Genevieve du Bois ACTS, Core Team, Secretary
- St. Louis University High School, Alumni Board

Honors

- "100 St. Louisans You Should Know to Succeed in Business," *St. Louis Small Business Monthly*, 2018, 2020
- *Missouri Lawyers Weekly's* 2016 Up & Coming class
- Selected for *Missouri & Kansas Super Lawyers* "Rising Stars," 2012, 2015-2019
- Phi Beta Kappa